



# Society for Creative Anachronism Ltd. (Australia)

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## Constitution of the Society for Creative Anachronism Ltd.

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<p><b>Further Information</b></p> <p>For further information on this document, please contact the SCA Ltd. (Australia) Secretary by sending an email to <a href="mailto:secretary@sca.org.au">secretary@sca.org.au</a> or by writing to:</p> <p>The Secretary  Society for Creative Anachronism Ltd  PO BOX 4160  WESTON CREEK ACT 2611</p>	<p><b>Revision History</b></p> <table border="0"> <tr> <td>Adopted:</td> <td>18 April 2014</td> </tr> <tr> <td>Amended:</td> <td>3 April 2015</td> </tr> <tr> <td>Amended:</td> <td>25 March 2016</td> </tr> <tr> <td>Amended:</td> <td>May 2020</td> </tr> <tr> <td>Amended:</td> <td>May 2022</td> </tr> </table>	Adopted:	18 April 2014	Amended:	3 April 2015	Amended:	25 March 2016	Amended:	May 2020	Amended:	May 2022
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## Company Limited by Guarantee

The Society for Creative Anachronism (SCA) is an international organisation devoted to the research and re-creation of pre-seventeenth century life, encouraging its participants to employ a knowledge of history to enrich their lives and the lives of others through events, demonstrations, and other educational venues.

### 1 Preliminary

1.1 In this Constitution unless the contrary intention appears:

- 1.1.1 The Act refers to the *Commonwealth Corporations Act 2001* <https://www.legislation.gov.au/Details/C2018C00424>;
- 1.1.2 AGM means the Annual General Meeting of members of the SCA Ltd.;
- 1.1.3 Auditor means the Auditor for SCA Ltd.;
- 1.1.4 Board Member means any SCA Ltd. Member appointed onto SCA Ltd. Board or appointed to fill a casual vacancy in accordance with clause's 29 and 30;
- 1.1.5 Constitution means the Constitution of SCA Ltd. as may be amended from time to time;
- 1.1.6 EGM means an Extraordinary General Meeting;
- 1.1.7 Executive means the Chair, Deputy Chair, Treasurer and Secretary of SCA Ltd.;
- 1.1.8 Meeting means a Board meeting of SCA Ltd.;
- 1.1.9 Member means a current paid up Member of SCA Ltd. for the term of one year or more, who is 18 years of age or older and not a Dependent or Minor Member as defined in Clause 8.2 or 8.3;
- 1.1.10 Non-Member Participant is an individual who is not a current Member, but who has been granted temporary privileges for a single event including participation and coverage under SCA Ltd insurance;
- 1.1.11 Notice means in written format or as an e-mail;
- 1.1.12 Official Newsletter means Pegasus in electronic format;
- 1.1.13 Office means SCA Ltd. registered office;
- 1.1.14 Register means the register of Members of SCA Ltd.;
- 1.1.15 Registered Address means the last known address of a Member as noted in the Register;
- 1.1.16 SCA Inc. means the Society for Creative Anachronism Incorporated in the United States of America;
- 1.1.17 SCA Ltd. means the Society for Creative Anachronism Limited in Australia;
- 1.1.18 SCANZ Inc. means the Society for Creative Anachronism New Zealand Inc.;
- 1.1.19 Seal means SCA Ltd. common seal; and
- 1.1.20 Secretary means Company Secretary as defined by the *Corporations Act 2001*.

1.2 In this Constitution, unless the contrary intention appears:

- 1.2.1 the singular includes the plural and vice versa and words importing a gender include other genders;
- 1.2.2 words and expressions defined in the Act have the same meaning in this Constitution; and
- 1.2.3 headings are for ease of reference only and do not affect the construction of this Constitution.

1.3 Unless the contrary intention appears in this Constitution, an expression in a clause of this Constitution has the same meaning as in a provision of the *Act* that deals with the same matter as the clause.

- 1.3.1 the replaceable rules in the Act do not apply to SCA Ltd.

## **2 Objectives**

- 2.1 The objectives for which SCA Ltd. is established are:
  - 2.1.1 the life and culture of the landed nobility of pre-17th Century history; and
  - 2.1.2 to present activities and events that recreate the environment of said era.
- 2.2 SCA Ltd. may only exercise the powers in section 124(1) of the Act to:
  - 2.2.1 carry out the objectives in this clause 2; and
  - 2.2.2 do all things incidental or convenient in relation to the exercise of power under clause 2.2.1.

