

Constitution

Strata Community Association WA Incorporated

ABN: 88 839 360 415

An Incorporated Association

Contents

1.	Name of Association	2
2.	Definitions and Interpretation	2
3.	Objects	4
4.	Property and Income	5
5.	Powers of the Association	5
6.	Membership	6
7.	Corporate Nominee	8
8.	Sponsorship	8
9.	Subscriptions	8
10.	Dispute Resolution	9
11.	Professional Standards and Membership Board Advisory Group	9
12.	Cessation of Membership	11
13.	Appeal	12
14.	General Meetings	13
15.	Proceedings at General Meetings	14
16.	Proxies	16
17.	Board	17
18.	Office Bearers	19
19.	Powers and duties of the Board	21
20.	Proceedings at Board Meetings	22
21.	Chapters	23
22.	Special Interest Groups	23
23.	Accounts and Records	23
24.	Auditor	24
25.	Common Seal	24
26.	Notices	24
27.	Indemnity	24
28.	Dissolution	25
29.	Members not liable for debts and liabilities	25
30.	Distribution of surplus property on winding up or cancellation of incorporation	25
31.	Interpretation of and changes to the Constitution & Code of Conduct	26

Constitution of Strata Community Association WA Incorporated

1. NAME OF ASSOCIATION

The name of the association is Strata Community Association WA Incorporated.

2. DEFINITIONS AND INTERPRETATION

In the Constitution, unless the contrary intention appears:

- (1) **“Act”** means the *Associations Incorporation Act 2015* (WA).
- (2) **“Annual General Meeting”** means the annual general meeting of the Association held under the Constitution and the Act.
- (3) **“Appointed Board Member”** means a Board Member appointed to the Board under Rule 17(4).
- (4) **“Association”** means Strata Community Association WA Incorporated.
- (5) **“Auditor”** means an auditor of the Association appointed under Rule 24(1).
- (6) **“Bankruptcy Act”** means the *Bankruptcy Act 1966* (Cth).
- (7) **“Board”** means the management committee of the Association.
- (8) **“Board Limit”** means the sum of \$5 000 excluding GST, altered in respect of each Financial Year commencing after 30 June 2019 by the percentage change in the All Groups Consumer Price Index for Perth for the preceding Financial Year.
- (9) **“Board Meeting”** means a meeting of the Board referred to in Rule 20(1).
- (10) **“Board Member”** means a person elected or appointed to the Board under Rule 17(2), 17(3) or 17(4).
- (11) **“Body Corporate”** or any word or expression descriptive of a body corporate includes a public body, a strata company under the *Strata Titles Act 1985* (WA), statutory authority, government department, company, association or body of persons, corporate or unincorporate, and including a partnership.
- (12) **“By-Laws”** means the by-laws as determined by the Board.
- (13) **“Chair”** means the person holding that office under the Constitution and includes any assistant or acting Chair.
- (14) **“Chapter”** means the chapters formed by the Board under Rule 21.
- (15) **“Code of Conduct”** means the code of conduct as determined by the Board.
- (16) **“Complainant”** means a Person or Body Corporate initiating a complaint referred to in Rule 11(5).
- (17) **“Constitution”** means this constitution **of the Association**, as amended from time to time.
- (18) **“Corporate Nominee”** means the Person who is duly authorised to act on behalf of a Corporate Strata Manager Member or Corporate Strata Services Member under Rule 6(9)(b).
- (19) **“Corporate Strata Manager Member”** means a Member referred to in Rule 6(3).
- (20) **“Corporate Strata Manager – Personal Member”** means a Member referred to in Rule 6(4).
- (21) **“Corporate Strata Services Member”** means a Member referred to in Rule 6(5).
- (22) **“Corporate Strata Services – Personal Member”** means a Member referred to in Rule 6(6).
- (23) **“Corporations Act”** means the *Corporations Act 2001* (Cth).
- (24) **“Dispute”** means a dispute between Members referred to in Rule 10(1).
- (25) **“Dispute Notice”** means a notice in writing referred to in Rule 10(1).

Constitution of Strata Community Association WA Incorporated

- (26) **“Elected Board Member”** means a Board Member elected to the Board under Rule 17(2).
- (27) **“Financial Voting Member”** means a Voting Member who has paid their annual subscription and any other moneys due to the Association and is not in arrears at the dates specified in Rule 9(6).
- (28) **“Financial Year”** means a period commencing on 1 July and concluding on 30 June in the next calendar year.
- (29) **“General Meeting”** means a meeting convened under Rule 14.
- (30) **“Life Member”** means a Member referred to in Rule 6(2).
- (31) **“Member”** means a member of the Association under Rule 6(1) and **Membership** has the corresponding meaning.
- (32) **“Member Present”** means, in connection with a General Meeting, a Member being present personally, by proxy, by attorney or by a **Corporate Nominee**.
- (33) **“Objects”** means the objects of the Association set out in Rule 3.
- (34) **“Officer”** means, for the purposes of Rule 27, every Association office bearer, Board Member and member of a Board committee or sub-committee and Person formerly in such a position.
- (35) **“Ordinary Resolution”** means a resolution other than a Special Resolution.
- (36) **“Past President”** means the immediately preceding President of the Board.
- (37) **“Person”** or any word or expression descriptive of a person means a natural person.
- (38) **“President”** means the Person appointed as President of the Association under Rule 18(1)(b).
- (39) **“PSMBAG”** means the national advisory group referred to in Rule 11(1).
- (40) **Register** means the register of Members required by the Act and created under Rule 6(13).
- (41) **“Respondent”** means a Member to whom a matter referred to in Rule 11(5) relates.
- (42) **“Rule”** means a clause of the Constitution.
- (43) **“Secretary”** means the Person appointed as Secretary of the Association under Rule 18(1)(b).
- (44) **“Special Interest Group”** means a special interest group established under Rule 22.
- (45) **“Special Resolution”** has the meaning given to it by the Act.
- (46) **“Strata Company”** means a strata company created under the *Strata Titles Act 1985 (WA)* or a community corporation under the *Community Titles Act 2018 (WA)*.
- (47) **“Strata Management Practice Standard”** means a self-regulating practice standard for Corporate Strata Manager Members, in relation to their own internal procedures as well as contractual relationships with a Strata Company
- (48) **“Strata Profession”** means the practice, in Western Australia, of:
- (a) the sub-division of land to create strata schemes, **community title** or survey-strata schemes;
 - (b) the survey, valuation, registration, sale or conveyancing of lots in strata schemes, **community title** or survey-strata schemes;
 - (c) the supply of goods, services or utilities to Strata Companies;
 - (d) consulting or advising in respect of the management of Strata Companies or (a), (b) or (c) above; and
 - (e) the supply of goods, services or utilities in respect of the management of Strata Companies.

