

The following amendments are proposed to the Constitution of Strata Community Association (NSW) Ltd for consideration and approval by Members at the 2026 Annual General Meeting.

Clause	Existing Provision	Proposed Amendment	Reason for Amendment
Cover Page	Version 3.0/18 November 2025	Version 4.0/23 September 2026	Update version number and date to reflect the 2026 amended Constitution.
5	Existing definition: Voting Members include Professional Strata Manager Members, Honorary Members and Strata Services Members.	Amended to: Voting Member means a Member who is entitled to vote under this Constitution, being a Category 1 Voting Member, Category 2 Voting Member or Honorary Member, subject to any restriction set out in this Constitution.	The existing wording incorrectly refers to Strata Services Members as individuals, which should be non-voting. The voting right should sit with Strata Services Practice Members, being the company/body corporate membership class.
5	New: No definition of Category 1 Voting Member	Inserted: Category 1 Voting Member means a Professional Strata Manager Member who is entitled to vote under this Constitution.	To reinstate the Category 1 voting structure and identify the professional strata manager voting cohort.
5	New: No definition of Category 2 Voting Member	Inserted: Category 2 Voting Member means a Strata Services Practice Member that is entitled to vote under this Constitution, subject to any voting restriction applying to Category 2 Voting Members.	To reinstate the Category 2 voting structure and identify Strata Services Practice Members as the Category 2 voting cohort.
5	Group Title Scheme means the body corporate, owners' corporation, Building Management Committees (as defined in the Strata Schemes Management Act 2015 (NSW)), or association constituted for a Group Title Property;	Deleted: Definition of Group Title Scheme.	The defined term is not used elsewhere in the Constitution and is therefore unnecessary.
5	PSM Director means an individual elected or appointed as a Director referred to in clause 23.1a)i);	Amended to: PSM Director means a Director referred to in clause 23.1a)i);	To simplify the definition while keeping the existing clause reference format used in the Constitution.
5	Existing definition: Strata Services Director means an individual elected or appointed as a Director referred to in clause 23.1a)ii).	Amended to: Strata Services Director means an individual elected or appointed as a Director referred to in clause 23.1 a)ii), being a Director elected by Category 2 Voting Members or otherwise appointed in accordance with this Constitution.	To make clear that Strata Services Directors are elected by voting Strata Services Practice Members, not by individual non-voting Strata Services Members.

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7.1	The Voting Member classes include: Professional Strata Manager Members; Honorary Members; and Strata Services Practice Members.	Replaced with: The Voting Member classes are: a) Professional Strata Manager Members, who are Category 1, Voting Members; b) Honorary Members, subject to any voting restriction set out in this Constitution or the By-laws. c) Strata Services Practice Members, who are Category 2 Voting Members; and	To align Clause 7 with the new definitions of Category 1 Voting Member and Category 2 Voting Member. This also makes clear that Strata Services Practice Members, not individual Strata Services Members, are the voting Strata Services class.
7.2	The Non-Voting Member classes include: Strata Practice Members; Strata Services Individual Members; and Strata Practice Employee Members.	Replaced with: The Non-Voting Member classes are: a) Strata Practice Members; b) Strata Practice Employee Members. Removed: b) Strata Services Members;	This makes the wording clearer and confirms the non-voting member classes. It also avoids any uncertainty about whether other non-voting classes are intended to be included.
7.3(a)	refers to admission as an Honorary Member in accordance with clause 7.5	Amended: to refer to admission as an Honorary Member in accordance with clause 7.6.	To correct the cross-reference following the renumbering of the Honorary Member provisions.
7.3 (b)	A person is entitled to become a Member if the person satisfies the criteria set out in this constitution and any additional requirements prescribed by the Board and set out in the By-laws for the respective classes of membership.	Amended to: satisfies the criteria set out in this Constitution and any additional requirements prescribed by the Board and set out in the By-laws for the relevant class of membership.	To keep the eligibility requirements clear and allow the Board to set additional administrative requirements in the By-laws
7.4 (b)	A person is eligible to be a Professional Strata Manager Member if the person has been accepted as a Chapter Member of the Professional Strata Managers Chapter, in accordance with the relevant Chapter By-Laws.	Delete clause 7.4(b).	To remove references to Chapters, as Chapters are administrative groupings rather than constitutional membership classes.
7.4 (b)	A person must hold at least one of the following licences, certificates or roles: i) Licensee in Charge Professional Strata Manager; ii) Professional Strata Manager (Licensed);	Replaced with: holds a licence or certificate of registration under the Property and Stock Agents Act 2002 (NSW) that authorises the person to perform strata management functions or otherwise satisfies the eligibility requirements for this class prescribed by the Board and set out in the By-laws.	To update the wording so it reflects NSW Fair Trading licensing terminology and does not suggest that SCA (NSW) grants licence classes or certifications.