## **3 Relationship to SCA Inc.**

- 3.1 The relationship with SCA Inc. shall be as follows:
  - 3.1.1 SCA Ltd. adopts the Affiliation Agreement between SCA Ltd. and SCA Inc
  - 3.1.2 SCA Ltd. adopts the Corpora of SCA Inc., with the exception of clauses or policies dealing with the areas of finance or publishing or otherwise agreed as explicit exemptions;
  - 3.1.3 where the Corpora of SCA Inc. conflicts with the laws of Australia, then the laws of Australia shall take precedence; and
  - 3.1.4 where a change to the Corpora of SCA Inc. takes place, this change must be sighted and agreed to by SCA Ltd. prior to coming into effect in the governing instruments of SCA Ltd in accordance with the consultation process outlined in the Affiliation agreement.

## **4 Relationship to SCANZ Inc.**

- 4.1 The relationship with SCANZ Inc. shall be as follows:
  - 4.1.1 SCA Ltd. adopts the Affiliation Agreement between SCA Ltd. and SCANZ Inc.; and
  - 4.1.2 where the Affiliation Agreement between SCA Ltd. and SCANZ Inc. conflicts with the laws of Australia, then the laws of Australia shall take precedence.

## **5 Income and Property of SCA Ltd as a Not-for-Profit organisation.**

- 5.1 The income and property of SCA Ltd. will only be applied towards the promotion of objectives of SCA Ltd., as set out in clause 2.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member or Board Member of SCA Ltd. other than for expenses that have been pre-approved by an active group's duly appointed executive or the Board, and which are the payment of:
  - 5.2.1 out of pocket expenses incurred by the Member in the performance of any duty as an officer of, or as part of the Board of SCA Ltd. where the amount payable does not exceed an amount previously approved or the Board of SCA Ltd. or included within SCA Ltd. financial policy as routine pre-approved expenses of the office
  - 5.2.2 any service rendered to the Board of SCA Ltd. by the Member in a capacity other than in the capacity as Board Member, where the provision of the service has the prior approval of the Board of SCA Ltd. and where the amount payable is approved by the Board of SCA Ltd. and is not more than an amount which commercially would be reasonable payment for the service; and
  - 5.2.3 an indemnity, exemption or insurance premium in respect of a liability incurred as a Board Member to which subsection 212 (1) of the Act refers.

- 5.3 Clause 5.2 does not stop the SCA Ltd from doing the following things, provided they are done in good faith:
  - 5.3.1 paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the SCA Ltd, or
  - 5.3.2 making a transfer of funds to a Member in carrying out the SCA Ltd's established objectives (Clause 2), including funds transferred in advance of properly documented and approved expenses.

## 6 Membership

- 6.1 The number of Members which SCA Ltd. may have registered is unlimited.
- 6.2 The members of SCA Ltd. will be:
  - 6.2.1 the persons who consent to become Members using SCA Ltd. application for membership and whose subscription is paid in accordance with clause 8.4; and
  - 6.2.2 persons whose Legal Guardian has consented for them to become Members using SCA Ltd. application for membership.
- 6.3 Applications for membership shall be in a form approved by SCA Ltd. Board members in their absolute discretion.
- 6.4 As soon as practicable following acceptance of an application, the Registrar will send the applicant written notice of the acceptance;
- 6.5 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member's own act.

## 7 Classes of Member

- 7.1 Members, with the exception of Minors, hold any other privileges designated by SCA Ltd. or its subdivisions as accruing to members of SCA Ltd. including the right to vote at a General Meeting of Members;
  - 7.1.1 including access to e-subscriptions to the official SCA Ltd. newsletter and the annual Report of SCA Ltd., which will be linked electronically on the SCA Ltd website;
- 7.2 Minor Member – includes the privileges of membership as defined in paragraph 8.1 of this Constitution to the Members of SCA Ltd. who are under the age of 18, but are not legal dependents of a Member of the SCA Ltd;
  - 7.2.1 however Minor Membership does not convey the right to vote or hold office roles.
- 7.3 Subscription fees for each class of membership shall be determined by the Board of SCA Ltd. from time to time and in accordance with SCA Ltd. SCANZ Inc. Affiliation Agreement.
- 7.4 Changes to classes of membership, requirements of membership or type of membership can only occur through a vote at a General Meeting of SCA Ltd. and in accordance with the SCA Ltd. and SCANZ Inc. Affiliation.
- 7.5 Non-member participant status is required by any individual who is not a Member, attending a Society event.
  - 7.5.1 Non-member participant status will be granted for the duration of a single event upon the completion of a Non-member participant form and payment of any fees that may apply.
  - 7.5.2 Non-member participant status does not convey the privileges of membership, including the right to vote or hold office, but does include participation and coverage under SCA Ltd. insurance.

