

A Public Company Limited By Guarantee

# Constitution

of Strata Community Australia (NSW) Limited



strata  
community  
australia  
(NSW)

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# Constitution

of Strata Community Australia (NSW) Limited

(ACN 001 767 997)

## GENERAL

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1. The name of the Company is **STRATA COMMUNITY AUSTRALIA (NSW) LIMITED** (ACN 001 767 997).
2. The objects of the Company include:
  - (a) The promotion of a high standard of expertise and integrity in the management of Group title properties and provision of services to Group title properties.
  - (b) The promotion of education, discourse and instruction about any matter relating to the management of Group title properties.
  - (c) The promotion of ethical standards of conduct in dealings by Members of the Company with their clients or the general public.
  - (d) The provision of assistance and information about management of Group title properties to its members and the general public.
  - (e) The enhancement of the recognition by the public of the Company and of its Members in their management of and provision of services to Group title properties, including representation of the views of the Company and its Members to government and other bodies.
  - (f) The performance of any regulatory, educational or supervisory function of the Company according to the requirements of government.
  - (g) The promotion of professional relationships with persons practising group title management or providing other services to Group title properties in other states and territories of Australia and other countries.
  - (h) To provide opportunities for Members to improve business management skills and for this purpose, to provide education extension programmes and other business support services.
  - (i) The promotion of a high standard of expertise and integrity in the executives of Group title properties.
  - (j) The performance of all such other things as are necessary, incidental or conducive to the attainment of these objects.
3. **Clause 3** shall not restrict or prohibit the exercise by the Company of any power or the doing of any act.
4. The Company can only exercise the powers in section 124(1) of the Act to:
  - (a) carry out the objects of the Company; and
  - (b) do all things incidental or convenient in relation to the exercise of power under **clause 4(a)**.
5. The Company shall only apply its profits and other income to the promotion of the objects of the Company. The payment by the Company to its Members of any dividend or other part of its profits or income is prohibited

6.

- (a) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
- (i) objects which are similar to the objects of this Company;
  - (ii) a constitution which requires its income and property to be applied in promoting its objects; and
  - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by **clause 5**.
- (b) The identity of the corporation or institution is to be determined:
- (i) by the Board; or
  - (ii) if the Board does not decide or does not wish to decide, then by the Members;

in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

7. The making of any payment by the Company to any Director is prohibited, except:

- (a) for the payment of out-of-pocket expenses incurred by a Director in the performance of any duty as a Director of the Company where the amount payable does not exceed an amount previously approved by the Board;
- (b) for payment of any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and is not more than an amount which would be a reasonable commercial payment for the service; or
- (c) for payment of any salary or wage due to the Director where the terms of employment have been approved by the Board.

8. Nothing in this 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 Company;
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
- (c) of reasonable and proper rent for premises leased by any Member to the Company.

9. The liability of the Members is limited.

10. Should the Company be wound up while they are a Member or within one year after they cease to be a Member, each Member of the Company shall contribute so much as is required, but not exceeding fifty dollars (\$50.00), for the following purposes:-

- (a) for the payment of debts and liabilities of the Company that were incurred before they ceased to be a Member;
- (b) for payment of the costs, charges and expenses of winding-up; and
- (c) for adjustment of the rights of contributories among themselves.

11. The Company shall keep true accounts of moneys received and spent by it, the purpose of any payment to or by the Company and of the assets, credits and liabilities of the Company. Where required by the Act, the accounts of the Company shall be examined by a properly qualified auditor who shall report to the Members in accordance with the provisions of the Act. The Members of the Company may examine its records, subject to reasonable restrictions as to the time and manner of inspection that may be imposed under the Constitution.

12. In this Constitution, unless the contrary intention appears:

- (a) "Act" means the *Corporations Act 2001* (Cth).
- (b) "Board" means the board of Directors of the Company.