- (49) “**Strata Sector**” means that part of the property sector in Western Australia dealing with strata schemes, **community title** and survey-strata schemes.
- (50) “**Treasurer**” means the Person appointed as Treasurer of the Association under Rule 18(1)(b).
- (51) “**Unsound Mind**” means— (a) a state of mental disease or natural mental infirmity described in the Criminal Code, section 27 (1) ; or. (b) a state of mind described in the Criminal Code, section 28 (1) for which the Criminal Code, section 27 (1) applies to a person.
- (52) “**Vice President**” means the Person appointed as Vice President of the Association under Rule 18(1)(b).
- (53) “**Voting Members**” means those Members entitled to vote at General Meetings, specifically:
- (a) Life Members;
 - (b) Corporate Strata Manager Members;
 - (c) Corporate Strata Manager – Personal Members;
 - (d) Corporate Strata Services Members;
 - (e) Corporate Strata Services - Personal Members.
- (54) Words referring to writing include references to printing, lithography, electronic displays and other modes of representing or reproducing words in a visible form.
- (55) Words importing either gender include the other gender and neuter.
- (56) Words importing the singular include the plural and words importing the plural include the singular.
- (57) Words or expressions in the Constitution are to be interpreted under the provisions of the Western Australian and Australian *Interpretation Acts* as are in force and in effect at the date when the Constitution becomes binding on the Association.
- (58) 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.
- (59) Headings do not form part of or affect the construction or interpretation of the Constitution.
- (60) A reference to any determination, statute, proclamation, Rule, By-Law, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment, or reprint of it or any determination, statute, proclamation, Rule, By-Law, code, regulation or ordinance replacing it.
- (61) Notices given under the Constitution are deemed to have been received in the ordinary course of post or electronic transmission, as appropriate, in the absence of evidence to the contrary.

3. OBJECTS

The Objects are to:

- (1) provide a forum for discussion and provision of information to Members;
- (2) develop and provide education and professional development for Members;
- (3) improve the professionalism of the Strata Sector and the Strata Profession and encourage Membership of the Association by developing and providing education and professional development;
- (4) promote the services offered by Members;
- (5) develop and provide standardised documents and forms for the use of Members;

- (6) participate in the development and review of laws and legislation affecting the Strata Sector and the Strata Profession;
- (7) establish, maintain and enforce a Code of Conduct;
- (8) establish and maintain competency and practice standards for Members and issue certificates of accreditation to Members who achieve and maintain those competency and practice standards;
- (9) promote cooperation between Members and other professions and bodies representing those involved in the Strata Sector and the Strata Profession;
- (10) promote the benefits to the public of using the services offered by Members;
- (11) cooperate with and become a member of other bodies or organisations having any one of the above Objects or any similar objects and with any bodies or organisations representing members with similar interests to those of the Members; and
- (12) do all such things as are incidental, conducive, necessary or convenient for the achievement of the Objects.

4. PROPERTY AND INCOME

- (1) The property and income of the Association must be applied solely towards the promotion of the Objects.
- (2) Membership of the Association does not confer on a Member any right, title or interest in any real or personal property of the Association.
- (3) **No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of a dividend, bonus or otherwise to any Member. However, nothing in the Act or the Constitution will prevent payment in good faith to a Member:**
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association;
 - (c) of reasonable and proper rent for premises leased by any Member to the Association; or
 - (d) for the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

5. POWERS OF THE ASSOCIATION

- (1) In addition to the powers conferred on the Association by the Act, the Association has the power to:
 - (a) act as trustee for any other incorporated association or any body corporate or unincorporate, formed for charitable purposes;
 - (b) accept and hold upon trust any real and personal property that is given to the Association subject to any trust and carry out any given trust;
 - (c) invest its moneys in or upon any security in which trustees are for the time being authorised to invest funds;
 - (d) open and operate bank accounts;
 - (e) borrow money upon terms and in a manner and upon such security as the Board determines for the purpose of carrying out its Objects;

- (f) vary the Constitution or Code of Conduct;
 - (g) do all things as are incidental, conducive, necessary or convenient for the achievement of the Objects; and
 - (h) do all things as are incidental to all powers referred to in the Act.
- (2) Nothing in this Rule empowers the Association to carry on trading or secure pecuniary profit, whether directly or indirectly, to its Members.

6. MEMBERSHIP

(1) Categories of Membership

Membership of the Association is divided into the following categories:

- (a) Life Member;
- (b) Corporate Strata Manager Member;
- (c) Corporate Strata Manager – Personal Member;
- (d) Corporate Strata Services Member; and
- (e) Corporate Strata Services – Personal Member.

(2) Life Member

- (a) A Life Member is a Person who is or was a Member and who has made an outstanding individual contribution to the Association.
- (b) A Board Member may nominate a Person for Life Membership and that Person becomes a Life Member if the Board approves the appointment unanimously.
- (c) A Life Member may use the title “Life Member, Strata Community Association WA Inc.” after the Life Member’s name on stationery and promotional material.

(3) Corporate Strata Manager Member

- (a) A Corporate Strata Manager Member is a Body Corporate or a Person operating a business of managing Strata Companies.
- (b) A Corporate Strata Manager Member may use the title “Corporate Strata Manager Member, Strata Community Association WA Inc.” after the Corporate Strata Manager Member’s name on stationery and promotional material.
- (c) A Corporate Strata Manager Member must maintain certification of the Strata Management Practice Standard two or four years after the next 30 June from joining as a member.

(4) Corporate Strata Manager – Personal Member

- (a) A Corporate Strata Manager – Personal Member is a Person working in the business of a Corporate Strata Manager Member.
- (b) A Corporate Strata Manager – Personal Member may use the title “Corporate Strata Manager – Personal Member, Strata Community Association WA Inc.” after the Corporate Strata Manager – Personal Member’s name on stationery and promotional material.

(5) Corporate Strata Services Member

- (a) A Corporate Strata Services Member is a Body Corporate or a Person operating a business engaged in the Strata Profession and excludes a Strata Company.
- (b) A Corporate Strata Services Member may use the title “Corporate Strata Services Member, Strata Community Association WA Inc.” after the Corporate Strata Services Member’s name on stationery and promotional material.

(6) Corporate Strata Services – Personal Member

- (a) A Corporate Strata Services – Personal Member is a Person working in the business of a Corporate Strata Services Member.
- (b) A Corporate Strata Services – Personal Member may use the title “Corporate Strata Services – Personal Member, Strata Community Association WA Inc.” after the Corporate Strata Services – Personal Member’s name on stationery and promotional material.

(7) Application for Membership - Requirements

- (a) With the exception of Life Members, a Body Corporate or Person wanting to become a Member must apply for Membership to the Board. The application must be signed or verified by the applicant and be made in a manner as and contain information as the Board determines.
- (b) If the applicant is a Body Corporate, it must nominate a Person who is duly authorised to act on behalf of the applicant as its **Corporate Nominee**.
- (c) Only a Body Corporate or Person of good standing and character is eligible to be a Member.

(8) Consideration of Membership Application

The Board must consider each application made under Rule 6(9) at a Board Meeting, and may, at that Board Meeting or a subsequent Board Meeting, accept or reject that application.