## **8 Membership – Ceasing to be a Member**

- 8.1 Membership of SCA Ltd. will cease:
- 8.1.1 if the Member gives the Registrar written notice of resignation, from the date of receipt of that notice by the Registrar;
  - 8.1.2 where the Member dies; or whose person or estate is liable to be dealt with in any way under the laws relating to mental health or bankruptcy;
  - 8.1.3 if the Member's subscription renewal is not paid by the date of membership expiry;
  - 8.1.4 if a majority of the Board Members present and voting at a Board meeting by resolution pass a revocation and denial of membership and participation against the member or non-member participant:
    - 8.1.4.1 whose conduct in their opinion is not in line with the best interests or objectives of SCA Ltd., including on the basis of a significant breach of the SCA Ltd Code of Conduct, and renders it undesirable that the Member continue to be a Member of SCA Ltd.;
    - 8.1.4.2 the revocation and denial can either be permanent or for a given time determined by the Board. If no time is given by the board, then the default position is that the revocation and denial is permanent;
    - 8.1.4.3 in accordance with the SCA Ltd. and SCANZ Inc. Affiliation Agreement; and
    - 8.1.4.4 only after the Member has been given:
      - at least 21 days' notice of the resolution,
      - the nature of the issues raised,
      - and has had the opportunity to be heard, at a meeting prior to the meeting at which the resolution is proposed.Participation may be denied immediately upon notice of the resolution of revocation and denial of membership and participation.
- 8.2 Any individual having their membership and participation so revoked shall be denied participation in the activities of the Society until their membership is reinstated.
- 8.2.1 In the case of permanent denial of membership and participation, no future membership application will be accepted from the party denied membership.
- 8.3 Any person who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member, and will not make any claim on the funds or assets of the SCA Ltd, except as a creditor thereof.

## **9 Membership – Powers of attorney**

- 9.1 If a Member executes or proposes to execute any document or does by any act by or through an attorney, which affects SCA Ltd. or the Member's membership in SCA Ltd., that Member must deliver the instrument appointing the Attorney to SCA Ltd. for notation.
- 9.2 If SCA Ltd. asks the Member to file with it a certified copy of the instrument for SCA Ltd. to retain, the Member will promptly comply with that request.

## 10 Meetings – Form of meetings

**This clause refers to both General Meetings of the Members of SCA Ltd. and also Meetings of the Board of Directors and Sub-Committees of SCA Ltd.**

- 10.1 Meetings may be held in whatever format the Board may determine is convenient for the majority of persons eligible to attend, and may be held at one or more physical venues, and/or using virtual meeting technology (hybrid meeting), so long as it adequately provides a reasonable opportunity for members to effectively participate; allowing questions to be asked, comments to be made, or votes to be cast.
- 10.2 If the business of a meeting consists of the passing of one or more of either an ordinary resolution, or a special resolution, then that business may be conducted in any way that the Board determines is convenient for the majority of persons eligible to vote:
- 10.2.1 Provided that all provisions relating to proper notice as required by the Act and this constitution are adhered to.
- 10.3 If the business of a meeting is dealt with by a system of individual or group voting, the resolutions will be taken to have been passed or rejected on the date on which the final vote or group of votes is made.

## 11 AGM – Calling of an Annual General Meeting

- 11.1 An AGM shall be held on or before May 31 each year at a suitable time as determined by the Board of Directors.

