

**Constitution**  
**of**  
**Owners Corporation Network of Australia Limited**

**Adopted by Special Resolution on 30 November 2019**

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## Part 1 Preliminary

### 1. Objects and activities of OCN

- 1.1. Owners Corporation Network of Australia Limited ('OCN') is an organisation of residential lot owners of residential and predominantly residential strata title, unit title, community title and company title apartments, townhouses and villas helping other members of that community—people who have experience in communal living; who have confronted many of its inherent problems; and who have evolved strategies for dealing with the problems that the rapid growth in apartment, townhouse and villa living inevitably brings. OCN's expertise is based not only on knowledge and experience, but on empathy—there is an understanding of the emotional impact of communal living issues, as well as the legal, social and financial implications of living under a different set of rules to those that apply to free-standing homes.
- 1.2. OCN's membership comprises owners of residential and predominantly residential strata title, unit title, community title and company title properties in Australia, as well as those schemes and companies themselves. OCN's associate members comprise service providers and others with a close connection to the communal living community.
- 1.3. OCN's object is to advocate effectively on behalf of its members and to otherwise facilitate the ongoing improvement of living in and/or investing in residential strata title, unit title, community title and company title properties.
- 1.4. The principal activities of OCN are:
  - (a) to facilitate discussion forums for its members;
  - (b) to provide selected services to its members to assist them with living in a communal living environment;
  - (c) to lobby government on changes to legislation affecting residential strata title, unit title, community title and company title; and
  - (d) to educate its members and the public about matters of importance to communal living through its website, conferences and seminars.

### 2. Definitions

In this Constitution:

**Act** means the *Corporations Act 2001* (Cth).

**Board** means the duly appointed directors of OCN from time to time.

**Community Association** has the same meaning as in the *Community Land Development Act 1989* (NSW) or equivalent legislation in other States and Territories of Australia.

**Owners Corporation** means the statutory corporation consisting of the owners of the lots or units comprising a strata scheme, units plan or community titles scheme or the company that is the registered proprietor of a company title property.

**Unit** means a lot or unit within a predominantly residential strata scheme, community titles scheme, units plan or company title property that is designed predominantly to be used for human occupation as a residence.

### 3. Replaceable rules

The replaceable rules contained in the Act apply to OCN, except to the extent that they are displaced or modified (either expressly or by implication) by a provision of this Constitution.

## Part 2 Membership

### 4. Types of membership

There are four types of membership:

- (a) **Individual** – which is open to any owner or occupier of a Unit or owner of company title shares that confer the right of occupation of a Unit;
- (b) **Scheme** – which is open to any Owners Corporation, Body Corporate or Community Association of a predominantly residential strata scheme, community titles scheme, units plan or community scheme, or any company that is the registered proprietor of a company title property used predominantly for human occupation as a residence;
- (c) **Associate** – which may be conferred by OCN on:
  - (i) a service provider that specialises in supplying goods or services to Owners Corporations;
  - (ii) a natural person who has a close connection with the objects and activities of OCN but who does not qualify for individual membership;
  - (iii) a former individual member who has made a substantial contribution to OCN but who no longer qualifies for individual membership; and
- (d) **Honorary Life** – which may be conferred by OCN on a person who has made an exceptional contribution to OCN.

### 5. Becoming a member

- 5.1. An application for individual or scheme membership of OCN must be made in writing in a form approved by the Board from time to time and accompanied by payment of the joining fee referred to in clause 11.1.

