Constitution

Strata Community Association (Vic) Incorporated

ABN: 91 066 558 592

An Incorporated Association

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1. NAME OF ASSOCIATION

The name of the association is Strata Community Association (Vic) Incorporated.

2. DEFINITIONS AND INTERPRETATION

In the Constitution, unless the contrary intention appears:

(1) "**Act**" means the *Associations Incorporation Reform Act 2012* (VIC).

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

(3) "**Annual General Meeting**" means the annual general meeting of the Association held under the Constitution and the Act.

(4) **"Annual Subscription"** means the annual fee required to be paid by a Member each Financial Year as a condition of Membership.

(5) "**Appointed Board Member**" means a Board Member appointed to the Board under Rule 19(3).

(6) "**Association**" means Strata Community Association (Vic) Incorporated.

(7) "**Auditor**" means an auditor of the Association appointed under Rule 25.

(8) **"Bankruptcy Act"** means the *Bankruptcy Act 1966* (Cth).

(9) **"Board**" means the governing body responsible for managing the business and affairs of the Association.

(10) **"Board Charter"** means the Board Charter adopted by the Association from time to time as an addendum to the Constitution.

(11) **"Board Code of Conduct"** means the code of conduct adopted by the Association from time to time as an addendum to the Constitution.

(12) **"Board Meeting**" means a meeting of the Board referred to in Rule 21(1).

(13) "**Board Member**" means a person elected or appointed to the Board under Rule 19(2), 19(3), or 19(4).

(14) **"Business"** means an individual or legal entity carrying on business in Australia.

(15) "**By-Laws**" means the by-laws as determined by the Board.

(16) "**Chair**" means the person holding that office under the Constitution and includes any assistant or acting Chair.

(17) "**Code of Ethics**" means the code of ethics adopted by the Association from time to time as an addendum to the Constitution.

(18) "**Complainant**" means a Person or Owners Corporation initiating a complaint referred to in Rule 11.

(19) **"Complaint Management Process"** means the complaint management process adopted by the Association from time to time for the investigation and consideration of complaints concerning Members, including any process undertaken by the PSMBAG, and is taken to commence when the Member who is the subject of the complaint is advised in writing by the Association that a complaint has been made against them.

(20) "**Constitution**" means this constitution of the Association, as amended from time to time.

(21) **"Corporate Nominee"** means the Person nominated by a Corporate Strata Management Member or Corporate Strata Services Member referred to in Rule 6(1) as its primary representative for matters relating to the Association. A Corporate Nominee may exercise an individual voting right where they satisfy the requirements of Rule 9(6), but any such vote is exercised in their own capacity and not on behalf of the corporate Member.

(22) "**Corporate Strata Management Member**" means a Member referred to in Rule 6(1).

(23) "**Corporate Strata Management – Individual**" means a Member referred to in Rule 6(1).

(24) "**Corporate Strata Services Member**" means a Member referred to in Rule 6(1).

(25) "**Corporate Strata Services – Individual**" means a Member referred to in Rule 6(1).

(26) **"Corporations Act"** means the *Corporations Act 2001* (Cth).

(27) **"CSCM"** means Certified Strata Community Manager.

(28) **"Disciplinary Action"** means the disciplinary process under Rule 13 and, where commenced independently by the Board under Rule 13(2), is taken to commence when the Member is given written notice under Rule 13(5)(a).

(29) **"Disciplinary Register"** means the register maintained by the Association under Rule 13(7).

(30) **"Disciplinary Register Requirements"** means the requirements adopted by the Association from time to time as an addendum to the Constitution governing the form and content of notices published on the Disciplinary Register.

(31) **"Dispute"** means a dispute referred to in Rule 15.

(32) **"Dispute Notice"** means a notice in writing referred to in Rule 15.

(33) "**Elected Board Member**" means a Board Member elected to the Board under Rule 19(2).

(34) **"Entrance Fee"** means the fee payable by each Member, other than an Honorary Member as a condition of Membership.

(35) "**Financial Voting Member**" means a Voting Member who satisfies the requirements of Rule 9(6).

(36) "**Financial Year**" means a period commencing on 1 July and concluding on 30 June in the next calendar year.

(37) "**General Meeting**" means a meeting convened under Rule 16.

(38) "**Honorary**" means a Member referred to in Rule 6(1).

(39) "**Member**" means a member of the Association under Rule 6(1) and **Membership** has the corresponding meaning.

(40) "**Member Present**" means, in connection with a General Meeting, a Member being present personally, online, by proxy or by attorney.

(41) **"Membership Requirements"** means the membership requirements adopted by the Association from time to time as an addendum to the Constitution.

(42) "**Objects**" means the objects of the Association set out in Rule 3.

(43) **"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.

(44) **"Ordinary Resolution"** means a resolution other than a Special Resolution.

(45) "**Owners Corporation**" or any word or expression descriptive of an owners corporation includes a public body under the *Owners Corporation Act 2006* and Owners Corporations Regulations 2018, statutory authority, government department, company, association or body of persons, corporate or unincorporate, and including a partnership.