## 12 General Meetings – Notice of a General Meeting

- 12.1 Notice of every General Meeting must be given to every Voting Member; and if the Meeting is an Annual General Meeting, any Auditor.
- 12.2 No other person is entitled to receive notice of a General Meeting.
- 12.3 A notice convening a General Meeting:
- 12.3.1 must specify the place and/or method of technology, date and time of the meeting;
- 12.3.2 must state the nature of the business to be transacted at the meeting;
- 12.3.3 may specify a place and electronic address for the purposes of proxy appointment;
- 12.3.4 must be given at least 21 clear days ahead of the date set for the Meeting; and
- 12.3.5 a notice convening a General Meeting may be given by publishing it on the SCA Ltd. website, including a link to all documents which should be included with the notice of meeting, and publishing a link to this notice in the Official Newsletter.
- 12.4 If the meeting is the Annual General Meeting, the notice should include a copy of the financial statements of the company for the year ended 31 December in the year preceding the year of the AGM.
- 12.4.1 If the company is required by ASIC regulations to have the financial statements audited, then a copy of the auditor's report must accompany the financial statements provided to the Member.
- 12.4.2 If a copy of the relevant financial statements and or the audit report thereon does not accompany the notice of meeting, then the notice should also include information on how the Member may view a copy of the relevant statements and report.



## **13 Proceedings at General Meetings – Voting Member**

- 13.1 'Voting Member' includes a Voting Member present in person or by proxy or attorney.

## **14 Proceedings at General Meetings – Quorum**

- 14.1 No business may be transacted at a General Meeting unless a quorum of Voting Members is present when the meeting proceeds to business.
- 14.2 A Quorum of Members is three Voting Members plus two members of the Board of SCA Ltd.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for the general meeting:
- 14.3.1 the general meeting is automatically dissolved; or
  - 14.3.2 in any other case:
    - 14.3.2.1 it will stand adjourned to the same time and place the next day, or to another day, time and place determined by the Board Members; and
    - 14.3.2.2 if, at the adjourned general meeting, a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

## **15 Proceedings at a General Meeting – Chair**

- 15.1 The Chair, or in the Chair's absence the Deputy Chair, of the Board of Directors will be the Chair at every Meeting of Members.
- 15.2 If there is no Chair or Deputy Chair; or
- 15.2.1 neither the Chair nor Deputy Chair is present within 15 minutes after the time appointed for holding the general meeting; or
  - 15.2.2 the Chair and Deputy Chair are unwilling to act as Chair of the General Meeting, the Members present, including board members present, may elect a Chair from those present; and
  - 15.2.3 the person elected under paragraph 15.2.2 may or may not be a board Member and remains the Chair of the meeting for the duration of that meeting but not during an adjournment.
- 15.3 If there is a dispute at a General Meeting about a question of procedure, the Chair may determine the question.

## **16 Proceedings at General Meetings – Adjournment**

- 16.1 The Chair of a General Meeting at which a quorum is present:
- 16.1.1 in their discretion may adjourn a General Meeting with the consent of those present; and
  - 16.1.2 must adjourn a General Meeting if the General Meeting directs him/her to do so.
- 16.2 An adjourned General Meeting may take place at a different venue to the initial General Meeting.
- 16.3 The only business that can be transacted at an adjourned General Meeting is the unfinished business of the initial General Meeting.
- 16.4 Notice of an adjourned General Meeting must be given in accordance with Clauses 13.1 and 13.2 if a General Meeting has been adjourned for more than 21 days.

## **17 Votes of Members – Entitlement to Vote**

- 17.1 A Member entitled to vote has one vote.



## **18 Proceedings at General Meetings – Decision of Questions**

- 18.1 Subject to the Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 18.2 A resolution put to the vote of a General Meeting is decided on a show of hands unless a poll is demanded in accordance with the Act.
- 18.3 Unless a poll is demanded:
  - 18.3.1 a declaration by the Chair that a resolution has been carried, carried by a specified majority, or lost, and
  - 18.3.2 an entry to that effect in the minutes of the General Meeting, are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 18.4 The demand for a poll may be withdrawn.
- 18.5 A decision of a General Meeting may not be impeached or invalidated on the ground that a person voting at the General Meeting was not entitled to do so.

## **19 Proceedings at General Meetings – Taking a poll**

- 19.1 A poll will be taken when and in the manner that the Chair directs or if called for from the floor.
- 19.2 The result of the poll will be the resolution of the General Meeting at which the poll was demanded.
- 19.3 The Chair may determine any dispute about the admission or rejection of a vote.
- 19.4 The Chair's determination, if made in good faith, will be final and conclusive.
- 19.5 A poll demanded on the election of the Chair or the adjournment of an AGM must be taken immediately.
- 19.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.