- 5.2. At the next Board meeting to be held after an application for membership has been submitted, the Board must determine whether to approve or to reject the application.
- 5.3. After the Board has determined an application for membership, the company secretary must:
- (a) cause the applicant to be notified in writing whether the Board approved or rejected the application; and
  - (b) if the Board approved the application, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of OCN; or
  - (c) if the Board rejected the application, promptly refund the joining fee to the applicant.
- 5.4. The Board may invite a person who satisfies the criteria in clause 4(c) to become an associate member of OCN by consenting in writing to be an associate member and paying within 28 days the sum payable under this Constitution as joining fee.
- 5.5. The company secretary must, on receipt of an invitee's consent to be an associate member and payment of the joining fee referred to in clause 5.4 within the period referred to in that clause, enter the invitee's name in the register of members and, on the name being so entered, the applicant becomes an associate member of OCN.
- 5.6. The Board may nominate a person for Honorary Life membership, which if approved by OCN at a general meeting takes effect on the nominee accepting such membership in writing and the nominee's name being entered in the register of members.

## **6. Representatives of scheme members and associate members**

- 6.1. A scheme member may nominate in writing a maximum of two representatives to exercise the scheme member's right to attend meetings and to vote, and such other membership rights as the Board may determine from time to time.
- 6.2. An associate member may nominate in writing a maximum of two representatives to exercise the associate member's right to attend meetings, and such other membership rights as the Board may determine from time to time.

## **7. Cessation of membership**

- 7.1. A person ceases to be a member of OCN if the member:
- (a) dies, is wound up, deregistered or otherwise ceases to exist;
  - (b) resigns his, her or its membership in accordance with clause 9;

- (c) has his, her or its membership of OCN terminated by the Board under clause 13.3(a); or
- (d) has not paid all fees and subscriptions owing within 60 days after the due date.

7.2. If a member of OCN ceases to be a member, the company secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8. Membership entitlements not transferable**

A right, privilege or obligation that a person has by reason of being a member of OCN:

- (a) is not capable of being transferred or transmitted to another person or corporation; and
- (b) terminates on cessation of the person's membership.

## **9. Resignation of membership**

9.1. A member of OCN may not resign his, her or its membership except in accordance with this clause.

9.2. A member of OCN who has paid all amounts payable in respect of the member's membership may resign from membership of OCN by giving to the company secretary written notice of at least one month (or such other period as the Board may determine from time to time) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

## **10. Register of members**

The company secretary must establish and maintain a register of members of OCN that complies with the requirements of the Act.

## **11. Fees and annual subscriptions**

11.1. An individual, scheme or associate member of OCN must pay membership joining and membership renewal fees in accordance with a fee structure determined by the Board from time to time.

11.2. There is no joining fee or annual subscription payable by an honorary life member.

## **12. Members' Guarantee**

Each individual, scheme, associate and honorary life member guarantees that he, she or it will contribute towards the payment of the debts and liabilities of OCN or the costs, charges and expenses of the winding up of OCN up to a limit of \$50.

### **13. Disciplining of members**

- 13.1. A complaint may be made to the Board by any member that another member, or nominated representative of a scheme member or associate member, of OCN:
- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution or any code of conduct that has been approved by the Board from time to time; or
  - (b) has acted in a manner prejudicial to the interests of OCN.
- 13.2. On receiving such a complaint, the Board:
- (a) must cause notice of the complaint to be served on the member or nominated representative concerned; and
  - (b) must give the member or nominated representative at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (c) must take into consideration any submissions made by the member or nominated representative in connection with the complaint.
- 13.3. After considering the complaint and any submissions made in connection with the complaint, if the Board considers that it is in the best interests of OCN, the Board may, by resolution:
- (a) terminate, or suspend for a specified period of time, a member's membership of OCN; or
  - (b) terminate, or suspend for a specified period of time, the nominated representative's rights under clause 6.
- 13.4. The Board must give written reasons for a decision made under clause 13.3(a) or 13.3(b).
- 13.5. If the Board terminates or suspends a member's membership, or a nominated representative's rights, under clause 13.3, the secretary must, within seven days after that action is taken, cause written notice to be given to the member or nominated representative of the action taken and of the reasons given by the Board for having taken that action.