(46) "**Past President**" means the immediately preceding President of the Board.

(47) "**Person**" or any word or expression descriptive of a person means a natural person.

(48) "**Personal Member – individual**" means a Member referred to in Rule 6(1).

(49) **"Practising Member"** means a Corporate Strata Management -Individual Member who satisfies the requirements for practising membership determined by the Association

from time to time.

(50) "**President**" means the Person appointed as President of the Association under Rule 19(10).

(51) "**Purpose**" means the Purpose of the Association as per Rule 3 of this Constitution.

(52) **"PSMBAG"** means the national professional standards and membership board advisory group referred to in Rule 10(1).

(53) **"Register"** means the register of Members required by the Act and created under Rule 6(6).

(54) **"Registrar"** means the Registrar for the purposes of the Act.

(55) "**Rule**" means a clause of the Constitution.

(56) **"Secretariat"** means the person or persons engaged or appointed by the Association to provide administrative and secretariat services to the Association and the Board.

(57) "**Secretary**" means the Person appointed as Secretary of the Association under Rule 19(10).

(58) "**Special Interest Group**" means a special interest group established under Rule 23.

(59) "**Special Resolution**" means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

(60) "**Strata Profession"** (known as Owners Corporation Profession) means the practice, in Victoria, of:

(a) the supply of goods, services or utilities to Owners Corporations;

(b) consulting or advising in respect of the management of Owners Corporations; and

(c) the supply of goods, services or utilities in respect of the management of Owners Corporations.

(61) "**Strata Sector**" means that part of the property sector in Victoria dealing with multi-unit dwelling subdivision.

(62) "**Sub Committees**" means the committees formed by the Board under Rule 23 and governed by Rule 20(8).

(63) "**Treasurer**" means the Person appointed as Treasurer of the Association under Rule 19(10).

(64) "**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.

(65) "**Vice President**" means the Person appointed as Vice President of the Association under Rule 19(10).

(66) "**Voting Members**" means the following categories of Members who are entitled to vote at General Meetings, subject in each case to satisfying the financial and continuous membership requirements in Rule 9(6):

(a) an Honorary Member;

(b) a Corporate Nominee;

(c) a Practising Member;

(d) a Corporate Strata Services – individual Member; and

(e) a Personal Member – individual.

(67) "**Working Days**" means a day that is not a Saturday, Sunday or Public Holiday, or a day that banks are not open in the State of Victoria.

(68) Words referring to writing include references to printing, lithography, electronic displays and other modes of representing or reproducing words in a visible form.

(69) Words importing either gender include the other gender and neuter.

(70) Words importing the singular include the plural and words importing the plural include the singular.

(71) Words or expressions in the Constitution are to be interpreted under the provisions of the Victoria and Australian *Interpretation Acts* as are in force and in effect at the date when the Constitution becomes binding on the Association.

(72) 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.

(73) Headings do not form part of or affect the construction or interpretation of the Constitution.

(74) 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.

(75) 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 & PURPOSE

The Purpose of the Association is to achieve its Objects, which 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 Ethics;

(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 Purpose and achievement 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 monies 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 monies 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 in accordance with Rule 31(2), and adopt, amend or replace the Code of Ethics by resolution of the Board;

(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

As well as the Rules governing the Membership as set out herein, Members must also refer to and comply with the provisions of the Membership Requirements that is an addendum to the Constitution, to qualify for Membership.

(1) **Categories of Membership**

Membership of the Association is divided into the following categories

(a) Honorary;

A Person who is or was a Member and who has made an outstanding individual contribution to the Association.

(b) Corporate Strata Management Business;

A Business in the Strata Profession managing Owners Corporations and excludes a Corporate Strata Services Company and an Owners Corporation.

(c) Corporate Strata Management – individual;

A Person working in the business of a Corporate Strata Management Company.

(d) Corporate Strata Services Company;

A Business in the Strata Profession and excludes a Corporate Strata Management Company and an Owners Corporation.

(e) Corporate Strata Services – Individual;

A Person working in the business of a Corporate Strata Services Company.

(f) Personal – individual;

A Person who is not working in the business of a Corporate Strata Management Company Member or a Corporate Strata Services Company Member.

(2) **Application for Membership - Requirements**

(a) With the exception of Honorary Members, a Business or Person wanting to become a Member must apply for Membership to the Board. The application must be submitted by the applicant and be made in a manner, and contain information as the Board determines from time to time.

(b) If the applicant is a Business, the application must nominate a Person as its Corporate Nominee in accordance with Rule 7.

(c) Only a Business or Person of good standing and character is eligible to be a Member. The application must demonstrate that the applicant meets the Membership Requirements.

(3) **Consideration of Membership Application**

(a) The Board must consider each membership application made under Rule 6(2) at a Board Meeting, and may, at that Board Meeting or a subsequent Board Meeting, approve or reject that application.

(b) In no case shall the Board be required to give any reason for the rejection of an applicant.

(c) In the event that an application is rejected, the Board will give notice to the unsuccessful applicant, in writing within seven (7) Working Days after the decision to reject the application has been made.