## **20 Proceedings at General Meetings – Casting Vote of Chair**

- 20.1 The Chair shall have a casting vote in addition to the Chair's vote as a Voting Member.

## **21 Proceedings at General Meetings – Offensive Material**

- 21.1 By discretion of the Chair, a person may be refused admission to, or required to leave and not return to, a General Meeting if the person:
  - 21.1.1 refuses to permit examination of any article in the person's possession; or
  - 21.1.2 is in possession of any:
    - 21.1.2.1 electronic or recording device (except for the Secretary) unless permission is given by the Chair; or
    - 21.1.2.2 object which the Chair considers to be dangerous, offensive or liable to cause disruption.

## **22 Votes of Members – Objections**

- 22.1 An objection to the qualification of a voter may only be raised at the Meeting or adjourned Meeting at which the voter tendered their vote.
- 22.2 An objection must be referred to the Chair of the Meeting, whose decision is final.
- 22.3 A vote which the Chair does not disallow because of an objection is valid for all purposes.

## **23 Votes of Members – Votes by Proxy**

- 23.1 If a Voting Member appoints a proxy or an attorney, the proxy or attorney may vote on a show of hands.
- 23.2 A proxy may demand or join in demanding a poll.
- 23.3 A proxy or attorney may vote on a poll.

## **24 Votes of Members – Validity**

- 24.1 A vote cast in accordance with an appointment of proxy or power of attorney is valid even if, before the vote was cast, the appointer:
  - 24.1.1 died; or
  - 24.1.2 revoked the proxy or power,
- 24.2 unless any written notification of the death or revocation was received by SCA Ltd. before the relevant Meeting or adjourned Meeting.

## **25 Board Members**

- 25.1 The number of Board Member positions shall be a minimum of five.
- 25.2 The normal term for a Board Member shall be three (3) years and they may not hold office for consecutive terms.
  - 25.2.1 A Board Member's normal term concludes at the AGM. Where due to appointment under clause 29.1.1 tenure would conclude between two AGMs, a Board Member may extend their tenure until the following AGM to allow the completion of an Executive Role, or the completion of special projects.
  - 25.2.2 No previous Board Members shall be eligible for nomination to the Board until two years has passed since the end of their previous term.
- 25.3 No nominations may be accepted for immediate start from a person in any state or territory which already has two board representatives, but nominations pending a later starting date may be accepted for when a vacancy in that state or territory may apply.
- 25.4 If a Board Member moves to another state and causes the quota set in 26.3 to be exceeded, then the Board will vote on an exemption for the remainder of that representative's term. If the exemption is granted then the person may remain on the Board or, if not, the person's term as Board Member will end at a time determined by the Board.
- 25.5 Board Members must be voting members of SCA Ltd.
- 25.6 To ensure separation of roles and prevent conflicts of interest, no Member of the Board of SCA Ltd. may concurrently act as a Member of the board and hold the position of King, Queen, Crown Prince, Crown Princess, Prince or Princess of any Kingdom, or Territorial Baron or Baroness, or Seneschal or Treasurer of any branch, or any Kingdom Officer or SCA Ltd. Officer position.
- 25.7 A Member of the Board of SCA Ltd. will be suspended from the Board upon becoming King, Queen, Crown Prince or Crown Princess, Prince or Princess, their term on the Board to be resumed when the reign ends.
  - 25.7.1 This is to be a resumption of their original term, and considered a 'leave of absence' by the Chair.

## **26 Executive Board**

- 26.1 Appointment of a Board Member to the Executive Board positions of Chair, Deputy Chair, Treasurer or Secretary shall occur by ordinary resolution at the AGM.

- 26.1.1 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.
- 26.1.2 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.
- 26.2 The Secretary shall, wherever reasonable, attend and take minutes.

## **27 SCA Ltd. Officers**

- 27.1 The Registrar and Editor of Pegasus shall be appointed as officers of SCA Ltd. by a vote of the Board Members.
- 27.2 The functions of these Officers are determined by the Board and specified on the SCA Ltd. website.

