



Society for Creative Anachronism Ltd (Australia)

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Proposed changes to the SCA Ltd constitution for consideration at the 2016 AGM

Change 1: Board Members

Motion: That Section 26.4 be amended to have the words "or territory" added after the word "state" so that the section reads "No nominations may be accepted from a person in a state or territory which already has two board representatives"

Reason: The Constitution is designed to encourage fair representation from all parts of Australia. Currently, by a strict reading, there is no limit on the number of Board Members from ACT or NT while there is a limit for the states. This motion corrects that oversight.

Change 2: Definitions

Motion: That Section 1.1.6 of the Constitution be deleted, the subsequent numbering in Section 1.1 be adjusted accordingly, and any references to affected sections be updated.

Reason: Section 1.1.6 currently reads: "*Corporate Officer*" means members of SCA Ltd. Board who are registered as Board Members or Company Secretary with ASIC. This definition serves no purpose and is not referenced anywhere else in the Constitution. Registration requirements for ASIC are defined in the Corporations Act and do not need to be repeated.

Change 3: Executive Board

Motion: That Sections 27.1 and 27.2 of the Constitution be deleted, Section 27.4 (and attendant subsections) be renumbered 27.1, and Section 27.3 be renumbered 27.2. Any references to affected sections are also to be updated.

Reason: Section 27.1 defines the executive, which is already defined at 1.1.9 (making it redundant). As mentioned in Change 2, ASIC requirements are defined in the Corporations Act and do not need to be repeated, which makes Section 27.2 unnecessary. If this change is accepted, and Change 2 is not, it would also be defined in Section 1.1.6 and so is even more redundant.

Note: Section 27, after these changes, would look like this in total:

27 *Executive Board*

27.1 *Appointment of a Board Member to the Executive Board shall occur by ordinary resolution at the AGM*

27.1.1 *If the position of Chair, Deputy Chair, Treasurer or Secretary becomes vacant outside of an AGM, the Board Members may appoint another Board Member to the vacated position*

27.1.2 *At the next AGM following an appointment to the Executive Board by the Board Members, the Members may either confirm the appointment or remove the Board Member from the Executive Board and appoint another Board Member to the vacated position*

27.2 *The Secretary shall, wherever reasonable, attend and take minutes, and be heard on any matter at meetings*