- (c) “Chairperson” means the chairperson of a Board meeting, general meeting, Executive Council meeting or Committee meeting, as the case may be.
  - (d) “Chapter” means a division of Membership within the Company Membership structure.
  - (e) “Code of Conduct” means any principles and standards regarding ethical conduct and professional standards as referred to in **clause 33**, which are in force from time to time.
  - (f) “Committee” means a committee established in accordance with **clause 85**.
  - (g) “Company” means Strata Community Australia Limited (NSW) (ACN 001 767 997).
  - (h) “Constitution” means this constitution as amended or supplemented from time to time.
  - (i) “Director” means any person holding the position of a director of the Company and “Directors” means the directors for the time being of the Company or, as the context permits, such number of them as have authority to act for the Company.
  - (j) “Executive Officer” means any person appointed by the Board to manage the Company.
  - (k) “Group title properties” means properties subject to the *Strata Schemes (Freehold Development) Act* (NSW) 1973, the *Strata Titles (Leasehold) Act* (NSW) 1986, the *Community Land Development Act* (NSW) 1989, the *Strata Schemes Management Act* (NSW) 1996 or the *Community Land Management Act* (NSW) 1989 (as those Acts may be amended from time to time), and properties owned by home unit companies or by persons as tenants-in-common.
  - (l) “Group title scheme” means the body corporate, owners’ corporation or association constituted for a Group title property.
  - (m) “Licensed strata managing agent” means a natural person or a corporation which carries a strata managing agent’s licence under the *Property, Stock and Business Agents Act* (NSW) 2002 and includes “community managing agent”.
  - (n) “Material” when used in this Constitution shall include any copyright or other intellectual property vested in the Company.
  - (o) “Member” or “Members” means a natural person that is a voting member, life member, fellows, or associate or a corporation.
  - (p) “Office” means the registered office for the time being of the Company.
  - (q) “Officer” has the same meaning as given to that term in section 9 of the Act.
  - (r) “Replaceable Rules” means the replaceable rules applicable to a public company limited by guarantee set out in the Act.
  - (s) “Secretary” means the person appointed by the Board as the secretary of the Company and as defined in the Act.
  - (t) “Special Resolution” has the meaning given to it in the Act.
  - (u) “Voting Member” means a natural person who is a fellow or life Member of the Company or a member of a Chapter of the Company, and in the case of a Group title scheme members, means the nominee of the Group title scheme.
- 13.** In this Constitution, unless there is something in the subject or context which is inconsistent:
- (a) the singular includes the plural and vice versa;
  - (b) each gender includes the other two genders;
  - (c) the word **person** means a natural person and any partnership, association, body or entity whether incorporated or not;
  - (d) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
  - (e) 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;
  - (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;

- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- (h) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division;
- (i) headings do not form part of or affect the construction or interpretation of this Constitution; and
- (j) this Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

## MEMBERSHIP

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14. The number of Members with which the Company is registered is 10,000, but the Board may register an increase of Members from time to time.

### Natural Persons

15. A natural person may be:

- (a) a Voting Member if the natural person is eligible for Membership of one of three Chapters:
  - (i) the Strata Managers Chapter; or
  - (ii) the Strata Services Chapter; or
  - (iii) the Strata Owners Chapter;
- (b) an Associate Member provided that:
  - (i) they are not a member of the Strata Managers Chapter but are an employee of a corporation which has taken out a strata managing agent's corporation licence according to the provisions of the *Property, Stock and Business Agents Act (NSW) 2002* or are the holder of other qualification determined by the Company in general meeting; or
  - (ii) they have completed successfully the Trainee Strata Managing Agents Certificate Course but are not practising whilst seeking employment or pursuing further associated study; or
  - (iii) they have retired from practice as a Licensed strata managing agent but continue to hold a licence; or
  - (iv) they are a Licensed strata managing agent whose place of business is located more than 200km from the Sydney Central Business District but are not a member of the Strata Managers Chapter; or
  - (v) they are a person who is not a member of the Strata Managers Chapter but who provides services as a strata or community title managing agent outside the state of New South Wales and can demonstrate that they have attained a level of competence relevant to the practice of group title management.

16. Subject to clause 19 a natural person may be a voting member of the Strata Managers Chapter provided that:
- (a) they are a strata managing agent who is licensed as such according to the provisions of the *Property, Stock and Business Agents Act (NSW) 2002* or is holder of other qualification determined by the Company in general meeting. Such members shall be known as licensed manager members of the Strata Managers Chapter;
  - (b) they are not a Licensed strata managing agent but:
    - (i) is an employee of a Licensed strata managing agent and performs the duties of a strata managing agent; or
    - (ii) has been in the continuous employment of a Licensed strata managing agent for a minimum period of twelve (12) months; or
    - (iii) is a person who provides services as a strata or community title managing agent outside the state of New South Wales and can demonstrate, to the satisfaction of the Board, that he or she has attained a level of competence relevant to the practice of Group title property

management sufficient to enable the natural person to be licensed in New South Wales according to the provisions of the *Property Stock & Business Agents Act (NSW) 2002*. Such members shall be known as associate members of the Strata Managers Chapter.