## **28 Appointment and removal of Board Members**

- 28.1 When a Board Member retires at an AGM or as a casual vacancy, SCA Ltd. may by ordinary resolution elect a Voting Member to fill the vacated office.
  - 28.1.1 Where a casual vacancy exists, the Board may appoint another Voting Member in the Board Member's place in accordance with clause 30. In accordance with the Act, this appointment must be confirmed by ordinary resolution at the following AGM.
- 28.2 SCA Ltd. may by resolution passed at an AGM:
  - 28.2.1 reduce the number of Board Members, but not to less than three;
  - 28.2.2 remove any Board Member before the end of the Board Member's period of office; and
  - 28.2.3 appoint another Voting Member in the Board Member's place.
- 28.3 A person appointed under clause 29.2.3 may hold office for a full term.
- 28.4 A Member of the Board of SCA Ltd. will be suspended from the Board immediately:
  - 28.4.1 upon becoming a prohibited person under any Commonwealth, State or Territory Law from being engaged in any capacity where they may have contact with vulnerable persons; and/or
  - 28.4.2 upon being charged or convicted of any serious offence;
- 28.5 If a Board Member is found to have breached the Code of Conduct, a majority of Board Members at a Meeting of the Board Members specifically convened for that purpose may suspend that Board Member. Within 14 days of the suspension, the Board Members must call an Extraordinary General Meeting within 28 days, at which the Members may:
  - 28.5.1 either confirm the suspension and remove the Board Member from office; or
  - 28.5.2 annul the suspension and reinstate the Board Member.

## **29 Appointment and Removal of Board Members – Nomination of Board Member**

- 29.1 A person is not eligible for election or appointment to the Board of Directors at a General Meeting or as a casual vacancy unless the person has provided to the Board written notice:
  - 29.1.1 giving the proposed Board Member's consent to the nomination; and
  - 29.1.2 stating either that the person is a candidate for the office of Board Member or that the Member intends to propose the person for election.
- 29.2 A notice given in accordance with clause 30.1 must be provided to the Board at least 28 days before the relevant General Meeting.
- 29.3 The Board may at its discretion appoint a new Director in the event of a casual vacancy.

29.4 If the nominations received for the positions of Board Member exceed the number of vacancies, then a ballot will be held as part of the ordinary resolution.

29.4.1 The ballot may be conducted in person or via proxy at the General Meeting.

### **30 Appointment and Removal of Board Members – Vacation of office**

30.1 The office of a Board Member immediately becomes vacant if the Board Member:

30.1.1 is prohibited by the Corporations Law or this Constitution from becoming or continuing as a Board Member;

30.1.2 becomes bankrupt or makes any arrangement or composition with their creditors;

30.1.3 cannot manage SCA Ltd. because of their physical or mental incapacity and/or is a person whose estate or property has had a personal representative or trustee appointed to administer it;

30.1.4 resigns by notice in writing to SCA Ltd.;

30.1.5 is removed by a resolution of SCA Ltd.; or

30.1.6 dies.

30.2 A Board Member shall be deemed to have offered to resign from the Board on the occurrence of any one or more of the following events:

30.2.1 is absent from Board Members' meetings for three regular meetings within any 12-month period without leave of absence;

30.2.2 ceases to be a Member of SCA Ltd.; or

30.2.3 resigns by notice in writing to SCA Ltd.

### **31 Extraordinary General Meetings**

31.1 An Extraordinary General Meeting may be called subject to section 249F of the Act or if the Board members have voted to remove a Board Member.

### **32 Notice of Extraordinary General Meeting**

32.1 A notice convening an Extraordinary General Meeting must be given in accordance with Clause 13.

### **33 Powers and Duties of Board Members**

33.1 The business of SCA Ltd. is managed by the Board Members who may exercise all powers of SCA Ltd. that this Constitution and the Corporations Law do not require to be exercised by SCA Ltd. at a General Meeting.

Without limiting the Legality of clause 34.1, the Board Members may exercise all the powers of SCA Ltd. to guarantee or become liable for the payment of money or the performance of any obligation by or of any other person.

33.2 The Board Members shall establish and publish policies to guide the operation and decision making of SCA Ltd. and provide direction to Members in areas not otherwise covered by the Corporations Law or this Constitution.

33.3 Policies established by the Board Members in accordance with 34.2, must be endorsed by Board Members voting on such policies.