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	iii) Associate Professional Strata Manager (Assistant Agent); iv) Principal of a Professional Strata Practice (PSMP).		
7.4 (c)	Satisfies any additional requirements for this class of membership prescribed by the Board and set out in the By-laws.	Keep , subject to renumbering after deletion of 7.4(b). Replaced with: satisfies any additional requirements for this class of membership prescribed by the Board and set out in the By-laws.	To keep the detailed membership requirements flexible and able to be managed through the By-laws.
7.4 (d)		Inserted: participates in the Professional Standards Scheme, unless exempted in accordance with the Professional Standards Scheme.	To confirm that Professional Strata Manager Members are required to participate in the Scheme unless exempted under the Scheme
7.5		Inserted: participates in the Professional Standards Scheme, unless exempted in accordance with the Professional Standards Scheme.	To confirm that Strata Practice Employee Members are required to participate in the Scheme unless exempted under the Scheme.
7.6 (a)	have been recommended for Fellowship by the Board, 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 the recommendation of the Board is approved by Ordinary Resolution at a General Meeting; or	Deleted: the Fellowship pathway to Honorary Membership.	To remove Fellowship as a separate pathway to Honorary Membership and retain Life Membership as the basis for admission to the Honorary Member class.
7.6 (b)		Inserted: where an Honorary Member also satisfies the eligibility requirements for a membership class covered by the Professional Standards Scheme, the Honorary Member must participate in the Professional Standards Scheme, unless exempted in accordance with the Professional Standards Scheme.	To clarify that practising Honorary Members who fall within a Scheme-covered membership class must participate in the Professional Standards Scheme, while non-practising Honorary Members are not automatically required to participate.
7.7		Removed: The Strata Services Member class and related references throughout the Constitution. Retain Strata Services Practice Members as the relevant Strata Services membership class.	To simplify the membership structure and address issues raised through the Professional Standards Scheme application process.

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7.9	The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.	Replaced with: The Board may provide for categories of Members within each class on such terms and conditions as the Board determines, provided that any category is not inconsistent with this Constitution and does not alter voting rights unless expressly authorised by this Constitution.	To allow the Board to manage administrative categories within membership classes, while making clear that voting rights cannot be changed through categories alone.
8.2	Only Voting Members may vote at general meetings or be elected to the Board.	Replaced with: Only Voting Members may vote at General Meetings, subject to any voting restriction set out in this Constitution. Only eligible individuals may be elected or appointed to the Board in accordance with this Constitution.	To make clear that voting rights may be restricted for some Voting Members, including Category 2 Voting Members. It also separates voting rights from Board eligibility, as not every Voting Member can personally be elected to the Board.
8.4	Professional Strata Manager Members and Strata Services Practice Members are entitled to nominate candidates for election and to elect Elected Directors in accordance with clause 27.	Replaced with: Category 1 Voting Members and Category 2 Voting Members may nominate candidates for election and vote in the election of Elected Directors in accordance with this Constitution and any applicable By-laws.	To align the clause with the new Category 1 and Category 2 voting structure.
8.5	New Clause	Inserted: Category 1 Voting Members may vote on all resolutions put to Voting Members, subject to this Constitution.	To confirm the general voting rights of Category 1 Voting Members.
8.6	New Clause	Inserted: Honorary Members may vote on all resolutions put to Voting Members, subject to this Constitution.	To confirm the general voting rights of Honorary Members.
8.7	New Clause	Inserted: Category 2 Voting Members may vote only on matters relating to the election of Strata Services Directors and any other matter expressly permitted by this Constitution.	To verify the limited voting rights of Category 2 Voting Members.
8.8	New Clause	Inserted: Category 2 Voting Members are not entitled to vote on any matter relating to the Professional Standards Scheme, professional standards, disciplinary matters, or any matter relating specifically to Professional Strata Manager Members, unless expressly permitted by this Constitution.	To reflect the restricted voting role of Category 2 Voting Members and to address the governance issue raised through the Scheme process.