(4) **Certificate of Membership**

(a) On approval or renewal of the application of a Corporate Strata Management Business or a Corporate Strata Services Company Membership, the Association must issue the applicable and properly completed certificate of Membership and forward that certificate to the 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,

the certificate of Membership is voided.

(5) **Obligations of Membership**

(a) Members must comply with the terms of this Constitution, including any addenda applicable to the Member and any additional Rules.

(b) Members shall be obliged to comply with the Code of Ethics, provided via a link in renewal and membership application forms and displayed on the Association's website.

(c) If the Member is a Business, it must promptly advise the Association of any change to its Corporate Nominee within two (2) Working Days of the change.

(6) **Register**

(a) The Association must 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 Association 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 Business or Person becomes a Member on the registration of that Business's or Person's name in the Register.

(7) **Non-transmission of Rights**

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

(a) is not capable of being transferred or transmitted to another Business 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) A corporate Nominee may communicate and speak for the Corporate Strata Management Member or Corporate Strata Services Member in matters relating to its Membership, but does not exercise any voting right on behalf of that Member.

(3) Where a Corporate Nominee satisfies the voting requirements under Rule 9(6), the Corporate Nominee may exercise one individual vote in their own capacity and not on behalf of the corporate Member.

(4) Each Corporate Nominee must comply with the Constitution and Code of Ethics in all matters relating to the Association as if a Member themself.

(5) A Member may remove and replace a Corporate Nominee by giving written notice to the Association of the removal or replacement.

(6) A removal or replacement shall be effective immediately upon the Association receiving notice in accordance with this clause.

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.

Using the sponsorship policy, the Board may determine the entitlements to be appropriate and in the interests of the Association and its Members generally.

9. SUBSCRIPTIONS

(1) Each Member, other than a Honorary 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 Honorary 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 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) A Voting Member is a Financial Voting Member if, at the time the Voting Member is moving, seconding or voting on a motion before a General Meeting, nominating or seconding a candidate, or accepting nomination as a candidate for election to the Board:

(a) the Annual Subscription and any other monies payable in respect of the relevant membership are paid and not in arrears; and

(b) the member or Corporate Nominee has been an individual member of the Association for a period of at least twelve (12) months.

(7) Where a Member is deemed to remain a Member under Rule 12(4) solely for the purpose of completing a Complaint Management Process, disciplinary action or appeal:

(a) the continuation of Membership under Rule 12(4) does not, of itself, require the Member to pay an Annual Subscription for a further Financial Year;

(b) the Member does not acquire or retain voting rights or any other Membership benefit merely because they are deemed to remain a Member under Rule 12(4) after their Membership would otherwise have ceased, except for any rights necessary to participate in the Complaint Management Process, disciplinary action or appeal under Rules 10 to 14, including the right to attend and be heard at any Meeting at which their appeal is considered; and

(c) the deemed continuation of Membership is for the purposes of the Association's disciplinary jurisdiction and the completion of the processes under Rules 10, 11, 12, 13 and 14.

10. PROFESSIONAL STANDARDS

As well as the Rules governing the Professional Standards as set out below, Members agree to adhere to the Professional Standards and Membership Board Advisory Group (PSMBAG) Power and Complaint Management Process that is an addendum to the Constitution.

(1) Subject to compliance with this Rule 10, the Members agree that PSMBAG will be required to investigate any Member, following a request being made by a Complainant arising from an investigation into a complaint.

(2) 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.

(3) The PSMBAG may, should this be the third or more complaint, take special action to review all former complaints.

(4) 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.

(5) 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 for consideration by the Board under Rule 13. 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".

(6) Nothing in this Rule 10 limits the Board's power to commence or determine disciplinary action independently under Rule 13.

11. COMPLAINTS

(1) A complaint about a Member's conduct may be made in writing to the Secretary or via the Association's published Complaint Management Process by any Member, Owners Corporation or other Person (the Complainant), specifying the Member concerned and the basis of the complaint. The investigation of a complaint is to be conducted in accordance with the Complaint Management Process.

(2) The Board has final authority to adjudicate any complaint in its own discretion, whether or not the complaint has been referred to, or investigated by, the PSMBAG, and is not required to refer a complaint to the PSMBAG before adjudicating it.

(3) Before referring a complaint to the PSMBAG or investigating a complaint in its own capacity, the Board may order the parties subject to the complaint to attempt in good faith to resolve the complaint via mediation with a mediator appointed by the Board.

(4) Notwithstanding Rule 10(5), where the PSMBAG determines that a Member's conduct warrants a sanction less than suspension or expulsion, the PSMBAG may itself impose that sanction, including a reprimand, a requirement to undertake specified education or training, or a requirement to comply with the specified conditions, and must notify the Board and the Member in writing of that sanction

(5) Where the Board takes over a complaint under Rule 11(4) or does not refer a complaint to the PSMBAG under Rule 11(2), the Board must ensure that the Member concerned is informed of the grounds on which action is proposed, is given a reasonable opportunity to be heard, and that the outcome is determined by an unbiased decision-maker.