17. Subject to **clause 19** a natural person may be a voting member of the Strata Services Chapter provided that they are:
- (a) a person who can demonstrate to the satisfaction of the Board at least one (1) year's involvement with the provision of services to Group title properties; or
  - (b) a person that is able to demonstrate to the satisfaction of the Board that a substantial proportion of the business conducted by that person, or the corporation by which they are employed, involves the provision of services to Group title properties and that the provision of such services has been continuous for a period of three (3) years or more; and
  - (c) the evidence to be presented to the Board for the Board's consideration is to include not less than two (2) written references from customers of the applicant or of their employer.

### Group Title Scheme

18. A Group title scheme may be a Member of the Company by becoming a member of the Strata Owners Chapter provided that:
- (a) the Group title scheme has applied in writing for membership of the Company, by completion of the form prescribed by the Board, and has provided the information required by the Board;
  - (b) the application has been correctly signed for and on behalf of the Group title scheme;
  - (c) the Group title scheme specifies a member of its executive committee, board of directors or governing body as its nominee for voting purposes (which nominee may be changed from time to time by written notice from the Group title scheme to the Company); and
  - (d) the Board has resolved to admit the Group title scheme to Membership.

### Corporations

19. A body corporate may be a corporate Member of the Company provided that:
- (a) it is a Licensed strata managing agency (or is the holder of other qualification determined by the Company in general meeting) and its employee in charge of its principal place of business and any other of its places of business is a licensed manager member of the Strata Managers Chapter of the Company; or
  - (b) it is a body corporate that supplies services other than those supplied by a Licensed strata managing agent to Group title properties and at least one employee of the corporation is a voting member of the Strata Services Chapter of the Company.
20. A corporate Member:
- (a) may advertise that it is a Member of the Company;
  - (b) shall be a member for the purposes of a scheme created according to the provisions of the *Professional Standards Act (NSW) 1994* for which scheme the Company is the Occupational Association; and
  - (c) shall have the right to use, disseminate or otherwise promote the Material of the Company, as it may authorise from time to time, however this right shall not prevent a Licensed strata managing agent that is a sole proprietor or partnership from exercising this right. This right shall not extend to members who are natural persons.
21. In other respects, the rights and obligations conferred or imposed upon members or voting members shall not affect the corporation.
22. A natural person, or Group title scheme under **clause 18** (or body corporate under **clause 19**) may be admitted to membership of the Company provided that:-
- (a) they have applied in writing for membership of the Company, by completion of the form prescribed by the Board, and has provided any information required by the Board. The form shall advise the person, Group title scheme or body corporate that as a member of the Company they shall be bound to comply with the Code of Practice and / or Ethics adopted or amended from time to time by the Company;

- (b) their application has been signed by them and by a voting member of the Company or fellow of the Company, who proposes them for membership, and to whom the person, Group title scheme or body corporate is personally known;
  - (c) the Board have resolved to admit the person, Group title scheme or body corporate to membership; and
  - (d) their membership of the Company has not ended in any way.
23. A natural person may be a fellow of the Company or a fellow of a Chapter provided that:-
- (a) the Board by secret vote recommend that they be offered fellowship, in recognition of their contribution to the affairs of the Company or to the practice or advancement of the management of Group title properties; and
  - (b) the recommendation of the Board is approved by the Members at a general meeting of the Company.
  - (c) The Board may appoint a Member as a life member provided that they have been a Member for a continuous period of twenty (20) years, or such other period as the Board may determine in any particular case. A life Member shall not be liable to pay any annual subscription.
24. Compliance with **clause 19** is not necessary for admission to fellowship or life membership of the Company.
25. The Board or the Executive Committee shall consider an application for admission to Membership of the Company at their meeting next following receipt of the application. The Board is not obliged in any case to give any reason for its decision.
26. The Executive Officer shall advise the applicant in writing of the decision of the Board or Executive Committee. If the Board approves the application, the Executive Officer shall require payment by the applicant of the entrance fee and first year annual subscription within twenty-one (21) days of the request for payment or such other period as the Board may determine.
27. A certificate of Membership issued by the Company remains the property of the Company.