(9) Certificate of Membership

- (a) On acceptance of the application and granting of Membership, the Secretary must issue the applicable and properly completed certificate of Membership and forward that certificate to the new Member.
- (b) In respect to any and all categories of Members:
 - (i) if the Membership of the Member ceases for any reason; or
 - (ii) on the instruction of the Board,certificates of Membership must be returned to the Association within seven days after the written request of the Association.

(10) Obligations of Membership

- (a) Membership conferred on and accepted by a Member includes all obligations comprised within the Constitution and agreement by the Member to abide by the Constitution and the Code of Conduct.
- (b) If the Member is a Body Corporate, it must promptly advise the Association of any change to the **Corporate Nominee** authorised to act on behalf of the Member.
- (c) **If the Member is a Corporate Strata Manager Member, it must achieve certification to the Strata Management Practice Standard as noted in 6.3(c).**

(11) Register

- (a) The Secretary must on behalf of the Association keep and maintain the Register under the Act and the Register must be so kept and maintained in a secure manner as is determined by the Board.
- (b) The Secretary must cause the name of each new Member to be promptly added to, and the name of a Member who ceases to be a Member to be promptly deleted from, the Register and must change the names of **the Corporate Nominees** as notified to the Association.
- (c) A Body Corporate or Person becomes a Member on the registration of that Body

Corporate's or Person's name in the Register.

(12) Non-transmission of Rights

A right, privilege or obligation which a Body Corporate or Person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another Body Corporate or Person; and
- (b) terminates on cessation of the Membership under Rule 12(2).

7. CORPORATE NOMINEE

- (1) A signature by a **Corporate Nominee** of a Member on behalf of that Member is taken to be the signature of that Member for the purposes of the Constitution.
- (2) Any power or right of a Member as granted by the Constitution can be exercised by that Member's **Corporate Nominee**.
- (3) The actions of a **Corporate Nominee** bind the Member represented by that **Corporate Nominee**.
- (4) Each **Corporate Nominee** must comply with the Constitution and Code of Conduct in all matters relating to the Association as if a Member themselves.
- (5) A Member may remove and replace a **Corporate Nominee** by giving written notice to the Association.

8. SPONSORSHIP

The Board may, from time to time, accept financial sponsorship contributions from Members and others in exchange for the grant of specified promotional rights in connection with the activities of the Association as may be determined by the Board to be appropriate and in the interests of the Association and its Members generally.

9. SUBSCRIPTIONS

- (1) Each Member, other than a Life Member, must pay an entrance fee (if any) and the annual subscription (if any) to the Association in an amount to be determined by the Board in respect of each Financial Year in advance.
- (2) **Each Member, other than a Life Member, must pay to the Association annually on or before 30 June or other date as the Board determines the amount of the annual subscription determined under Rule 9(1) for each Financial Year.**
- (3) In the Financial Year in which a Member is first admitted to Membership, the annual subscription will be payable **will be proportionately reduced, at the discretion of the Board, in accordance with the month of admission during the Financial Year.**
- (4) The Board may determine:
 - (a) that the annual subscription payable by Members within a category of Membership differs from that payable by Members within a different category of Membership;
 - (b) that no annual subscription is payable by a Member or Members (in whole or in part) in a given Financial Year; and
 - (c) to extend the time for payment of any annual subscription by any Member.
- (5) No part of any annual subscription may be refunded to a Member who ceases to be a Member.

- (6) Voting Members are Financial Voting Members if their annual subscription (if any) and any other moneys payable by them to the Association are paid at the time a Voting Member, their proxy, their attorney or their **Corporate Nominee** is moving, seconding or voting on a motion before a General Meeting or nominating or seconding a candidate, or accepting nomination as a candidate for election to the Board.

10. DISPUTE RESOLUTION

- (1) If any dispute arises between two or more Members, then the Member claiming that a Dispute has arisen must give a Dispute Notice to the other Member(s) specifying the nature of the Dispute.
- (2) Within ten Business Days of receipt of a Dispute Notice, the Members must use their best endeavours to meet and attempt to resolve the Dispute in good faith.
- (3) If the Members have not resolved the Dispute within 10 Business Days of receipt of the Dispute Notice, or further period the Members agree in writing, the Dispute must be referred to mediation in accordance with clauses 10(4) to 10(6).
- (4) The mediator appointed to resolve the Dispute will be:
- (a) such person as agreed in writing by the Members within 7 days of a request by any Member to do so; or
 - (b) failing agreement within 7 days of a request by any Member under clause 10.4(a), then by a person appointed by the Chair of Resolution Institute, (ACN 008 651 232, Level 2, 13-15 Bridge Street, Sydney NSW 2000; telephone: (02) 9251 3366, email: infoaus@resolution.institute) or the Chair's designated representative.
- (5) The Resolution Institute Mediation Rules shall apply to the mediation.
- (6) The mediation will be confidential with the costs of the mediator being borne equally by the Members to the Dispute and each Member must bear its own legal costs.
- (7) If mediation does not resolve the Dispute, any Member may give notice to the Association and request the PSMBAG to consider the Dispute in accordance with Rule 11.

11. PROFESSIONAL STANDARDS AND MEMBERSHIP BOARD ADVISORY GROUP

- (1) The board must place two Board Members on the SCA National PSMBAG which consists of representatives from all regions across Australia and New Zealand. Subject to compliance with Rule 11, the PSMBAG must investigate a request made by a Member to investigate a complaint.
- (2) The PSMBAG has the power to:
- (a) deal with a complaint **against** a Member that:
 - (i) has committed any persistent or wilful breach of
 - (A) the Constitution;
 - (B) the Code of Conduct or any By-law; or
 - (C) any order or direction of the Board;
 - (ii) or is guilty of:
 - (A) unethical conduct; or
 - (B) any practice, conduct, matter or thing unbecoming of the Association or its Members, or which may bring the Association or its Members into disrepute;
 - (b) deal with a complaint about the Association;