12. CESSATION OF MEMBERSHIP

As well as the Rules governing the Cessation of Membership as set out below, Members must agree that it is a condition of Membership that they are required to adhere to the Professional Standards and Membership Board Advisory Group Complaint Management Process that is an addendum to the constitution.

(1) **Resignation**

Subject to Rule 12(4), the Secretary must, when the resignation takes effect, 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 arising as a result of the Membership for the remainder of the Financial Year in which the Member resigns;

(b) must cease use immediately of SCA contract template and advise all clients within two (2) Working Days of this resignation; and

(c) 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) subject to Rule 12(4), when the Secretary receives written notice of resignation

from that Member;

(b) subject to Rule 12(4), where the Member does not renew their Membership in accordance with the Membership Requirements, upon expiry of the period for which their Membership was last renewed;

(c) if that Member is a Person, immediately upon that Member dying;

(d) when an expulsion under Rule 13(4) takes effect in accordance with Rule 13(5) and Rule 14;

(e) upon the Member becoming of unsound mind or a person whose person or estate is dealt with under the *Mental Health Act 2014* (VIC), the *Guardianship and Administration Act 2019* (VIC) or any other laws relating to mental health, guardianship and administration; or

(f) 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) **Procedure for Re-application of membership following cessation**

If membership has ceased due to a failure to meet all Membership Requirements or disciplinary action, then any new application for membership must be accompanied by a written explanation of factors that contributed to this cessation and the measures that have been put in place for rectification.

(4) **Resignation or Non-Renewal During Complaint or Disciplinary Process**

(a) Where a Complaint Management Process or disciplinary action under Rule 13 has commenced in relation to a Member, any resignation, non-renewal, failure to renew or other attempted cessation of Membership does not take effect until the disciplinary matter has been finally determined.

(b) Until the disciplinary matter has been finally determined, the Member is deemed to remain a Member for the purposes of the Complaint Management Process and Rules 10 to 14, remains subject to the Constitution, By-Laws and Code of Ethics, and must continue to cooperate with the process.

(c) If the final determination is that the Member is not suspended or expelled, any resignation, non-renewal, failure to renew or other attempted cessation of Membership takes effect, and the Membership ceases accordingly, when the Member is notified of the final determination, unless the Member advises the Association that they wish to continue their Membership and the Board agrees.

(d) If the final determination is that the Member is suspended or expelled, that disciplinary determination takes precedence over and overrides any resignation, non-renewal, failure to renew or other attempted cessation of Membership.

(e) Where the final determination is:

(i) **expulsion**, the Member's Membership ceases by reason of the expulsion and any earlier resignation, non-renewal, failure to renew or other attempted cessation of Membership has no effect; or

(ii) **suspension**, the Member remains suspended for the full period of suspension as finally determined under Rule 13 and 14, notwithstanding any earlier resignation, non-renewal, failure to renew or other attempted cessation of Membership, and the Membership does not cease as a result of any such action until expiry of the suspension period.

(f) A suspension or expulsion under this Rule may be published on the Disciplinary Register in accordance with Rule 13.

(g) A Member to whom this Rule applies remains recorded in the Register until their Membership ceases in accordance with this Rule.

13. DISCIPLINARY ACTION

(1) The Association may take disciplinary action against a Member in accordance with this Rule by suspending or expelling any Member:

(a) who commits any persistent or wilful breach of:

(i) the Constitution;

(ii) the By-Laws or Code of Ethics;

(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.

(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.

(2) The Board may commence disciplinary action under this Rule on its own initiative or following a recommendation from the PSMBAG. A recommendation from the PSMBAG is not required before the Board may exercise its powers under this Rule.

(3) A Board Member who is the subject of a proposed disciplinary action, or who moved the resolution to commence disciplinary action under Rule 13(2), must not be present while the disciplinary action is investigated or discussed by the Board, and must not vote on any resolution relating to that disciplinary action.

(4) Where a proposed disciplinary action concerns the conduct of the Board, or of the Board as a whole, the disciplinary action must be investigated and determined by the PSMBAG and not by the Board, so as to ensure the outcome is determined by an unbiased decision-maker as required by the Act.

(5) **Procedure for Suspension or Expulsion**

(a) Before the Board determines whether a Member be suspended or be expelled, whether the disciplinary action was commenced by the Board or arose from a recommendation of the PSMBAG, 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;

(ii) particulars of the act, matter or thing upon which that notice is based; and

(iii) that suspension or expulsion may result in publication on the Disciplinary Register.

not less than 14 days before the Board Meeting referred to in Rule 13(5)(a)(i).

(b) At the Board Meeting referred to in Rule 13(5)(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, whether or not that outcome accords with any recommendation made by the PSMBAG, 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 14, a Member who is expelled from Membership ceases to be a Member on the day specified in the written notice of the Board's decision given to the Member under Rule 13(5)(b). Where an appeal is lodged under Rule 14, the expulsion does not take effect unless and until the appeal is dismissed or otherwise finally determined in a manner that upholds the expulsion. That Member must then immediately cease the use of any reference to Membership of the Association on all stationery and promotional material.