### Subscriptions and Levies

28. The Board may determine the entrance fee and annual subscription payable by Members.
29. The Company may levy on Members an Extraordinary Levy pursuant to a resolution of the Members in general meeting.
30. Annual membership subscriptions may be levied and the membership year may be determined by the Board from time to time.
31. All levies imposed on Members pursuant to **clause 28** shall be due and payable by each Member within thirty (30) days of the date of the levy notice.

### Designation

- 32.
- (a) A Voting Member may use designations, as determined by the Board from time to time, after their name and may include such designations on printed material such as business cards. A Member may also include the Company logo within the design of such material.
  - (b) On such conditions as it considers appropriate, the Board may issue practising certificates to Voting Members who have satisfied the requirements of the Company Strata Managing Agents Licensing or Licentiate Course. Persons awarded this qualification shall use the designation as determined by the Board from time to time.

### Disciplining of Members

33. The Board has the power to adopt and implement a Code of Conduct setting out the standards of ethical and professional practice and conduct for Members, to be promulgated by the Board and published to Members.
34. The Code of Conduct may be amended by the Board from time to time and, as amended, be promulgated by the Board and published to Members.
35. Every Member shall be bound to accept and, in the execution of its activities abide by, the standards of practice and conduct expressed in the Code of Conduct as amended from time to time.
36. The Board has the power to appoint a panel or panels or individuals (hereinafter collectively referred to as the "Panel") to decide on matters related to the Code of Conduct.

37. Each Member who is the subject of a matter brought before any such Panel agrees to abide by the decisions of the Panel and acknowledges that it will not be entitled to bring any action or suit against the Company, the Board or the members of the Panel as a consequence of or arising out of any decision or action of the Panel.
38. Each Member acknowledges that the Panel is at liberty to publicly publish details of any matters heard by the Panel, including the:
  - (a) name of the Member who is the subject of the matter being heard; and
  - (b) reasons for any decisions made by the Panel.
39. Each Member acknowledges that no matter or thing done or omitted by the Panel (including the exercise of its powers as referred to in **clause 38**) subjects the Panel, Board or Company to any liability. Each Member hereby releases the Company, Board and members of the Panel from any such liability.

### Cessation of Membership

40. A Member may resign from Membership by notice in writing to the Executive Officer. The Member shall remain liable for any moneys due by the Member to the Company at the date of the Member's resignation. The Member shall also remain liable to contribute to the assets of the Company according to **clause 10** of the Constitution.
41. The Board may expel a Member if:
  - (a) the Member has failed to pay to the Company monies due but unpaid for thirty (30) days;
  - (b) the Company has served a demand notice on the Member specifying the amount owing and requiring payment of the monies owing within fourteen (14) days;
  - (c) the Member has failed to comply with the demand notice;
  - (d) the Board has served the Member with a notice of intention to expel at least fourteen (14) days' before the proposed expulsion; and
  - (e) the Member has failed to make payment of the monies owing to the Company within the fourteen (14) day period specified in **clause 41(d)**.

## GENERAL MEETINGS OF MEMBERS

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### Convening of General Meetings

42. The Company shall hold annual general meetings in accordance with the provisions of the Act.
43. The business of the annual general meeting shall include the following:
  - (a) the consideration of the accounts and balance sheets;
  - (b) the consideration of the report of the Directors;
  - (c) the consideration of the report of the auditors (if any);
  - (d) the appointment of Directors for the succeeding year; and
  - (e) the appointment of auditors (if any).
44. An extraordinary general meeting, being any meeting that is not an annual general meeting, shall be convened upon request by not less than three (3) Directors (and the request shall specify the business to be conducted at the extraordinary general meeting) or by requisition of the Members according to the Act.
45. Subject to the provisions of the Act relating to Special Resolutions, at least twenty one (21) days' notice of a general meeting shall be given to the persons entitled to receive notice of it (excluding the day on which the notice is deemed to be served and the day of the meeting). The notice shall specify the place, the day and hour of commencement of the general meeting, and the general nature of each item of business to be addressed at the meeting.
46. The Company shall give notice of a general meeting to:
  - (a) every Voting Member who has given written notice of the address within Australia for the giving of notices to them; and
  - (b) the auditor (if any) for the time being of the Company; and



- (c) every Director.

