



Change Summary for the 2020 proposed update to the SCA Ltd Constitution

Purpose:

To categorise changes to the SCA Ltd Constitution for ease of discussion and commentary. This document is for ease of reference only, and the changes marked up in the draft constitution update take precedence.

Authorisation

Society for Creative Anachronism Ltd (Australia)

Change type:

- 1) Non substantive edits/updates:
 - a) clause and page numbering updates;
 - b) Corporations Act URL update;
 - c) updates to punctuation and capitalisation;
 - d) de-gendering of pronouns;
 - e) clarification on the Act's majority requirements for Ordinary & Special resolutions;
 - f) updating "at the office" to "provided to the Board" for clarity;
 - g) changing references from explicit "a majority of Board Members" to "the Board" where meaning is not altered by doing so.

- 2) Membership Class updates:
 - a) updating *Event Member* to *Non-Member Participant*, with limited privileges (including insurance) granted for a single event;
 - b) addition of *Minor Member* class, to reflect that the SCA Ltd has minor members who are not dependent of an adult SCA Ltd member;
 - c) clarification that *Minor* and *Dependent* membership do not grant the ability to hold office or vote at a general meeting.

- 3) Minor updates to existing process:
 - a) reference to existing *Affiliation Agreement* between SCA Ltd and SCA Inc;
 - b) reference to allowance for explicitly agreed exemptions and the change consultation process within the *Affiliation* agreement;
 - c) removal of "facsimile" as a means of notification;
 - d) minor update to details of publication of the Annual Report;
 - e) removing specific reference to "over Easter" in relation to the AGM;
 - f) clarification on the Chair as holding the authority to refuse or remove attendance at a General Meeting, and to give permission for electronic/recording devices at General meetings;
 - g) aligning to Corpora by removing reference to "Western European Culture";
 - h) recognising changes in practice, removal of reference to "unsound mind" when referencing a person or estate to be dealt with under the laws relating to mental health;
 - i) recognising change from printed to electronic only Pegasus;

- j) updating from “due date” to “expiry date” in reference to ceasing to be a member on the basis of unpaid membership.
- 4) Update to reimbursement of Board Members/Members:
- a) providing allowance for standard routine expenses to be dictated in the SCA Ltd Financial policy as pre-approved expenses.
- 5) Updates to the termination of membership/participation:
- a) rewording “revoke and deny membership” to “revocation and denial of membership and participation”;
 - b) recognising the possibility of revocation of denial of membership and participation against non-member participants;
 - c) specifically including the breach of the SCA Ltd Code of Conduct as a reason that conduct may not be in line with the best interest or objectives of the SCA Ltd;
 - d) clarification that the “right to be heard” may occur at a meeting prior to the one where the resolution is proposed;
 - e) that while 21 days notice may be required for cease of membership, participation may be denied immediately;
 - f) additional statement that a ceased member must not represent as a member, or make claims on SCA funds/assets.
- 6) Board Membership & Meetings:
- a) change to what is considered a “normal term” for a Board member, and specific purposes given for a possible extension;
 - b) removal of specifically allowing the Secretary to be heard on matters at meetings as this is based on organisations where the secretary isn’t also a Director. All directors shall be heard on any matter at meetings.
 - c) clarification to the timing at which conflicts of interest must be raised;
 - d) clarification regarding the disallowance of “alternate Board members” for a given meeting;
 - e) clarification to the class of actions available to a Board meeting unable to meet quorum;
 - f) confirming that the name of observers must be recorded in minutes;
 - g) rewording of how resolutions are passed external to meetings.
- 7) Board Appointment and suspension
- a) allowance for nominations to be accepted for a postponed start, where state and territory already has 2 Board members;
 - b) expansion of exclusion from the Board from Greater kingdom officer to all kingdom officers;
 - c) clarification on casual vacancies and Board appointments that fall between AGM;
 - d) expanding on the existing grounds for which a Board member may be suspended to include becoming a prohibited person from contact with vulnerable persons or being charged or convicted of any serious offense;
 - e) providing grounds for where a nomination would not be accepted;
 - f) change the days for within which an Extraordinary General Meeting must be called upon the suspension of a Board member from 14 to 28 days, as the Act dictates 21 days as the minimum notice period;
 - g) clarification of how the office of a Board Member becomes vacant or otherwise is deemed to have offered resignation;
 - h) expanding the disqualifying meeting absenteeism from 3 consecutive regular meetings to any 3 regular meetings within a 12-month period without leave of absence.