- (c) attempt to mediate a complaint;
 - (d) impose a reprimand;
 - (e) can recommend further action to a third party
 - (f) at any time, dismiss a complaint as frivolous, vexatious, misconceived, lacking in substance or as having been brought for an improper purpose;
 - (g) suspend further consideration of a complaint whilst any Court or Tribunal proceedings relating to the subject matter of the complaint are underway;
 - (h) dismiss a complaint without recommendation of further action;
 - (i) recommend to the Board that a Member be suspended from Membership; or
 - (j) recommend to the Board that a Member be expelled from Membership.
- (3) The PSMBAG may, at any time before reaching a decision on a complaint before it, request any of the parties to provide further and better particulars of the complaint, and may ask for or consider other submissions and, generally, may conduct its proceedings in a manner as it determines.
- (4) The PSMBAG may, should this be the third or more complaint, take special action to review all former complaints.
- (5) The PSMBAG has the power to obtain legal advice to assist it in the discharge of its obligations, if it has first obtained the authorisation of the Board to incur that expenditure.
- (6) If:
- (a) any of the events referred to in Rule 12(3)(a) have or may have occurred;
 - (b) the Association receives a written complaint about a Member; or
 - (c) the Association receives a written complaint from a Member that a dispute between that Member and another Member has occurred that they have been unable to resolve,
- the complaint must be referred to the PSMBAG for its consideration.
- (7) Unless the complaint is first dismissed under Rule 11(2)(e), the PSMBAG must notify the Respondent of the details of the complaint referred to it for consideration and give the Respondent not less than 10 days to acknowledge receipt of the notification and not more than 21 days thereafter in which to give any response as the Respondent chooses to make.
- (8) The Complainant and the Respondent must be given not less than 10 days' notice of any meeting of the PSMBAG at which a hearing will be conducted and the details of the complaint that the PSMBAG will consider at that hearing. The notice must state the date, time and place of the hearing and inform the parties whether they may attend and speak at the hearing and, or alternatively, submit a further written representation before or at the hearing.
- (9) In reaching its decision, the PSMBAG must give due consideration and weight to representations and submissions made to it.
- (10) The PSMBAG must give its decision in writing to the Complainant and to the Respondent within 21 days after reaching its decision.
- (11) If the PSMBAG recommends to the Board that a Member be suspended or be expelled, then the PSMBAG must forward all of the documents constituting its file to the Secretary. In every other case, all documents constituting the file of the PSMBAG and its members must be placed in a sealed file and marked "Confidential and not to be opened other than by Board resolution".

12. CESSATION OF MEMBERSHIP

(1) Resignation

A Member may resign Membership and must give written notice of that resignation together with any certificate of Membership to the Secretary. The Secretary must promptly remove the Member's name from the Register. Upon resignation, the Member:

- (a) continues to be liable for any monies due by the Member to the Association; and
- (b) must cease the use of any reference to Membership of the Association on all stationery and promotional material.

(2) Cessation of membership

A Member's Membership will cease:

- (a) when the Secretary receives written notice of resignation from that Member;
- (b) if that Member is a Person, upon that Member dying;
- (c) if the Member is expelled from the Association under Rule 12(3);
- (d) upon the Member becoming of unsound mind or a person whose person or estate is dealt with under the *Mental Health Act 2014 (WA)*, the *Guardianship and Administration Act 1990 (WA)* or any other laws relating to mental health, guardianship and administration; or
- (e) if the Member no longer satisfies the criteria attached to that Member's category of Membership, unless the Board determines to transfer that Member into another category of Membership.

(3) Suspension or Expulsion

The Board may suspend or may expel any Member:

- (a) who commits any persistent or wilful breach of:
 - (i) the Constitution;
 - (ii) the By-Laws or Code of Conduct;
 - (iii) any order or direction of the Board;or who, in the opinion of the Board, is guilty of:
 - (iv) unethical conduct; or
 - (v) any practice, conduct, matter or thing unbecoming of the Association or its Members, or which may bring the Association or its Members into disrepute, providing always that act, matter or thing has first been referred to and considered by the **PSMBAG**;
- (b) whose estate becomes subject to the **Bankruptcy Act** or who becomes subject to external administration under the **Corporations Act**; or
- (c) whose annual subscription remains unpaid for six weeks after it became due and payable and after notice of the default has been given by the Association to the Member, provided that the Board may reinstate the Member and restore that Member's name to the Register on receipt by the Association of all arrears.

(4) Procedure for Suspension or Expulsion

- (a) On receiving a recommendation from the **PSMBAG** that a Member be suspended or be expelled, and before the Board determines whether a Member be suspended or be expelled from Membership, the Board must provide the Member with written:
 - (i) notice of the proposed suspension or expulsion and of the day, time and place of the Board Meeting at which the question of that proposed suspension or expulsion will be decided; and

Constitution of Strata Community Association WA Incorporated

- (ii) particulars of the act, matter or thing upon which that notice is based, not less than 14 days before the Board Meeting referred to in Rule 12(4)(a)(i).
 - (b) At the Board Meeting referred to in Rule 12(4)(a)(i), after having afforded the Member concerned a reasonable opportunity to be heard by or to make written representations to the Board, the Board may suspend, expel or decline to suspend or to expel that Member from Membership and must give the Member written notice of that decision, including in the case of suspension, the period of that suspension.
 - (c) Subject to Rule 13, a Member who is expelled from Membership ceases to be a Member on the day stipulated in the notice given to the Member under Rule 12(4)(b) and that Member must immediately return any certificate of Membership to the Association and cease the use of any reference to Membership of the Association **on all stationery and promotional material**.
 - (d) A Member who is suspended under Rule 12(4)(b) ceases to enjoy the rights of Membership on the day stipulated in the notice given to the Member under Rule 12(4)(b) until expiry of the period of suspension.
- (5) Any Board Member involved in the matter the subject of the meeting referred to in Rule 2(4)(a) has a material personal interest in the matter for the purpose of Rule 17(9).
- (6) In every case, all the documents constituting the files of the **PSMBAG** and the Board and their members must be placed in a sealed file and marked "Confidential and not to be opened other than by Board resolution".

13. APPEAL

- (1) Any Member who is expelled or suspended under Rule 12(3) may appeal against that decision or action at a General Meeting, by written notice stating the grounds of appeal given to the Secretary within two months after receiving the notice referred to in Rule 12(4)(b).
- (2) That appeal must be heard at the next General Meeting at least one month after the giving of the notice to the Secretary.
- (3) Any Member giving any notice of appeal may, in that notice, require that an extraordinary General Meeting be held to deal with the matter. In that case, the Member must deposit \$500 with the notice of appeal, or other sum as the Board may determine towards the Association's costs in respect of the appeal. If the appeal is not upheld, this sum is forfeited to the Association. If the appeal is upheld, this sum must be refunded to the Member.
- (4) The General Meeting may uphold any appeal, dismiss any appeal or vary any suspension or expulsion imposed by the Board.
- (5) The decision of the:
 - (a) General Meeting, if notice of appeal has been lodged under this Rule; or
 - (b) Board, if no notice of appeal has been lodged,is final and binding upon the Member in question.
- (6) Until the hearing of any appeal, the decision of the Board has full force and effect, provided that if the decision was to expel a Member that decision does not take effect unless the appeal is dismissed. Until the appeal is heard, the expelled Member's Membership is suspended.

- (7) In every case after determination of an appeal, all the documents constituting the files of the **PSMBAG** and the Board and their members and the documents relating to the appeal processes must be placed in a sealed file and marked "Confidential and not to be opened other than by Board resolution".