(d) Subject to Rule 14, a Member who is suspended under Rule 13(5)(b) ceases to enjoy the rights of Membership on the day stipulated in the notice given to the Member under Rule 13(5)(b) until expiry of the period of suspension, as finally determined under Rules 13 and 14.

(6) **Continuation of Disciplinary Jurisdiction**

(a) The commencement of a Complaint Management Process or disciplinary action in relation to a Member preserves the Association's jurisdiction to investigate, consider and determine that matter notwithstanding any subsequent resignation, attempted resignation, non-renewal, failure to renew or other attempted cessation of Membership.

(b) A Member to whom Rule 12(4) applies is deemed to remain a Member for the purposes of the Complaint Management Process and Rules 10, 11, 12, 13 and 14 until the matter has been determined in accordance with those Rules.

(c) The Board may make any determination under Rule 13(4), including suspension or expulsion, in relation to a Member to whom Rule 12(4) applies as though no resignation, non-renewal, failure to renew or other attempted cessation of Membership had occurred.

(d) A suspension or expulsion determined under this Rule may be published on the Disciplinary Register in accordance with Rule 13(4).

(7) **Disciplinary Register**

(a) The Association must maintain a Disciplinary Register recording final disciplinary outcomes in respect of Members who are suspended or expelled under this Rule on or after 1 January 2027.

(b) Where the Board resolves to suspend or expel a Member under Rule 13(4), the disciplinary outcome must not be published on the Disciplinary Register until:

(i) the period for lodging an appeal under Rule 14(1) has expired and no appeal has been lodged; or

(ii) where an appeal has been lodged, that appeal has been finally determined under Rule 14; and

(iii) if the matter has been referred to determination by a court of law, the court has made that determination.

(c) Before publication of a disciplinary outcome, the Board must resolve to open and release only those parts of the disciplinary file that are reasonably necessary for the purpose of publication on the Disciplinary Register.

(d) A notice published on the Disciplinary Register must be prepared in accordance with, and contain only the categories of information permitted by, the Disciplinary Register Requirements that is an addendum to the Constitution.

(e) A disciplinary outcome must only be published under this Rule where the Member was notified, before the Board determined the matter under Rule 13(4), that suspension or expulsion may result in publication on the Disciplinary Register. The Member may object to publication of information on the Disciplinary Register on the grounds that:

(i) the publication would reveal commercial confidential information of the Member;

(ii) the publication would constitute oppressive conduct against the Member; or
(iii) the publication would defame the Member.

The Board will consider any objection in good faith and not publish information if it is subject to a reasonable objection.

(f) This Rule applies only to a suspension or expulsion determined by the Board under Rule 13(4) on or after 1 January 2027. A suspension or expulsion determined before 1 January 2027 must not be published on the Disciplinary Register, including where an appeal relating to that determination is heard or finally determined on or after 1 January 2027.
(g) The Disciplinary Register may be updated in accordance with the Disciplinary Register Requirements.

14. APPEAL

(1) Any Member who is expelled or suspended under Rule 13 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 13(5)(b).
   (a) A Member who is deemed to remain a Member under Rule 12(4) has the same right of appeal under this Rule as any other Member suspended or expelled under Rule 13.
   (b) A resignation, non-renewal, failure to renew or other attempted cessation of Membership does not affect the operation of this Rule or prevent an appeal from being heard and finally determined.
   (c) Where a Member has submitted a resignation or indicated that they will not renew their Membership before a final disciplinary outcome, that resignation or non-renewal does not prevent publication of a final suspension or expulsion on the Disciplinary Register in accordance with Rule 13(4).

(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) Despite Rule 16(4)(c), any Member giving any notice of appeal may, in that notice, require that a Special General Meeting be held to deal with the appeal, without the requisition of 20% of Voting Members. 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 dismissed without any variation in favour of the Member, this sum is forfeited to the Association. If the appeal is upheld, or the suspension or expulsion is varied in favour of the Member, 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 and until the appeal is dismissed or otherwise finally determined in a manner that upholds the expulsion. Until the appeal is heard and finally determined, 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".

15. DISPUTE RESOLUTION

(1) The Dispute Resolution Procedures apply to disputes under these Rules between:

(a) A Member and another Member;

(b) A Member and the Board;

(c) A Member and the Association.

(2) A Member shall not be entitled to initiate the dispute resolution procedure in relation to a matter that is the subject of a Complaint Management Process or disciplinary action pursuant to Rule 13, until that process or disciplinary action has been finalised.

(3) The parties to a dispute must attempt to resolve the dispute between themselves within 7 days of the dispute coming to the attention of each party. Failing which, if the dispute cannot be resolved, then the party Member claiming that a Dispute has arisen must give a Dispute Notice to the other party or parties specifying the nature of the Dispute.

(4) Within ten (10) Working Days of receipt of a Dispute Notice, the parties to the dispute must use their best endeavours to meet and attempt to resolve the Dispute in good faith.

(5) If the parties have not resolved the Dispute within 10 Working Days of a Dispute Notice being served in accordance with this Rule, or further period the parties agree in writing, the Dispute must be referred to mediation in accordance with this Rule.