No other person shall be entitled to receive notice of a general meeting, except in the event that the business of the general meeting deals with the rights and / or obligations of Associate Members of the Company, the Associate Members must also receive notice of the general meeting.

## PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

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### Quorum

47. No matter shall be considered at a general meeting unless there is a quorum present at all times during the meeting. Voting Members present in person or by proxy and entitled to vote and constituting not less than ten (10) per centum of the number of Voting Members who would be entitled to vote if present in person or by proxy, shall be a quorum.
48. If a quorum is not present at the expiry of one half hour from the time the matter arises for consideration, fifty (50) Voting Members then present in person or by proxy and entitled to vote shall be a quorum.

### Chairperson

49. The President shall preside as Chairperson at every general meeting of the Company. In the absence of the President at a general meeting, the Senior Vice President shall preside as Chairperson. In the absence of the President and Senior Vice President at a general meeting, the Vice President who is a licensed manager member of the Strata Managers Chapter shall preside as Chairperson.

### Determination of Questions

- 50.
- (a) Subject to the rest of this Constitution, each fellow, life Member and Voting Member shall be entitled to one vote at general meetings of the Company.
  - (b) Associate Members shall have no right to vote at general meetings of the Company.
  - (c) Members of the Strata Owners Chapter shall have no right to vote at general meetings of the Company except in respect of the appointment of the Director for the Strata Owners Chapter.
51. No person shall be entitled to vote at any general meeting if any payment of moneys due by him to the Company is in arrears by more than one (1) month at the date of the meeting.

### Polling

- 52.
- (a) Unless a poll is demanded, a motion put to the meeting shall be decided upon a show of hands.
  - (b) Unless a poll is demanded, a declaration by the Chairperson in respect of a show of hands that a motion has been carried or carried unanimously or carried by a particular majority or lost, and the entry of a minute of that declaration in the minute book of the Company, shall be conclusive evidence of the result of the vote without proof of the number or proportion of the votes cast in favour of or against the motion.
  - (c) A poll may be demanded by the Chairperson or by at least three (3) Voting Members present in person or by proxy and entitled to vote.
  - (d) A poll may be demanded before or after a declaration by the Chairperson of the result of voting on a show of hands.
  - (e) A poll shall be taken immediately and in the manner directed by the Chairperson.
  - (f) The result of the poll shall be the resolution of the meeting.

### Proxies

53. A person entitled to vote may do so in person or by proxy, providing that, in the case of a proxy:-
54. The instrument appointing the proxy is deposited at the registered office of the Company, or another place specified for that purpose in the notice of meeting, not less than forty-eight (48) hours before the time of commencement of the meeting according to the notice of meeting;

55. The instrument appointing the proxy is in the form currently approved by the Board, or any other form, which the Chairperson considers express, a clear intention on the part of the person entitled to vote, to appoint a nominated person to vote in their place at a specified meeting of the Company.
56. An instrument appointing a proxy confers authority on the proxy to demand and to join in demanding a poll.
57. A person who is entitled to vote and whose estate has been vested in a trustee or another representative because of unsoundness of mind may vote by that trustee or representative. The trustee or representative may themselves vote in person or by proxy.
58. Subject to **clause 51**, a vote cast by a properly appointed proxy shall be valid notwithstanding the death or disability of the appointing member or the revocation of the appointment, unless notice is received by the Chairperson or the Executive Officer of the Company before the commencement of the meeting or, in the case of a vote cast by the proxy after the resumption of an adjourned meeting, before the resumption of the meeting.