14. GENERAL MEETINGS

- (1) General Meetings must be held under the Constitution and, subject to Rule 15(4), the Board must determine when those meetings are to be held.
- (2) The Board may convene a General Meeting whenever it thinks fit, subject to Rule 14.
- (3) The Board must convene an Annual General Meeting in every calendar year within four months after the end of the Financial Year.
- (4) (a) The Board must, on the requisition of not less than 20% of Voting Members, convene a General Meeting to be held:
- (i) under the provisions of the Constitution; and
 - (ii) no sooner than 21 days and no later than 42 days after the Association receives the requisition.
- (b) The requisition for a General Meeting must:
- (i) state the objects of the meeting;
 - (ii) be signed by the requisitionists referred to in Rule 14(4)(a); and
 - (iii) be given to the Secretary.
- (c) If, after the giving of the requisition referred to in Rule 14(4)(a), the Board does not convene a General Meeting under Rule 14(4)(a)(ii), the requisitionists may themselves in the same manner, or as nearly as possible to that in which General Meetings are convened by the Board, call an extraordinary General Meeting. However, an extraordinary General Meeting so convened must not be held more than four months after the giving of the requisition.
- (d) If an extraordinary General Meeting is convened under Rule 14(4)(c):
- (i) the **secretariat will prepare the list of Members for notice distribution** and
 - (ii) the Association must pay the reasonable costs of convening and holding that extraordinary General Meeting.
- (5) The Secretary or, in the case of an extraordinary General Meeting convened under rule 14(4)(c) the Members convening the extraordinary General meeting, must give to each Member:
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the General Meeting; and
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (6) The notice given under Rule 14(5) must:
- (a) specify the date, time and place of the General Meeting;
 - (b) indicate the general nature of each item of business to be considered at the General Meeting;
 - (c) if the General Meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under Rule 17(2) and 17(3); and
 - (d) if a Special Resolution is proposed:

- (i) set out the wording of the proposed Special Resolution as required by section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a Special Resolution.
- (7) All business transacted at a General Meeting is special, except the:
 - (a) consideration of financial statements or reports;
 - (b) election of Board Members; and
 - (c) reports of the President and the Auditor.

If notice of other business has not been given, it may not be dealt with at a General Meeting if a vote by Members would be required.
- (8) A General Meeting may be convened using any technology that gives Members a reasonable opportunity to participate in the General Meeting.
- (9) Accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any person entitled to receive that notice will not invalidate the proceedings of or any resolution passed at that General Meeting.
- (10) (a) The Board may cancel a General Meeting:
 - (i) convened by the Board; or
 - (ii) convened by Members under Rule 14(4)(a) if the Association receives a notice withdrawing the requisition signed by those Members.
- (b) The Board may postpone a General Meeting or change the venue at which it is to be held. No business may be transacted at any postponed General Meeting other than the business stated in the notice of the original General Meeting.
- (c) If any General Meeting is cancelled or postponed or if the venue for a General Meeting is changed:
 - (i) the Board must endeavour to notify each person entitled to receive notice of the General Meeting of the cancellation, postponement of or the change of venue of the General Meeting by any means permitted by the Constitution, and in the case of a postponement of a General Meeting, the new date, time and place of the General Meeting; and
 - (ii) any accidental omission to notify anybody entitled to receive notice of the General Meeting or failure of anybody to receive a notice does not affect the validity of the cancellation, the postponement or the change of venue of the General Meeting.

15. PROCEEDINGS AT GENERAL MEETINGS

- (1) All Members are entitled to attend a General Meeting.
- (2) No business may be transacted at a General Meeting unless a quorum is present when the meeting proceeds to business.
- (3) At a General Meeting, one **fifth** of the Financial Voting Members present constitutes a quorum.
- (4) If a quorum is not present within 30 minutes after the time appointed for the General Meeting, **the persons entitled to vote who are present at the meeting are taken to constitute a quorum for the purposes of that meeting.**
- (5) The President must preside as Chair at every General Meeting. If there is no President or if the President is absent within 15 minutes after the time appointed for the General Meeting or is unable or unwilling to act, the Vice President must preside as Chair of the General Meeting. If there is no Vice President, or if the Vice President is absent within 15

Constitution of Strata Community Association WA Incorporated

minutes after the time appointed for the General Meeting or is unable or unwilling to act, the Financial Voting Members present must elect one of their number to preside as Chair of the General Meeting.

- (6) A ruling of a Chair of a General Meeting on all matters relating to the order of business, procedure and conduct of that General Meeting is final. No motion of dissent from such a ruling can be accepted.
- (7) The Chair may, with the consent of any General Meeting at which a quorum is present, and must, if so directed by that meeting, adjourn the General Meeting from time to time and from place to place, but 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. 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 General Meeting, except if the meeting is adjourned for more than 21 days, in which case notice of the adjourned General Meeting must be given as in the case of the original meeting. A resolution passed at a General Meeting resumed after an adjournment is passed on the day it is passed.
- (8) At a General Meeting, a motion put to the vote of the General Meeting is to be decided on a show of hands, unless a poll is demanded before or on the declaration of the result of the show of hands either by the Chair or by a Financial Voting Member present.
- (9) Except as otherwise required by the Act or the Constitution, resolutions may be passed at a General Meeting by a simple majority of Financial Voting Members present.
- (10) Unless a poll is demanded, a declaration by the Chair that a resolution has been carried unanimously or as a Special Resolution, or carried by a particular majority or lost, and an entry to that effect in the minutes of the General Meeting, is conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- (11) A demand for a poll may be withdrawn.
- (12) Before a vote on a motion is taken, the Chair must inform the General Meeting how many proxy votes have been received and how the proxy votes are to be cast.
- (13) If a poll is demanded, it must be taken in the manner the Chair directs and the result of the poll is the resolution of the General Meeting.
- (14) In the case of equality of votes, whether on a show of hands or a poll, the question is determined in the negative.
- (15) On a show of hands or a poll, each Financial Voting Member present may vote in person or by proxy.
- (16) On a show of hands or a poll, each Financial Voting Member present has the following number of votes:

Voting Membership Category	Number of votes
Life Member	10
Corporate Strata Manager Member	10
Corporate Strata Manager – Personal Member	1
Corporate Strata Services Member	10
Corporate Strata Services – Personal Member	1

Constitution of Strata Community Association WA Incorporated

- (17) No objection can be admitted to the qualification of any vote except at the General Meeting or the adjourned General meeting at which the vote objected to is given or tendered, and every vote not disallowed at that General Meeting is valid for all purposes. Any objection made in due time must be referred to the Chair of the General Meeting, whose decision is final and conclusive.
- (18) A reviewer or auditor of the Association, or an agent of a reviewer or auditor authorised by the reviewer or auditor of the Association in writing for the purpose, is entitled to:
 - (a) receive all notices of and other communications relating to any General Meeting that a Member is entitled to receive;
 - (b) attend any General Meeting; and
 - (c) be heard at any General Meeting that the reviewer or auditor attends on any part of the business of the General Meeting that concerns the functions of the reviewer or auditor under Part 5 of the Act.