(6) The mediator appointed to resolve the Dispute will be:

(a) such person as agreed in writing by the disputing parties within 7 days of a request by any of the disputing parties to do so; or

(b) failing agreement within seven (7) days of a request by any party to the dispute then by a person appointed by the Chair of Resolution Institute, or the Chair's designated representative.

(7) The Resolution Institute Mediation Rules shall apply to the mediation.

(8) The mediation will be confidential with the costs of the mediator being borne equally by the parties to the Dispute and each party must bear its own legal costs.

(9) If mediation does not resolve the Dispute:

(a) where the Dispute concerns the conduct of a Member and falls within the jurisdiction of the PSMBAG, the matter may be referred to the PSMBAG in accordance with Rule 10, Rule 11 and the Complaint Management Process; and

(b) in any case, the parties may pursue any other remedy available under this Constitution or at law.

16. GENERAL MEETINGS

(1) General Meetings must be held under the Constitution and subject to Rule 17(2), the Board must determine when those meetings will be held and the intervals between those meetings.

(2) The Board may convene a General Meeting in person or electronically whenever it thinks fit, subject to Rule 16.

(3) The Board must convene an Annual General Meeting in every calendar year within six (6) months after the end of the Financial Year.

(4) **Special General Meetings**

(a) A General Meeting of the Association other than an Annual General Meeting, is a Special General Meeting.

(b) The Board may convene a Special General Meeting whenever it thinks fit. No business other than set out in the notice may be conducted at the Special General Meeting.

(c) Subject to Rule 14(3), the Board must, on the requisition of not less than 20% of Voting Members, convene a Special 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.

(d) The requisition for a Special General Meeting must:

(i) state the objects of the meeting;

(ii) be signed by the requisitionists referred to in Rule 16(4)(b); and

(iii) be given to the Secretary.

(e) If the Board does not convene a Special General Meeting in accordance with Rule 16(4)(c), the Voting Members may themselves, in the same manner, or as nearly as possible to that in which General Meetings are convened by the Board, call a Special General Meeting.

(f) However, a Special General Meeting so convened must not be held more than four months after the giving of the requisition. If a Special General Meeting is convened under Rule 16(4)(c):

(i) the secretariat will prepare the list of Members and distribute the notice; and

(ii) the Association must pay the reasonable costs of convening and holding that Special General Meeting.

Notices to be given of General and Special General Meetings

(5) The Secretary or, in the case of a Special General Meeting convened under Rule 16(4)(d), Members convening the Special General meeting, must give to each Member:

(a) at least 21 days' notice of any General Meeting at which a Special Resolution is to be proposed; and

(b) at least 14 days' notice of a General Meeting in any other case.

(6) The notice given under Rule 16(5)must:

(a) specify the date, time and place of the General or Special General Meeting;

(b) indicate the general nature of each item of business to be considered at the General or Special General Meeting; and

(c) if the General Meeting is the Annual General Meeting, include the names of the Members nominated for election to the Board under Rule 19(2).

(7) All business transacted at a General Meeting is special, except the:

(a) consideration of financial statements or reports;

(b) announcement of the results of the Board election; 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) **Use of technology**

(a) A member not physically present at a General Meeting may be permitted to

participate in the meeting by the use of technology that allows a member, and the members present at the meeting to clearly and simultaneously communicate with each other.

(b) For the purposes of this part, a member participating in a General Meeting as permitted under rule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

(c) The meeting may use electronic voting to enable all Members entitled to vote to vote in the same manner.

(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 16(4)(d) 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 in the manner permitted for notices to be given under 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.

17. PROCEEDINGS AT GENERAL MEETINGS

As well as the Rules governing the Proceedings at General Meetings as set out below, members must also reference Rule 18 in regard to Proxies.

(1) All Members are entitled to attend a General Meeting.

(2) Quorum at General Meetings

(a) No business may be transacted at a General Meeting unless a quorum is present.

(b) The quorum for a General Meeting is a number of Members Present equal to at least one fifth of all Members entitled to vote.

(c) If a quorum is not present within 30 minutes after the time appointed for a General Meeting to commence, the Members present in the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

(3) The President must preside as Chair at every General Meeting. Where the President is unable or unwilling to act, the order of succession to preside as Chair of the General Meeting, and the applicable timeframes, are as set out in the Board Charter.

(4) 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.

(5) 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.

(6) At a General Meeting, a motion is to be decided by a show of hands or by the use of technology, unless a poll is demanded in accordance with this Rule.

(7) Except as otherwise required by the Act or the Constitution, ordinary resolutions may be passed at a General Meeting by a simple majority of Financial Voting Members present.

(8) 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.

(9) A demand for a poll may be withdrawn provided it is withdrawn prior to the poll.

(10) 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.

(11) 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.

(12) In the case of equality of votes, the question is determined in the negative.

(13) Each Financial Voting Member present may vote in person or by proxy.

(14) Each Financial Voting Member shall be entitled to one (1) vote.

(15) 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.

(16) 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.