## THE BOARD

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### The Directors

59. The Board of Directors shall consist of five (5) Group A and six (6) Group B Directors. Group A Directors vacate their office each even year and Group B Directors vacate their office each odd year.
60. The Board of Directors shall comprise eleven (11) Voting Members of the Company as follows:
  - (a) **Group A**
    - (i) Two (2) Directors who are licensed manager members of the Strata Managers Chapter;
    - (ii) Two (2) Directors who are members of the Strata Services Chapter; and
    - (iii) One (1) Director who is an associate member of the Strata Managers Chapter.
  - (b) **Group B**
    - (i) Three (3) Directors who are licensed manager members of the Strata Managers Chapter;
    - (ii) One (1) Director who is a member of the Strata Services Chapter;
    - (iii) One (1) Director who is an associate member of the Strata Managers Chapter; and
    - (iv) One (1) Director who is a member of the Strata Owners Chapter.
61. A Director appointed at any succeeding annual general meeting shall hold office for a period of two (2) years.
62. At each annual general meeting, to fill the office vacated by a Director from a Chapter, the Voting Members shall appoint as a Director a member from that Chapter elected by its members.
63. The Company by majority resolution of its general meeting may change the number of persons to be appointed to the Board of Directors.
64. The procedure for nomination and election of Directors shall be as follows:
  - (a) any Voting Member of the Company may be nominated for election as a Director for the Chapter of which he or she is a member by two other Voting Members who are entitled to vote and who are members of the same Chapter as the candidate;
  - (b) the nomination must be in writing, signed by the candidate and the nominating persons and lodged with the Executive Officer at least fourteen (14) days before the general meeting. A list of candidates and the persons who nominated them shall be displayed at the registered office of the Company for the three (3) business days immediately preceding the general meeting;
  - (c) if, when the time for nominating candidates ends, the number of candidates is less than the number of Directors to be elected, the Board shall appoint one (1) or more of their number from the applicable Chapter whose offices are to be vacated, to be candidates so that the number of candidates is equal to the number of members to be elected: and

- (d) if the number of candidates exceeds the number of Directors to be elected, each Voting Member of the relevant Chapter entitled to vote may vote for so many candidates as are required to constitute the Board, by indicating the names of those candidates appearing on a ballot-paper.
- 65.** A person vacates their office as a Director of the Company upon the election of Directors at the second Annual General Meeting following their appointment, or if they:
- (a) resign their office by notice in writing to the Company;
  - (b) cease to be a voting member of the Company;
  - (c) are declared bankrupt or make any arrangement or composition with their creditors generally;
  - (d) pursuant to the Act, cease to be a Director or are prohibited from being a director of a company;
  - (e) become of unsound mind or are dealt with under the law relating to mental health;
  - (f) for more than six (6) months are absent from meetings of the Board without the permission of the Board;
  - (g) hold any office of profit of the Company;
  - (h) are directly or indirectly interested in any agreement or proposed agreement with the Company unless the fact and extent of their proposed interest is made known to the Board before it is resolved that the Company enter into the agreement; or
  - (i) are replaced as a Director by a majority resolution of the Company in general meeting in accordance with the Act.
- 66.** The Board may appoint a Voting Member from the appropriate Chapter of the Company to replace a Director who has vacated his office as a Director (except under **clause 102(i)**). The person so appointed shall hold office for the balance of the period of office of the vacating Director.

## Office Bearers

- 67.**
- (a) At the conclusion of each annual general meeting, the Board must appoint Directors who are licensed manager members from the Strata Managers Chapter to be the President and Senior Vice President of the Company.
  - (b) At the conclusion of each annual general meeting, the Board must appoint a Director from each of the Strata Managers Chapter (who is a licensed manager member of the Strata Managers Chapter) and the Strata Services Chapter to be a Vice President of the Company.
  - (c) Each of the office bearers referred to in this **clause 67** shall vacate their office:
    - (i) after two (2) years;
    - (ii) by vacating their office as a Director;
    - (iii) by resigning from their office by notice in writing to the Company; or
    - (iv) by assuming another of the offices referred to in this **clause 67**.
- 68.** If the President vacates their office, the Senior Vice President shall replace the President.
- 69.** If the Senior Vice President vacates their office, the Vice President from the Licensed Manager Chapter shall replace the Senior Vice President.
- 70.** If a Vice President vacates their office, the Directors must appoint one (1) of their number from their Chapter to replace the Vice President.
- 71.** The President shall preside as Chairperson of the Board. In the absence of the President at the meeting, the Senior Vice President shall preside as Chairperson. In the absence of the President and Senior Vice President, the Vice-President who is a Voting Member of the Strata Managers Chapter will be Chairperson of the meeting.

