

Appendix D - Special resolutions to amend the SCA (Vic) Constitution: Explanatory note

Members will be asked to consider and, if thought fit, pass the following resolutions as special resolutions.

Each of the above resolutions have the support of the SCA (Vic) Board.

Proposed Resolution 1 – Amendment to Section 18. BOARD (4) Term (b)

That the Constitution be modified as proposed below in accordance with section 136 (2) of the Corporations Act 2001 (Cth) and effective from the conclusion of the Annual General Meeting held 15th November 2023.

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

Supporting Statement

This resolution is proposed to enable the following benefits:

- Retention of institutional knowledge and memory;
- Ability for board members to deepen their understanding and enhance their skills to elevate to leadership positions of the Board as experienced board members can mentor new members, ensuring smoother transitions;
- Better ability to manage and implement succession planning through officer bearer positions within the board, currently impeded by short overall tenure of members to gain sufficient knowledge to fill office bearer roles;
- In the absence of possible extension, the board may be faced with challenge of seeking to fill vacancies;
- Enables the Board to oversee the implementation of long-term strategic initiatives including policy development and refinement; and
- Enables better collaboration with external entities/stakeholders as relationships mature, ie. government departments.

The Board is acutely aware of the crucial balance of maintaining experience and the need for fresh perspectives on the Board and believe that this amendment will achieve this. By amending the term to

nine years, it will require a retirement after the first year of four consecutive appointments to the Board, allowing for a board appointee to be made at this time.

Proposed Resolution 2 – Amendment to Section 6. MEMBERSHIP (4) Certificate of Membership (a) and (b)

That the Constitution be modified as proposed below in accordance with section 136 (2) of the Corporations Act 2001 (Cth) and effective from the conclusion of the Annual General Meeting held 15th November 2023.

Current	Proposed
<p>(a) On approval of the application and granting of Membership, the Association must issue the applicable and properly completed certificate of Membership and forward that certificate to the new Member.</p> <p>(b) In respect to any and all categories of Members:</p> <p>(i) If the Membership or the Member ceases for any reason; or</p> <p>(ii) On the instruction of the Board, certificates of Membership must be returned to the Association within seven (7) days of receiving a written request from the Association.</p>	<p>(a) On approval or renewal of the application of a Corporate Strata Management Company or a Corporate Strata Services Company Membership, the Association must issue the applicable and properly completed certificate of Membership and forward that certificate to the Member.</p> <p>(b) In respect to any and all categories of Members:</p> <p>(i) If the Membership or the Member ceases for any reason; or</p> <p>(ii) On the instruction of the Board, the certificate of Membership is voided.</p>

Supporting Statement

This resolution is proposed to accurately reflect the operations of the SCA (Vic) Secretariat. Certificates are emailed to Members on the granting of new a new Membership and annually on renewal. Only companies are issued certificates - not individual members under the company's membership. As certificates are emailed to members, it is not accurate to request the return of the certificate once membership has ceased.