18. PROXIES

(1) 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.

(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 18(4), the instrument appointing a proxy (along with any power of attorney) must be given to the Secretary at least 48 hours 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;

(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.

19. BOARD

As well as the Rules governing the Board as set out below members must also reference and comply with the Board Charter and Board Code of Conduct that are addendums to the Constitution.

(1) **Constitution of the Board**

(a) The Board must consist of:

(i) eight Elected Board Members, elected in accordance with Rule 19(2);

(ii) up to two Appointed Board Members; and

(iii) the Past President.

(b) At least five of the Elected Board Members holding office at any one time must be a Practising Member who hold at least CSCM.

(c) One of the Elected Board Members holding office at any one time must be a Corporate Strata Services – Individual Member.

(2) **Election of Elected Board Members**

(a) Nomination of a Person for election as an Elected Board Member must be made by and seconded by a Financial Voting Member.

(b) The candidate must be a Financial Voting Member who is eligible for election and must signify their willingness to stand for election by written notice signed by the

candidate and given to the Secretary through the board nomination process before the Annual General Meeting to which the election relates.

(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 prior to the Annual General Meeting. The Board 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 two 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) A Board Member holds office for a term of two years and is eligible for re-election or re-appointment , for further terms, subject to Rule 19(4)(b).

(b) Board Members must not hold office for more than nine consecutive years. Board Members are, however, eligible for election or appointment, as the case may be, to the Board at or following the Annual General Meeting in the year following the year in which the Board Member last held office.

(c) 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 commence holding office from the end of the Annual General Meeting to which their election relates until the end of the Annual General Meeting held as close as practicable to two years thereafter.

(e) A casual vacancy and Past President term is not included in calculations in regard to Rule 19(4)(b).

(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**

A candidate who is a Financial Voting Member and entitled to vote in a Board election may vote for themselves in that election.

(7) **Casual Vacancies**

(a) If a casual vacancy within the meaning of Rule 19(7)(c) occurs, the Board may, if the vacancy is in the office of an Elected Board Member, appoint a Financial 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;

(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) fails to attend three consecutive Board Meetings, other than special or urgent Board Meetings, without leave of absence in accordance with Rule 21(14) is absent;

(v) becomes a person to whom section 39(2) of the Act applies;

(vi) 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

(vii) 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 Board 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.

(9) **Guiding Principles of Board Member**

(a) A Board Member agrees to be bound by the Board Code of Conduct and agrees to the guiding principles which include but are not limited to:

(i) Integrity and good faith;

(ii) Culture of ethics and professionalism;

(iii) Accountability;

(iv) Respect;

(v) Commitment; and

(vi) Governance.

(10) **Office Bearers**

Reference Board Charter that is an addendum to the Constitution.

(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 for each of the positions listed in Rule 19(10)(a) from amongst the Board Members on the Board at that time to fill the vacant office bearer's position.

(c) Office holders hold office for a term of one year, upon expiry of the initial year will be eligible for re- appointment for the following year.

(d) An office bearer must not be appointed to hold any one office more than three consecutive terms.

(11) **President**

(a) The President is the senior office bearer of the Association and the role and responsibilities of the President are defined in the Board Charter. The President must comply with the responsibilities of the President as per the Board Charter.

(12) **Vice President**

(a) The Vice President is the second most senior 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.

(13) **Secretary**

(a) The Secretary supports the effectiveness of the Board and the Board's Management of the association. The functions and responsibilities of the Secretary are defined in the Board Charter.

(b) Appointment of Secretary and removal of secretary

(i) The Secretary must give notice of his or her appointment to the Registrar, within 14 days after the appointment.

(c) Without limiting anything contained in the Board Charter, 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 20(6) 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) subject to Rule 24(5)(b), 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.

(d) The Board may appoint an agent or employee to carry out some or all of the duties of the Secretary at an agreed fee.

(14) **Treasurer**

(a) The Treasurer must, with the assistance of the Secretariat, undertake the role and responsibilities of the Treasurer as defined in the Board Charter.

(15) **Vacation of Office**

A Board Member ceases to hold office if their office becomes vacant in accordance with Rule 19(7)(c).

20. POWERS AND DUTIES OF THE BOARD

(1) The Board members are required to be familiar with and comply with all the requirements, functions, powers and duties as set out in the Board Charter and Board Code of Conduct.

(2) 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.

(3) 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.

(4) All payments paid by the Association must be executed by two Board Members.

(5) The Board may engage officers, agents and employees it considers necessary and must regulate their duties and fix their remuneration.

(6) The Board must cause minutes to be kept of:

(a) all appointments of Board Members and office bearers;

(b) the names of 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 19(8) 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.

(7) The minutes referred to in Rule 20(6) must be confirmed as a true and correct record of proceedings as by:

(a) minutes of a Board Meeting must be confirmed by the Board at the next

succeeding Board meeting;

(b) minutes of an Annual General Meeting must be confirmed by the Members at the next Annual General meeting; and

(c) minutes of any other General Meeting must be confirmed by the Members at the next General Meeting.