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12.1 e)	if they are expelled from membership under clause 13	Replaced with: if they are expelled from membership under clause 15;	To correct the cross-reference, Clause 15 addresses the expulsion of Members, while Clause 13 addresses the Code of Ethics.
13.5	A breach of the Code of Ethics constitutes grounds for disciplinary action under Clause 12 or under any national complaints and disciplinary framework approved by the Board.	Replaced with: A breach of the Code of Ethics constitutes grounds for disciplinary action under clause 14 or under any national complaints and disciplinary framework approved by the Board.	To correct the cross-reference to the disciplinary provisions, note that Clause 12 addresses ceasing to be a Member, while Clause 14 addresses disciplining Members.
14.6	New Clause	Inserted: The Board may, by resolution, suspend a Member's membership where it reasonably considers that suspension is necessary to protect consumers, the reputation or interests of the Company, the integrity of the Professional Standards Scheme, the standing of the profession or the public interest. A suspension under this clause is an administrative and protective action only and does not constitute a finding that the Member has engaged in misconduct or breached this Constitution, the Code of Ethics, any By-law or any law.	To give the Board an express power to impose an administrative and protective suspension where continued membership rights may create an unacceptable risk, without making a finding of misconduct.
14.7 (a) – (f)	New Clause	Inserted: Without limiting clause 14.6, the Board may suspend a Member where: (a) criminal proceedings have been commenced against the Member for an offence that, if proven, may adversely affect the Member's professional standing, suitability for membership or the reputation of the Company; (b) regulatory, disciplinary or enforcement proceedings have been commenced by a government regulator, statutory authority or professional body involving allegations of serious professional misconduct or conduct relevant to the Member's suitability for membership; (c) any licence, registration, accreditation or other authority required by the Member to undertake strata management or related professional services has been suspended, cancelled or made subject to restrictions that the Board considers material;	To clearly establish the grounds for the Board's suspension authority and ensure that it is exercised based on specific circumstances and an objective reasonableness standard.

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		(d) the Member no longer meets a mandatory requirement of membership, including maintaining required professional indemnity insurance or satisfying a requirement necessary for participation in the Professional Standards Scheme; (e) the Board reasonably considers that the Member's continued exercise of membership rights while proceedings, investigations or other relevant circumstances remain unresolved may expose consumers, the Company, the Professional Standards Scheme or the profession to unacceptable risk; or (f) exceptional circumstances exist in which the Board reasonably considers that immediate action is necessary to protect the interests of the Company, consumers or the public.	
14.7 (g)	New Clause	Inserted: For the purposes of clauses 14.7(e) and 14.9, a risk is an "unacceptable risk" if the Board reasonably considers that the risk cannot adequately be managed by the imposition of conditions on the Member's membership, or by other measures short of suspension.	To ensure suspension is used proportionately and only where the risk cannot be adequately managed by conditions or other measures short of suspension.
14.8	New Clause	Inserted: Before suspending a Member under clause 14.6, a) notify the Member in writing of the proposed suspension and the reasons for it; b) provide the Member with a reasonable opportunity, being not less than ten (10) business days from the date of the notice, to make written submissions; and c) consider any submissions received before making its decision.	To provide procedural fairness by ensuring the Member is informed of the proposed suspension, given a reasonable opportunity to respond, and that their submissions are considered before a decision is made.
14.9	New Clause	Inserted: Despite clause 14.8, the Board may impose an immediate interim suspension where it reasonably considers that delaying the suspension would create an unacceptable risk to consumers, the Company, the Professional Standards Scheme, the profession or the public. Where an interim suspension is imposed:	To allow the Board to take immediate protective action where delay would create an unacceptable risk, while ensuring procedural fairness and preventing an interim suspension from remaining in place indefinitely without review