## **34 Proceedings of Board Members – Board Meetings**

- 34.1 A Board Member may at any time, and the Secretary must on the request of a Board Member, convene a Board Meeting. A Board Meeting must be convened on at least 48 hours written notice of a Meeting to each Board Member.
- 34.1.1 Subject to the Corporations Law, a Board Meeting may be held by the Board Members communicating by any technological means by which they are able simultaneously to communicate with each other and to participate in discussion.
- 34.1.2 The Board Members need not all be physically present in the same place for a Board Meeting to be held.
- 34.1.3 Subject to clause 35.1.2, a Board Member who participates in a Board Meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 34.2 The Board Members may meet together, adjourn and regulate their meetings as they think fit.
- 34.3 A quorum is three Board Members and must include at least one Member of the Executive.
- 34.4 Where a quorum cannot be established for the consideration of a particular matter at a Board Meeting, the Chair may convene an Extraordinary General Meeting to deal with the matter.

## **35 Proceedings of Board Meeting – Decision of questions**

- 35.1 Subject to this Constitution, questions arising at a Board Meeting are to be decided by a majority of votes of the Board Members present and voting and, subject to clause 35.1.3, each Board Member has one vote.
- 35.2 The Chair of a Meeting shall have a casting vote in addition to their deliberative vote.

## **36 Proceedings of Board Meetings – Board Members' interests**

- 36.1 Every Board Member who has a direct or indirect interest in a matter that is to be considered at a Board Meeting must disclose to the Board, any direct or indirect interest in a matter at the beginning of the Meeting, or at the point a matter is raised if the matter is not anticipated by the agenda.

## **37 Proceedings of Board Meetings – Alternate Board Members**

- 37.1 Board Members of SCA Ltd. may not appoint alternate Board Members to hold their proxy for a meeting.

## **38 Proceedings of Board Meetings – Remaining Board Members**

- 38.1 The Board Members may act even if there are vacancies on the board.
- 38.2 If the number of Board Members is not sufficient to constitute a quorum at a Board Meeting, the Board Members may at that meeting act only to:
- 38.2.1 appoint a Board Member; or
- 38.2.2 convene an Extraordinary General Meeting.

## **39 Proceedings of Board Meetings**

- 39.1 The Chair's role shall be:
- 39.1.1 representative of SCA Ltd.; and
- 39.1.2 Chair of Board Meetings

- 39.2 If at any Board Meeting, the Chair or Deputy Chair is not present within 30 minutes after the time appointed for the meeting to begin, the Board Members shall elect a Board Member to be Chair of the Meeting.

#### **40 Proceedings of the Board – Sub-Committees**

- 40.1 The Board may delegate any of their powers, other than those which by law must be dealt with by the Board Members as a Board, to a Sub-Committee or Sub-Committees.
- 40.2 The Board may at any time revoke any delegation of power to a Sub-Committee.
- 40.3 A Sub-Committee must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.
- 40.4 A Sub-Committee may be authorised to delegate all or any of the powers, for the time being vested in it, with prior approval by the Board.
- 40.5 Meetings of any Sub-Committees will be governed by the provisions of this Constitution which deal with Board Meetings so far as they are applicable and are not inconsistent with any directions of the Board.

#### **41 Proceedings of Board Meetings – Written resolutions**

- 41.1 The Board Members may pass a resolution without a Board Meeting being held if a majority of the Board Members entitled to vote on the resolution provide written acceptance of a resolution.
- 41.2 The resolution is carried by the Chair, once the last Board Member entitled to vote on the resolution has done so, or where a majority acceptance per clause 42.1 is achieved, and the remaining Board Members are unable to indicate their vote within a reasonable period. Any document referred to in this clause may be in the form of electronic transmission.
- 41.3 The minutes of Board Meetings must record that a resolution was passed in accordance with clause 42.1.
- 41.4 This clause applies to meetings of Sub-Committees as if all members of the Sub-Committee were Board Members.

#### **42 Proceedings of Board Meetings – Validity of acts of Board**

- 42.1 All previous acts of the Board or the Sub-Committee are valid, as if the person had been duly appointed and was not disqualified, if it is discovered that:
- 42.1.1 there was a defect in the appointment of a person as a Board Member, or Member of a Sub-Committee; or
- 42.1.2 a person appointed to one of those positions was disqualified.