16. PROXIES

- (1) A Financial Voting Member or a **Corporate Nominee** of a Financial Voting Member may appoint a Person as a proxy for the Financial Voting Member at a General Meeting.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or the appointor's attorney or, if the appointor is a Body Corporate, signed by an authorised officer or attorney.
- (3) The instrument appointing the proxy is deemed to confer authority to act, speak and vote on behalf of the appointor and to demand or join in demanding a poll.
- (4) An instrument of proxy may be revoked at any time by giving written notice to the Association.
- (5) If it is desired to afford Members appointing a proxy an opportunity of voting for or against a motion, the instrument appointing a proxy may be endorsed to that effect and any directed vote on the matter will be counted as directed by the appointor. Otherwise, the proxy may vote as the proxy thinks fit on any motion.
- (6) Subject to Rule 16(4), the instrument appointing a proxy (along with any power of attorney) must be given to the Secretary before the General Meeting at which the person named in the instrument proposes to exercise the authorities granted by the appointor.
- (7) A vote exercised under an instrument of proxy, power of attorney or other instrument of appointment is valid notwithstanding the:
 - (a) death or unsoundness of mind of the Financial Voting Member or the **Corporate Nominee** of the Financial Voting Member;
 - (b) estate of the Financial Voting Member becoming subject to the **Bankruptcy Act** or the Financial Voting Member becoming subject to external administration under the **Corporations Act**; and
 - (c) revocation of the instrument of proxy, power of attorney or any instrument under which the instrument or the power of attorney was granted,if the Association has not received written notice of the death, unsoundness of mind, bankruptcy, external administration or revocation 48 hours (or other shorter period as the Board may allow) before the time appointed for the General Meeting at which the vote is to be exercised.
- (8) A proxy will not be revoked by the appointor attending and taking part in any General Meeting, but if the appointor votes on a motion, the person acting as proxy for the appointor is not entitled to vote in that capacity in respect of that motion.

- (9) The Chair of a General Meeting may require any person acting as a proxy to establish to the satisfaction of the Chair that they are the Person nominated as a proxy. If the Person is unable to establish their identity, they may be excluded from participating in the General Meeting.

17. BOARD

(1) Constitution of the Board

- (a) The Board must consist of:
- (i) six Elected Board Members, elected at Annual General Meetings;
 - (ii) up to **three** Appointed Board Members; and
 - (iii) the Past President.
- (b) At least three of the Board Members holding office at any one time must be Corporate Strata Manager – Personal Members.
- (c) At least one of the Board Members holding office at any one time must be a Corporate Strata Services – Personal Member.

(2) Election of Elected Board Members

- (a) Subject to Rule 17(7), nomination of a Person for election as an Elected Board Member must be made by and seconded by a Financial Voting Member or a **Corporate Nominee** of a Financial Voting Member.
- (b) The candidate must be a Voting Member who is eligible for election and must signify their willingness to stand for election, either:
- (i) in person at the Annual General Meeting; or
 - (ii) by written notice signed by the candidate and given to the Secretary before the Annual General Meeting,
- at which the election is to take place.
- (c) If insufficient nominations are received to fill all vacancies of Elected Board Members on the Board:
- (i) the candidates nominated are deemed to be elected; and
 - (ii) any vacant positions of Elected Board Members remaining on the Board are deemed to be casual vacancies.
- (d) If the number of nominations received equals the number of vacancies of Elected Board Members to be filled, the Persons nominated are deemed to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting. The Chair must determine, in its discretion, how the ballot is to be conducted.

(3) Appointment of Appointed Board Members

- (a) The Board can appoint up to **three** Appointed Board Members to the Board.
- (b) An Appointed Board Member must be a Person who will bring skills and experience to the Board to enable the Board to advance the Objects.
- (c) Appointed Board Members can be, but need not be, Members.

(4) Term

- (a) Subject to Rule 17(5)(b), a Board Member holds office for a term of two years, but is eligible for re-election or re-appointment, as the case may be, for a **further two terms**.
- (b) Board Members must not hold office for more than **six** consecutive years. Board

Constitution of Strata Community Association WA Incorporated

Members are, however, eligible for election or appointment, as the case may be, to the Board after approximately one year has elapsed since the Board Member last held office.

- (c) Notwithstanding Rule 17(5)(b), a Board Member who is a Past President continues to hold office until they are no longer the Past President.
- (d) The Elected Board Members are deemed to commence holding office from the end of the Annual General Meeting at which they were elected until the end of the Annual General Meeting held approximately **two** years thereafter.

(5) Rotation of Board Members - Retiring Elected Board Members

At the end of each Annual General Meeting, the Elected Board Members whose term of office has expired by the passage of time must retire to allow for orderly continuity of Board Members.

(6) Rights of Candidates

An Elected Board Member who is eligible for election or re-election may at the Annual General Meeting concerned:

- (a) propose or second themselves for election or re-election; and
- (b) vote for themselves.

(7) Casual Vacancies

- (a) If a casual vacancy within the meaning of Rule 17(2)(c)(ii) or 17(8)(c) occurs, the Board may, if the vacancy is in the office of an Elected Board Member, appoint a Voting Member or a **Corporate Nominee** of a Voting Member to fill that vacancy and, if the vacancy is in the office of an Appointed Board Member, appoint another eligible Person to fill that Vacancy.
- (b) Any Board Member so appointed only holds office for the balance of the unexpired term of the Person in whose place they were appointed.
- (c) A casual vacancy occurs in the office of Board Member and that office becomes vacant if the Board Member:
 - (i) dies;
 - (ii) being an Elected Board Member, ceases to be eligible to be a Voting Member or ceases to be the **Corporate Nominee** of a Voting Member;
 - (iii) resigns the office by written notice given to the Secretary, in which case the resignation takes effect at the time the notice is given or the time stated in the notice, whichever is the later;
 - (iv) is absent without approval of the President from three consecutive Board Meetings;
 - (v) breaches Rule 17(9)(c);
 - (vi) becomes a person to whom section 39(2) of the Act applies;
 - (vii) becomes of unsound mind or a person whose person or estate is dealt with under the *Mental Health Act*, the *Guardianship and Administration Act* or any other laws relating to mental health, guardianship and administration; or
 - (viii) becomes a Person whose estate becomes subject to the **Bankruptcy Act**.
- (d) The Board may act despite any vacancy, but if the number falls below three, the Board may act:
 - (i) for the purpose of:
 - (A) increasing the number of Board Members to three; or
 - (B) convening a General Meeting; or

- (c) in emergencies,
but for no other purpose.

(8) Material Personal Interest of Board Member

- (a) A Board Member who has a material personal interest in a matter being considered at a Board Meeting must:
 - (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (ii) disclose the nature and extent of their interest at the next General Meeting.
- (b) This Rule does not apply in respect of a material personal interest:
 - (i) that exists only because the Member:
 - (A) is an employee of the Association; or
 - (B) is a member of a class of persons for whose benefit the Association is established; or
 - (ii) that the Member has in common with all, or a substantial proportion of, the Members.
- (c) A Board Member who has a material personal interest in a matter being considered at a Board meeting must not be present while the matter is being considered at the meeting, nor vote on the matter.
- (d) The Association must record every disclosure made by a Board Member of a material personal interest in the minutes of the Board meeting at which the disclosure is made.

18. OFFICE BEARERS

(1) Office Bearers

- (a) The office bearers of the Association are to be:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer; and
 - (iv) Secretary.
- (b) At the first Board Meeting after an Annual General Meeting at which an office bearer has retired, the Board must appoint an office bearer from amongst the Board Members on the Board at that time to fill the vacant office bearer's position.
- (c) Office bearers hold office for a period of one year, but are eligible for re-appointment subject to Rule 18(1)(d).
- (d) An office bearer must not be appointed to hold any one office more than three consecutive times.