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		a) the Company must notify the Member in writing as soon as reasonably practicable of the suspension and the reasons for it; b) the Member must be given a reasonable opportunity to make written submissions; and c) the Board must reconsider the interim suspension as soon as reasonably practicable after receiving the Member's submissions or after the time allowed for submissions has expired. d) An interim suspension lapses twenty-eight (28) days after it takes effect unless, before that date, the Board resolves to confirm, vary or lift the suspension after considering any submissions received from the Member.	
14.10	New Clause	Inserted: A suspension remains in force until the earliest of: a) the Board resolving to lift or vary the suspension; b) the date specified by the Board in the suspension resolution; c) the conclusion of the relevant proceedings, investigation or circumstances and the Board reviewing the suspension; d) the Member ceasing to be eligible for membership; e) the Member resigning or otherwise ceasing to be a Member; or f) the suspension being replaced by a decision made under clause 14 or clause 15. g) The Board must review the suspension at intervals of no more than three (3) months and whenever there is a material change in the circumstances on which the suspension is based.	To ensure suspensions remain subject to regular review and do not continue longer than necessary where circumstances change.
14.11 (a)-(i)	New Clause	Inserted: During a period of suspension, the Member: a) remains a Member unless and until the Member ceases membership under clause 12 or is expelled under clause 15;	To clearly set out the rights and obligations that apply to a Member during a period of suspension.

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		b) must continue to comply with this Constitution, the By-laws and the Code of Ethics; c) must not exercise any voting rights; d) must not nominate a candidate for election, vote in an election or hold office as a Director, Office Bearer, committee member or other representative of the Company; e) must not represent or promote themselves as a current financial Member in good standing; f) must comply with any reasonable conditions imposed by the Board in connection with the suspension; and g) must comply with any lawful direction of the Board concerning the use of the Company's name, logo, membership certificate, membership badge, the Professional Standards Scheme limited liability disclosure or any other representation of membership or participation in the Professional Standards Scheme, subject to any requirement applying under the Professional Standards Act 1994 (NSW), the Professional Standards Regulation 2024 (NSW) or the applicable Professional Standards Scheme. h) remains liable to pay any membership fees, levies or other amounts that became due and payable before the date the suspension takes effect, but is not liable for membership fees for the period during which the Member's membership is suspended; i) Membership fees become payable again from the date when the suspension is lifted.	
14.12	New Clause	Inserted: The Company must give the Member written notice of the Board's decision, including: a) the reasons for the decision; b) the date the suspension takes effect; c) any conditions applying to the suspension; and d) when and how the suspension will be reviewed.	To ensure the Member is clearly informed of the suspension decision, the reasons for it and the arrangements for review.

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14.13	New Clause	Inserted: A suspension under this clause does not prevent the Company from commencing or continuing any investigation, complaint or disciplinary process under this Constitution, the Code of Ethics, the By-laws or any other applicable policy or framework. A suspension under this clause does not constitute a finding of misconduct and must not be treated as determining the outcome of any investigation, disciplinary process, regulatory proceeding or court proceeding. Nothing in this clause limits the power of a Panel to impose suspension as a disciplinary outcome under clause 14.3(d).	To clearly separate an administrative and protective suspension from disciplinary findings and preserve the Company's existing disciplinary processes.
15	Subject to the outcomes of a formal disciplinary process referred to in clause 14 as set out in the By-laws, the Board may resolve to expel a Member (herein referred to as Expulsion Resolution).	Subject to the outcomes of a formal disciplinary process referred to in clause 14, and any applicable By-laws, the Board may resolve to expel a Member (Expulsion Resolution).	To clarify that the Board may consider expulsion following a formal disciplinary process under clause 14, without making the operation of clause 15 dependent on the By-laws being in place.
18.1	A quorum for a General Meeting is ten (10) per cent of the number of Voting Members entitled to vote present in person or by proxy.	Replaced with: A quorum for a General Meeting for the purposes of transacting any business at that meeting (including items listed in clause 16.4) is ten (10) per cent of the number of Voting Members present in person or by proxy. Voting Members may only be counted in the quorum if clause 8.11 does not apply to them and their membership rights are not suspended.	To ensure that only Members entitled to exercise voting rights are counted when determining quorum.
18.2	New Clause	Inserted: Despite clause 18.1, a quorum for a resolution on which, under this Constitution, only Category 1 Voting Members are entitled to vote is ten (10) per cent of the Category 1 Voting Members entitled to vote being present in person or by proxy.	To provide an appropriate quorum for matters on which only Category 1 Voting Members are entitled to vote.
21.10	A Voting Member entitled to vote at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board.	Replaced with: A Voting Member entitled to vote on a resolution at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board.	To align direct voting with the Category 1 and Category 2 voting structure and ensure Members may only cast a direct vote on resolutions they are entitled to vote on.