## Proceedings of Directors

72. The Board may meet and adjourn and regulate their meetings as it thinks fit.
73. A Director may convene a meeting of the Board at any time.
74. No business shall be conducted at a meeting of the Directors unless there is a quorum present. A quorum shall be six (6) Directors present (at least three (3) of which must be licensed manager members of the Strata Managers Chapter), or a greater number determined by the Directors.
75. The Board may elect to hold meetings using any technology consented to by all Directors. For the purpose of this **clause 75**:
- (a) meetings using any technology, with a number of consenting Directors, not less than the quorum, whether or not any one (1) or more of the Directors is out of Australia, is deemed to constitute a meeting of the Board and all the provisions of the Constitution as to the Meetings of the Board shall apply to such meetings;
  - (b) all the Directors are entitled to be linked by the technology being used for the purposes of such a meeting. Notice of any such meeting may be given by the same technology or in any other manner permitted by this Constitution;
  - (c) at the commencement of the Board meeting, each of the Directors taking part in the meeting using the technology should be able to hear each of the other Directors taking part;
  - (d) at the commencement of the Board meeting, each Director shall acknowledge the Director's presence for the purpose of the Board meeting to all the other Directors taking part;
  - (e) a Director shall not leave the Board meeting by disconnecting the Director's technology device unless the Director has previously obtained the express consent of the Chairperson of the meeting. A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during the meeting by the technology being used, unless the Director has previously obtained the express consent of the Chairperson of the meeting to leave the meeting; and
  - (f) a minute of the proceedings of a meeting by use of technology is sufficient evidence of those proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson.
76. Questions arising at a meeting of the Board shall be decided by a majority of votes. In the event of an equality of votes, the Chairperson shall have a casting vote.
77. If a motion for a proposed resolution has been approved by a majority of votes in writing or other electronic means of communication, with the requirement that a quorum shall be six (6) Directors (at least three (3) of which must be licensed manager members of the Strata Managers Chapter), or a greater number determined by the Board, by all of the Directors, the resolution shall be as valid as if it had been passed at a duly convened meeting of the Board.

## POWERS AND DUTIES OF THE DIRECTORS

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78. The Board is responsible for the management of the Company and the development of policies.
79. The Board may exercise all the powers of the Company except those that may only be exercised by the Company in general meeting according to law or to the Constitution of the Company.
80. The Board shall cause minutes to be kept of general meeting of the Company and of meeting of the Board.
81. Cheques, promissory notes, drafts, bills of exchange and other negotiable instruments may be executed and endorsed on behalf of the Company in such manner as the Board may determine.
- 82.
- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Act, the Company may execute any agreement, deed or other document by:
    - (i) two (2) Directors signing the same; or
    - (ii) one (1) Director and one (1) Secretary signing the same.
  - (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

## ACCOUNTS AND INSPECTION OF RECORDS

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83. The Board shall cause proper accounting records to be kept. They shall cause to be prepared and presented to each Annual General Meeting a Balance Sheet and Profit and Loss statement current at a date not more than six (6) months before the date of the meeting.
84. The right of any member to inspect the records of the Company are as conferred by statute or as determined by the Board or by the Company in general meeting in accordance with **clause 10** of the Constitution.

## COMMITTEES OF DIRECTORS

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85. The Board may delegate any of its powers and functions to committees consisting of members of the Board.
86. The Board may appoint committees, the members of each of which must include at least one (1) Director, to investigate and to report to the Board about specific issues. Members of such Committees may be classified as Chapter Executive.
87. Subject to any rules or directions that may be imposed upon a committee by the Board, a committee may regulate its own affairs as it considers appropriate.
88. The Board may determine the constitution, rules and regulations of a Chapter provided that they are not inconsistent with the Constitution of the Company.
89. Any act or resolution of the Board or of a committee is valid although there subsequently be discovered the disqualification of or a defect in the appointment of any Director or member of the committee.

## SECRETARY

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90. The Board will appoint the Secretary of the Company for such term, for such remuneration and upon such conditions as they consider appropriate. The Board may remove any Secretary appointed by them. The Board may appoint the Executive Officer to be the Secretary.