(2) President

- (a) The President is the senior office bearer of the Association. It is the President's duty to supervise the application of the Constitution and bring into effect the decisions of the Board and of the Association.
- (b) The President or an appointee of the **President** represents the Association on official occasions.

(3) Vice President

The Vice President is the second office bearer of the Association and exercises the full power and authority of the President on any occasions the President is absent or unwilling to act.

(4) Secretary

- (a) The Secretary must:
- (i) receive and circulate or respond to all correspondence and notices given to the Association;
 - (ii) keep full and correct minutes under Rule 19(5) of Board Meetings and General Meetings and circulate those minutes to Board Members in the case of Board Meetings and to Members, in the case of General Meetings, within 21 days after the holding of those meetings;
 - (iii) comply on behalf of the Association with:
 - (A) Section 53 of the Act in respect of the Register;
 - (B) Section 35 of the Act in respect of the Constitution; and
 - (C) Section 58 of the Act in respect of the office bearers and any trustees of the Association;
 - (iv) have custody of all books, documents, records and registers of the Association, other than those required by or in the custody of the Treasurer;
 - (v) perform other duties as are delegated to the Secretary by the Constitution or by the Board; and
 - (vi) arrange for any Member who makes written application to inspect the records of the Association which are in the custody of the Secretary, to inspect those records at a mutually convenient time, other than records:
 - (A) sealed as confidential by the Board;
 - (B) relating to matters under Rule 12 or 13 that are sealed and marked as confidential; or
 - (C) that the Board is legally unable to disclose.
- (b) The Board may appoint an agent or employee to carry out some or all of the duties of the Secretary at an agreed fee.

(5) Treasurer

- (a) The Treasurer must:
- (i) be responsible for the receipt of all moneys paid to or received on behalf of the Association and must record receipt of those moneys in the books of the Association;
 - (ii) pay all moneys referred to in Rule 18(5)(a)(i) into the account or accounts of the Association as the Board may direct;
 - (iii) make payments from the funds of the Association with the authority of a General Meeting or of the Board;
 - (iv) comply on behalf of the Association with section 66 and section 70, 73 or 76 of the Act as appropriate, in respect of the accounting records of the Association;
 - (v) as required to do so by the President and by the Act, submit to the Board and to the Annual General Meeting, reports and financial statements or reports under those requirements;

Constitution of Strata Community Association WA Incorporated

- (vi) have custody of all securities, books and documents of a financial nature and the accounting records of the Association; and
 - (vii) perform other duties as are delegated to the Treasurer by the Constitution or by the Board.
- (b) The Board may appoint an agent or employee to carry out some or all of the duties of the Treasurer at an agreed fee.

19. POWERS AND DUTIES OF THE BOARD

- (1) The business and affairs of the Association must be administered and managed by and are vested in the Board, which may exercise all powers of the Association as are not required by the Constitution to be exercised in General Meeting.
- (2) The Board must have under its control and management the funds and other property of the Association and may exercise all the powers of the Association 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 a security for any debt, liability or obligation of the Association.
- (3) All payments, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by one Board Member and another Person who is either a Board Member or a senior employee of the Association.
- (4) The Board may engage officers, agents and employees it considers necessary and must regulate their duties and fix their remuneration.
- (5) The Board must cause minutes to be kept of:
 - (a) all appointments of Board Members and office bearers;
 - (b) the names of Financial Voting Members present at all General Meetings and Board Members present at all Board Meetings;
 - (c) proceedings at all General Meetings and all Board Meetings;
 - (d) disclosures of a material personal interest made under Rule 17(9) by a Board Member; and
 - (e) all other matters as are required by the Act to be recorded in the records and books of the Association.
- (6) **The minutes referred to in Rule 19(5) must be confirmed as a true and correct record of proceedings by the Board at the next succeeding meeting.**
- (7)
 - (a) The Board may delegate any of its powers to committees consisting of at least one Board Member and other Persons and upon the terms and conditions as the Board determines and may fix the quorum of the committee. The President is an ex-officio member of any committee established by the Board.
 - (b) A committee must, in exercise of the power delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised is taken to be exercised by the Board.
 - (c) The meetings and proceedings of any committee will be governed by the Rules for regulating the meetings and proceedings of the Board in the Constitution.
 - (d) A minute of all the proceedings and discussions of every committee must be made, entered and signed in the same manner in all respects as minutes of Board meetings are required by the Constitution to be entered and signed. A copy of those committee minutes must be tabled at the next Board Meeting.

- (8) The Board must effect and maintain insurance in the name of the Association in respect of:
 - (a) losses, damage to property, death, or bodily injury for which the Association could become liable in damages in an amount as may be determined by the Board or Association;
 - (b) any occurrence against which the Association is required by law to insure, including, where applicable, insurance against liability to pay compensation under the *Workers' Compensation and Injury Management Act 1981* (WA); and
 - (c) against other risks as the Board or the Association may determine.

20. PROCEEDINGS AT BOARD MEETINGS

- (1) The Board may meet for the conduct of business as and when it sees fit, provided that a minimum of six Board Meetings must be held in any one Financial Year.
- (2) The Secretary must, upon the request of the Board, convene a Board Meeting by giving to the other Board Members not less than seven days' notice except in the case of an emergency, specifying in the notice the reason for convening the meeting.
- (3) All resolutions of the Board Members passed at a Board Meeting where a quorum is present but where notice of the meeting has not been given as required to each Board Member, or any act carried out under that resolution, are, provided each Board Member 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 Board Members.
- (4) A motion of the Board must be passed by a majority of votes of the Board Members present at the meeting who vote on the motion. A resolution passed by a majority of the votes cast by the Board Members will for all purposes be taken to be a determination of the Board.
- (5) Each Board Member, including the President, has one vote. In the case of equality of votes, whether on a show of hands or in writing, the question is determined in the negative.
- (6) A quorum for a Board Meeting is not less than three of the Board Members present in person. A quorum must be present at all times throughout the meeting.
- (7) The President must preside as Chair at every Board Meeting. If there is no President, or if the President is absent within 10 minutes after the time appointed for the Board Meeting or is unable or unwilling to act, the Vice President must preside. If both are absent 15 minutes after the time appointed for the meeting, or unable or unwilling to act, the Board Members present, provided they constitute a quorum, must elect one of their number as Chair of the Board meeting.
- (8) All actions resulting from any Board Meeting are, notwithstanding that it is discovered afterwards that there was some defect in the appointment or continuation of office of any Board Member or person acting as a Board Member or that they or any of them were disqualified, as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Board Member.
- (9) A resolution in writing signed by all of the Board Members for the time being entitled to receive notice of a Board Meeting is as valid and effectual as if it had been carried at a Board meeting duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more Board Members. An electronic transmission received by the Association and which purports to have been sent by a Board Member is for the purposes of this Rule to be taken to be in writing and signed by that Board Member at the time of the receipt of the electronic transmission by the

Association.