(8) (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. The Board may determine the quorum for any committee, and that quorum applies despite any quorum requirement applying to Board Meetings under Rule 21.

(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) Except as otherwise provided in this Rule, the meetings and proceedings of any committee will be governed by the Rules for regulating the meetings and proceedings of the Board under this Constitution.

(d) A minute of all the proceedings and discussions of every committee must be made, entered in the same manner in all respects as minutes of Board meetings are required by the Constitution to be entered. A copy of those committee minutes must be available to Board Members upon request.

(9) 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 *Workplace Injury Rehabilitation and Compensation Act 2013* (VIC); and

(c) against other risks as the Board or the Association may determine.

21. PROCEEDINGS AT BOARD MEETINGS

(1) In addition to the Rules in this Constitution, the Board will ensure that Board meetings will be run and administered in accordance with the Board Charter.

(2) Where there is any conflict between the Board Charter and the terms of the Constitution, the terms of the Constitution will prevail.

(3) 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.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) A quorum for a Board Meeting is not less than three of the Board Members present, including by technology permitted under Rule 21(12). A quorum must be present at all times throughout the meeting.

(9) The President must preside as Chair at every Board Meeting. Where the President is unable or unwilling to act, the order of succession to preside as Chair of the Board Meeting, and the applicable timeframes, are as set out in the Board Charter.

(10) 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.

(11) 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.

(12) 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.

(13) Subject to any express requirement or limitation in this Constitution, if 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 discretion and do so from time to time.

(14) Leaves of Absence

(a) The Board may grant a Board Member a leave of absence from Board meetings for a period not exceeding 3 meetings.

(b) The Board must not grant a leave of absence retrospectively, unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.

22. MINUTES OF MEETING

(1) The Board must ensure that accurate minutes are taken and kept of each Meeting required to have minutes under this Constitution.

(2) The Minutes must record the following:

(a) The names of persons in attendance at the meeting;

(b) The business conducted at the meeting;

(c) Any resolution on which a vote is taken and the result of the vote;

(d) Any material personal interest disclosed by a Board Member under Rule 19(8) pursuant.

23. SPECIAL INTEREST GROUPS AND SUB COMMITTEES

(1) The Board may form Special Interest Groups and Subcommittees as defined in the

Board Charter. Any Subcommittee formed under this Rule is a committee for the purposes of Rule 20(8) and is subject to the requirements of that Rule.

(2) Accurate minutes of meetings of Special Interest Groups and Sub Committees must be taken and kept in the same manner as minutes of Board Meetings under this Constitution.

24. ACCOUNTS AND RECORDS

(1) **Source of Funds**

The funds of the Association may be derived from joining fees, annual subscriptions, sponsorship, donations, event registrations, fund-raising activities, grants, interest and any other sources approved by the Board.

(2) **Management of funds**

(a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(b) Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.

(c) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(d) Bank accounts are to be operated with dual signatory authority in place, all payments are to be authorised or cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Board members.

(e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(3) **Financial records**

(a) The Association must keep financial records that—

(i) correctly record and explain its transactions, financial position and performance; and

(ii) enable financial statements to be prepared as required by the Act.

(b) The Association must retain the financial records for seven (7) years after the transactions covered by the records are completed.

(c) The Treasurer as supported by the Board, must keep in his or her custody, or under his or her control—

(i) the financial records for the current financial year; and

(ii) any other financial records as authorised by the Board.

(4) **Financial statements**

(a) For each financial year, the Association must ensure that the requirements under the Act relating to the financial statements of the Association are met.

(b) Without limiting rule 24(4)(a) those requirements include—

(i) the preparation of the financial statements;

(ii) if required, the review or auditing of the financial statements;

(iii) the certification of the financial statements by the Board;

(iv) the submission of the financial statements to the annual general meeting of the Association;

(v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

(c) 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.

(d) 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.

(5) **Custody and inspection of books and records**

(a) Members may on request inspect free of charge after written application —

(i) the register of members;

(ii) the minutes of general meetings;

(iii) subject to rule 24(5)(b), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

(b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

(c) Subject to Rule 24(5)(b) above the Board must on request make copies of these rules available to Members and applicants for Membership free of charge.

(d) Subject to rule 24(5)(b), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

(e) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

(i) its membership records;

(ii) its financial statements;

(iii) its financial records;

records and documents relating to transactions, dealings, business or property of the Association.

25. 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.

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 admin.vic@strata.community.

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 Business or Person, other than another Company or Person related to the Association, where the liability to the other Business 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 Special Resolution in accordance with 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. WINDING UP AND CANCELLATION

(1) The Association may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

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

(1) Subject to the Act, Rule 15 and any determination of a court, the Board is the sole authority for the interpretation of the Constitution and of any Code of Ethics, 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 Ethics, By-Laws or rules made hereunder is final and binding on the Members.

(2) These Rules may only be altered by special resolution of a general meeting of the Association, and an alteration does not take effect unless and until it is approved by the Registrar in accordance with the Act.

(3) The Code of Ethics may be adopted, amended or replaced from time to time by resolution of the Board.

Note: An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than Rule 1, 2, or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.