#### **43 Proceedings of Meetings – Minutes and registers**

- 43.1 The Board Members must cause minutes to be made of:
- 43.1.1 the names of the Board Members and observers present at all General Meetings, Board Meetings and Meetings of Sub-Committees;
- 43.1.2 all proceedings and resolutions of General Meetings, Board Meetings and Meetings of Sub-Committees;
- 43.1.3 all resolutions passed by Board Members in accordance with Clause 42;
- 43.1.4 all appointments of officers; and
- 43.1.5 all disclosures of interests made pursuant to Clause 49.
- 43.2 Minutes of General Meetings must be approved at the next General Meeting.



- 43.3 Minutes of Board meetings and Sub-Committee meetings must be approved at the next Board Meeting or Sub-Committee meeting or as soon as practicable via e-mail and in accordance with Clause 42.
- 43.4 Minutes once approved must be displayed on SCA Ltd. Website as soon as practicable.
- 43.5 SCA Ltd. must keep all registers required by this Constitution and the Act.

#### **44 Seals – Common Seal**

- 44.1 If SCA Ltd. has a Seal:
  - 44.1.1 the Board must provide for the safe custody of the Seal;
  - 44.1.2 the Seal must not be used without the authority of the Board; and
  - 44.1.3 every document to which the Seal is affixed must be signed by two Members of the Board, or where the Board has passed a resolution to allow one Member of the Board or another Voting Member appointed by the Board to execute the document.
- 44.2 Use of the Seal shall be minuted.

#### **45 Inspection of Records**

- 45.1 Financial Records may be inspected by members upon request and provided within a reasonable time frame.

#### **46 Notices – Service of notices**

- 46.1 Notice may be given by SCA Ltd. to any person who is entitled to notice under this Constitution:
  - 46.1.1 by serving it on the person; or
  - 46.1.2 by sending it by post or electronic notification to the person at the person's address shown in the Register or the address supplied by the person to SCA Ltd. for sending notices to the person.
    - 46.1.2.1 A notice sent by post is taken to be served:
      - 46.1.2.1.1 by properly addressing, prepaying and posting a letter containing the notice; and
      - 46.1.2.1.2 on the day after the day on which it was posted.
    - 46.1.2.2 A notice sent by electronic notification is taken to be served:
      - 46.1.2.2.1 by properly addressing the electronic notification and transmitting it; and
      - 46.1.2.2.2 a notice so sent is deemed to have been sent on the day after its dispatch.
- 46.2 If a Member has no Registered Address a notice will be taken to be served on that Member 24 hours after it was published in Pegasus.
- 46.3 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be taken to be the Member's Registered Address within the meaning of this clause.
- 46.4 A certificate in writing signed by a Board Member, Secretary or other officer of SCA Ltd. that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 46.5 Subject to the Corporations Law the signature to a written notice given by SCA Ltd. may be written or printed.
- 46.6 All notices sent by post outside Australia must be sent by prepaid airmail post.
- 46.7 Notice of Revocation and Denial of membership and participation may be served by the Seneschal of Lochac on behalf of SCA Ltd.



## **47 Audit and Accounts**

- 47.1 The Board must cause SCA Ltd. to keep written financial records in relation to the business of SCA Ltd. in accordance with the requirements of the Corporations Law.
- 47.2 The Board must cause the financial records of SCA Ltd. to be audited in accordance with the requirements of the Corporations Law.

## **48 Winding Up**

- 48.1 If SCA Ltd. is wound up:
  - 48.1.1 each Member; and each person who has ceased to be a Member in the preceding year, undertakes to contribute to the property of SCA Ltd. for the:
    - 48.1.1.1 payment of debts and liabilities of SCA Ltd. (in relation to clause 43, contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
    - 48.1.1.2 adjustment of the rights of the contributories amongst themselves; and
    - 48.1.1.3 such amount as may be required, not exceeding \$2.00.
- 48.2 If any surplus remains following the winding up of SCA Ltd., the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation or institution having objects similar or in part similar to those of SCA Ltd. and which, by its constitution, is:
  - 48.2.1 required to pursue not for profit purposes only;
  - 48.2.2 required to apply its profits (if any) or other income in promoting its objects; and
  - 48.2.3 prohibited from making any distribution to its members or paying fees to its Board Members, such corporation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court for determination.