- (10) A Board Meeting may be convened or held using any technology consented to by a majority of Board Members. The consent may be a standing one. A Board Member may withdraw consent to the use of a particular technology within a reasonable time before a Board Meeting. The technology used to convene or hold a Board Meeting must be available and accessible to all Board Members who wish to attend the Board Meeting.
- (11) If, under the Constitution, the Board or the **PSMBAG** may or must make a decision or determination on any matter, fact or thing, it may make that decision or determination as it sees fit in its absolute discretion and do so from time to time.

21. CHAPTERS

- (1) The Board may authorise the formation of Chapters and grant to them the right to be and to function so long as the Board determines.
- (2) The Members may be grouped into Chapters.
- (3) A Chapter must conduct its affairs under the Constitution and other directions and limitations determined by the Board.
- (4) The Board may convene Chapter meetings.
- (5) Chapter meetings will be a forum for discussion between Chapter Members regarding issues pertaining to their Chapter.
- (6) The Chapter will subsequently provide feedback to the Board arising out of that discussion **in minutes which are to be kept by the SCA secretariat and presented at the next board meeting.**

22. SPECIAL INTEREST GROUPS

- (1) The Board may form Special Interest Groups of a size, type, duration and nature as the Board determines.
- (2) A Special Interest Group must conduct its affairs and programmes under the Constitution, the By-Laws and other directions and limitations determined by the Board.
- (3) The Board has the power to amend the By-laws and:
 - (a) define the powers and responsibilities of; and
 - (b) otherwise exercise control over;the Special Interest Groups.
- (4) **The Special Interest Group will subsequently provide feedback to the Board arising out of that discussion in minutes which are to be kept by the SCA secretariat and presented at the next board meeting.**
- (5) A Special Interest Group ceases to be a Special Interest Group at any time that the Board withdraws the authority upon which the Special Interest Group was established.

23. ACCOUNTS AND RECORDS

- (1) The Board must, with the assistance of the Treasurer, cause proper accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Association and the manner in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of real and personal property by the Association; and

- (c) the assets and liabilities of the Association.
- (2) Subject to Rule 23(3), those accounts must be kept in a secure manner and location as the Board thinks fit and must be open to inspection by Members as provided for by the Constitution and the Act.
- (3) The Board must determine at what times and places and under what conditions the records and the accounts and books of the Association or any of them are open to inspection by any Member or Person who is not a Board Member. That determination is to have due regard to the confidential nature of those records and if any record is deemed by the Board to be confidential and not to be made available for inspection, that determination is final and binding on all Members.
- (4) The Board must, under the Constitution, cause to be prepared, circulated to Members with the notice of each Annual General Meeting and considered by the Members at each Annual General Meeting the financial statements or reports required by the Act.
- (5) The Board must prepare an annual budget of estimated expenditure for each Financial Year and that budget must be circulated to Members with the notice of the Annual General Meeting and be considered by the Members at each Annual General Meeting.
- (6) The Board must not, in respect of any single item in a Financial Year, expend any sum in excess of the Board Limit unless that item was provided for in the budget adopted by the Association for that Financial Year.

24. AUDITOR

- (1) The Board must appoint an auditor.
- (2) The auditor must annually carry out an audit of the Association's accounts, prepare and provide a written audit report in respect to those accounts and that report must be presented and considered at each Annual General Meeting.

25. COMMON SEAL

- (1) The **Secretary** must provide for the safe custody of the common seal of the Association.
- (2) The common seal of the Association must not be used except by authority of a Board resolution and in the presence of at least two Board Members, who must sign every instrument to which the seal is affixed.

26. NOTICES

- (1) The Association may give a notice, including a notice of a General Meeting, to any Member personally, by sending it by post or by electronic transmission to the last known post or electronic transmission address of the Member.
- (2) A Member may give a notice to the Association by sending it by post to the registered office of the Association or by electronic transmission by sending it to the published electronic address.

27. INDEMNITY

- (1) To the extent permitted by law, every Officer is indemnified out of the funds of the Association against all costs, expenses and liabilities incurred as an Officer. However, no Officer may be indemnified out of the funds of the Association under this Rule unless it is in respect of a liability:

- (a) to another Body Corporate or Person, other than another Body Corporate or Person related to the Association, where the liability to the other Body Corporate or Person does not arise out of conduct involving a lack of good faith; or
 - (b) for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or in which the Officer is acquitted; or
 - (ii) in connection with an application in relation to those proceedings in which the court grants relief to the Officer.
- (2) To the extent permitted by law, the Association may by determination of the Board, enter into and or alternatively pay a premium in respect of a policy of insurance insuring an Officer against any liability incurred by that person in that capacity (whether in respect of acts or omissions before or after the issue of the policy or both) except for a liability arising out of conduct involving a wilful breach of duty in relation to the Association and at all times:
- (a) the Board has the power to determine the terms and conditions of any policy of insurance; and
 - (b) if an Officer has the benefit of an indemnity under an insurance policy in respect of their actions or omissions, then the Association is not required to indemnify the Officer under Rule 27(1) except to the extent that the indemnity affected by the insurance policy does not fully cover the Person's liability.
- (3) The indemnities granted by the Association in Rules 27(1) and 27(2) continue in full force and effect notwithstanding the deletion or modification of that Rule, in respect of acts and omissions occurring before the deletion or modification.

28. DISSOLUTION

The Association may be dissolved or wound up by the Board by Special Resolution and under the Act.

29. MEMBERS NOT LIABLE FOR DEBTS AND LIABILITIES

Members are not liable to contribute towards the payment of the:

- (a) debts and liabilities of the Association; nor
- (b) costs, charges or expenses of a winding up of the Association, beyond any monies that a Member may owe to the Association.

30. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OR CANCELLATION OF INCORPORATION

- (1) On the cancellation of the incorporation of or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution to one or more of the following:
- (a) an incorporated association;
 - (b) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act*;
 - (c) a company holding a licence that continues in force under section 151 of the *Corporations Act*;
 - (d) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946 (WA)*;

- (e) a body corporate that:
 - i. is a Member or former Member of the Association; and
 - ii. at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
 - (f) a trustee for a body corporate referred to in Rule 30(1)(e); or
 - (g) a co-operative registered under the *Co-operatives Act 2009* (WA) that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.
- (2) In this Rule, surplus property means property remaining after satisfaction of:
- (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of cancelling the incorporation of or winding up the Association,
- but does not include books pertaining to the management of the Association.

31. INTERPRETATION OF AND CHANGES TO THE CONSTITUTION & CODE OF CONDUCT

- (1) The Board is the sole authority for the interpretation of the Constitution and of any Code of Conduct, By-Laws and rules made hereunder and the decision of the Board thereon and upon any matter not provided for by the Constitution, Code of Conduct, By-Laws or rules made hereunder is final and binding on the Members.
- (2) The Constitution may only be amended, added to, repealed or replaced by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.