## EXECUTIVE COMMITTEE

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91. The President, Senior Vice President, two (2) Vice Presidents and the Executive Officer shall comprise the Executive Committee of the Company.
92. The President shall preside as Chairperson of the Executive Committee. In the absence of the President at a meeting, the Senior Vice President shall preside as Chairperson.
93. The members of the Executive Committee may meet and adjourn and regulate their meetings as they think fit, subject to the Constitution.
94. The Executive Officer may convene a meeting of the Executive Committee at any time. The Executive Officer shall prepare and distribute an agenda prior to a meeting of the Executive Committee and shall prepare and distribute minutes of each meeting to the members of the Executive Committee.
95. Only the Director members of the Executive Committee shall be entitled to vote. Questions arising at meetings shall be decided by a majority of votes. The Chairperson shall have a casting vote.
96. No business shall be conducted at a meeting unless there is a quorum present. A quorum shall be three (3) members of the Executive Committee one (1) of whom must be the President or Senior Vice President.
97. The Executive Committee shall instruct the Executive Officer about the management of the Company within the policy objectives determined by the Board.

## CHAPTERS

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### Meetings of Chapters

98. The members of a Chapter of the Company may meet to deal with issues specific to that Chapter.

99. The Senior Vice President shall preside as Chairperson of meetings of the licensed manager chapter, in the absence of the Senior Vice President at the meeting the Vice President that is a member of the Strata Managers Chapter shall preside as Chairperson.
100. The Vice President that is a member of the Strata Services Chapter shall preside as Chairperson of meetings of the Strata Services Chapter, in the absence of the Vice President at the meeting. The Group A Director who is a member of the Strata Services Chapter shall preside as Chairperson, in the absence of the Group A Director at the meeting the Group B Director shall preside as Chairperson.
101. The Director who is a member of the Strata Owners Chapter shall preside as Chairperson of meetings of the Strata Owners Chapter.
102. The members of a Chapter may meet and adjourn and regulate their meetings as they think fit, subject to the Constitution.
103. Each Chapter shall appoint from its membership a secretary who shall convene meetings of the Chapter at any time upon instruction from the person who performs the role of Chapter meeting Chairperson. The secretary shall prepare and distribute an agenda to members of the Chapter and to the Executive Officer of the Company prior to a meeting of the Chapter, and shall prepare and distribute minutes of each meeting to the members of Chapter and to the Executive Officer of the Company.
104. The members of each Chapter shall be entitled to vote at meetings of their respective Chapters. Questions arising at meetings shall be decided by a majority of votes. The Chairperson shall have a casting vote.
105. No matter shall be considered at a Chapter meeting unless there is a quorum present. Persons present in person or by proxy and entitled to vote and constituting the lessor of ten (10) per centum of the number of members who would be entitled to vote if present in person or by proxy, or ten (10) members present in person, shall be a quorum. The rules applicable to the conduct of general meetings shall apply to Chapter meetings.
106. The business of meetings of the various Chapters shall be to debate and decide issues specific to that Chapter that are to be brought to the attention of the Board for its deliberation. The various Chapters shall have no administrative powers.

## ADVISORY PANEL

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107. The Board may appoint suitably qualified and experienced persons to form an Advisory Panel to whom the Directors may refer matters for deliberation and advice. The Advisory Panel shall nominate a convenor who shall liaise with the President and Executive Officer regarding instructions to be given to the panel by the Board or the reporting of its findings to the Board.
108. No specific term applies to the appointment as an Advisory Panel member. The Board may from time to time and at its absolute discretion appoint or remove members of the Advisory Panel.

## AUDIT

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109. Where required by the Act, the Company shall appoint a properly qualified auditor. The auditor's duties shall be regulated in accordance with the Act and **clause 11** of the Constitution.

## NOTICES

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110. A notice may be given by the Company to any Member by:
  - (a) serving it on the Member personally;
  - (b) sending it by post to the Member or leaving it at the Members' address shown in the register of Members or otherwise the address supplied by the Member to the Company for the giving of notices;
  - (c) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
  - (d) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
111. Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the second business day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.

112. Where a notice is sent by facsimile or other electronic means before 5:00pm on any business day, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on that business day. Where a notice is sent after 5:00pm, it shall be taken to have been effected on the business day after it is sent.

## INDEMNITY & INSURANCE

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113. Every Director, Executive Officer and other officer or employee of the Company shall be indemnified out of the assets of the Company against any liability arising out of or in relation to any duties of their office, including costs incurred in defending legal proceedings against them, insofar as the indemnity is not limited by the Act and is not provided by an insurance company or companies.