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23.1 a)i)	Six PSM Directors who are Professional Strata Manager Members and elected by the Professional Strata Manager Members.	Replaced with: Six PSM Directors who are Professional Strata Manager Members and elected by Category 1 Voting Members.	To align the election of PSM Directors with the Category 1 Voting Member structure.
23.1a)ii)	Three Strata Services Directors who are elected by the Strata Services Members.	Replaced with: Three Strata Services Directors who are elected by Category 2 Voting Members	To clarify that Strata Services Directors are elected by Category 2 Voting Members, being Strata Services Practice Members, and not by any removed or non-voting Strata Services member class.
25.1 (e)(ii)	for Strata Services Directors, they must be an employee, owner, principal or director of a Strata Services Member.	Replaced with: for Strata Services Directors, they must be an employee, owner, principal or director of a Strata Services Practice Member.	To align the Director eligibility wording with the updated membership classes.
28.4 (d)	be endorsed and signed by two other Professional Strata Manager Members (in the case of nominations of candidates for election as a PSM Director) or two Strata Services Members (in the case of nominations of candidates for election as a Strata Services Director)	Replaced with: be endorsed and signed by two Category 1 Voting Members, in the case of nominations of candidates for election as PSM Directors, or two Category 2 Voting Members, in the case of nominations of candidates for election as Strata Services Directors;	To align the nomination process with the reinstated Category 1 and Category 2 voting structure.
28.5 (b)	Only Professional Strata Manager Members may vote in the ballot for the PSM Directors.	Replaced with: Only Category 1 Voting Members may vote in the ballot for the PSM Directors	To align the election of PSM Directors with the Category 1 Voting Member structure.
28.5 (c)	Only Strata Services Members may vote in the ballot for the Strata Services Directors.	Replaced with: Only Category 2 Voting Members may vote in the ballot for the Strata Services Directors	To align the election of Strata Services Directors with the Category 2 Voting Member structure and remove the reference to Strata Services Members.
30.1(m)	are a Strata Services Member and cease to be employed by or a director, principal or owner of the Strata Services Member at which they were employed or a director, principal or owner of the Strata Services Member at the time of appointment or election	Replaced with: are a Strata Services Director and cease to be employed by or a director, principal or owner of the Strata Services Practice Member at which they were employed or a director, principal or owner of at the time of appointment or election	To align the Director cessation provision with the updated membership classes and confirm it applies to Strata Services Directors connected to a Strata Services Practice Member

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30.1(n)	are a Strata Services Member who is an employee, director, principal or owner of a Strata Services Member and that Member ceases to be a Member	Replaced with: is a Strata Services Director who is an employee, director, principal or owner of a Strata Services Practice Member and that Strata Services Practice Member ceases to be a Member.	To remove references to the former Strata Services Member class and clarify that the provision applies where the relevant Strata Services Practice Member ceases membership.
30.1(o)	New Clause	Inserted: are a Member and have their membership suspended under clause 14 or are an employee, director, principal or owner of a Member and that Member's membership is suspended under clause 14	To ensure a Director ceases to hold office where the relevant membership is suspended under clause 14.
30.2	New Clause	Inserted: Where a Director ceases to hold office under clause 30.1(o) and the suspension is later lifted because the allegations or circumstances are not substantiated, the Board may, by unanimous resolution, reinstate that person as a Director for the remainder of the term they would otherwise have served.	To provide a mechanism for reinstatement where a Director has ceased office because of a suspension that is later lifted without the allegations or circumstances being substantiated.
32.1(c)	two Vice Presidents – one of whom must be a Professional Strata Manager Member and the other must be an employee, director, principal or owner of a Strata Services Member	Replaced with: two Vice Presidents – one of whom must be a Professional Strata Manager Member and the other must be an employee, director, principal or owner of a Strata Services Practice Member.	To align the Office Bearer eligibility wording with the updated membership classes.
44.2	New Clause	Inserted: A Strata Services Director is not entitled to vote on any Board resolution concerning a disciplinary matter relating to a Professional Strata Manager Member.	To address the Professional Standards Scheme governance requirement that Strata Services Directors must not vote on disciplinary matters relating to Professional Strata Manager Members.
44.3	New Clause	Inserted: A Strata Services Director is not entitled to vote on any Board resolution concerning a change to the Code of Ethics.	To ensure decisions concerning changes to the Code of Ethics are determined by Directors representing the professional strata management membership.
55	Transitional arrangements dealing with previous membership classifications, Chapter arrangements, Strata Owners, the 2024 AGM transition and Board rotation arrangements.	Deleted clause 55 in full	Remove outdated transitional provisions and outdated references to previous membership and Chapter arrangements.

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