## **Part 3 The Board**

### **14. Constitution and membership**

- 14.1. The Board consists of:
- (a) a minimum of five directors elected in accordance with clause 15, comprising:

- (i) the Chair;
  - (ii) the Vice-Chair;
  - (iii) the treasurer;
  - (iv) a director who is also the company secretary; and
  - (v) at least one further director, or such greater number as is determined by OCN in general meeting; and
- (b) up to two additional directors appointed by the Board in accordance with clause 16.1.

14.2. Each member of the Board holds office, subject to this Constitution, until the conclusion of the next annual general meeting following the date of the member's election or appointment, but is eligible for re-election or re-appointment.

## **15. Election of directors**

15.1. Nominations of candidates for election as a director of OCN:

- (a) may be made only in respect of a candidate who is an individual member of OCN or is a nominated representative of scheme member of OCN;
- (b) must be made in writing, signed by two members of OCN and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (c) must be delivered to the company secretary at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.

15.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

15.3. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

15.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

15.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

15.6. The ballot for the election of directors is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

## **16. Appointment of directors and casual vacancies**

- 16.1. The Board may by resolution appoint up to two additional directors, who may be non-members of OCN. In making such appointments, the Board must take into account the range of skills and contributions that the person could be expected to bring to OCN.
- 16.2. For the purposes of this Constitution, a casual vacancy in the membership of the Board occurs if a director:
- (a) dies;
  - (b) in the case of an elected director or a director appointed under clause 16.3, ceases to be a member of OCN or a nominated representative of a scheme member of OCN;
  - (c) who is a nominated representative of a scheme member of OCN, ceases to be a nominated representative of that scheme member and does not within 60 days become an individual member;
  - (d) becomes an insolvent under administration within the meaning of the Act;
  - (e) resigns office by notice in writing given to the company secretary;
  - (f) is removed from office under s 203D of the Act;
  - (g) becomes a mentally incapacitated person; or
  - (h) is absent without the consent of the Board from three consecutive meetings of the Board.
- 16.3. In the event of a casual vacancy occurring in the membership of the Board, the Board may by resolution appoint a member of OCN, or a nominated representative of a scheme member of OCN, to fill the vacancy.

## **17. Election of Chair, Vice-Chair, treasurer and company secretary**

- 17.1. At the first meeting of the Board to be held after each annual general meeting, the Board must elect from amongst its members:
- (a) a Chair;
  - (b) a Vice-Chair, who in the absence or unavailability of the Chair may exercise the powers of the Chair;
  - (c) a treasurer; and
  - (d) a company secretary.
- 17.2. The Board may at any time by resolution elect another director to replace the current holder of the office of Chair, Vice-Chair, treasurer or company secretary.



## **18. Company Secretary**

18.1. It is the duty of the company secretary to keep minutes of:

- (a) appointments of office-bearers under clause 17.1;
- (b) appointments of directors under clauses 16.1 and 16.3;
- (c) the names of members of the Board present at a Board meeting or a general meeting; and
- (d) proceedings at Board meetings and general meetings.

18.2. The company secretary must ensure that minutes of proceedings at a meeting, once approved, are signed by either the chair of that meeting or by the chair of the meeting at which the minutes were approved.

## **19. Treasurer**

19.1. It is the duty of the treasurer of OCN to ensure:

- (a) that all money due to OCN is collected and received and that all payments authorised by OCN are made; and
- (b) that correct books and accounts are kept showing the financial affairs of OCN, including full details of all receipts and expenditure connected with the activities of OCN.

## **20. Meetings and quorum**

20.1. The Board must meet at least three times in each period of 12 months at such place and time as the Board may determine.

20.2. Additional meetings of the Board may be convened by the Chair, Vice-Chair or company secretary.

20.3. Oral or written notice of a meeting of the Board must be given by the company secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

20.4. Notice of a meeting given under clause 20.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

20.5. Any three members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

20.6. No business is to be transacted by the Board unless a quorum is present and if, within half an hour after the time appointed for the meeting, a quorum is not

present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

20.7. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

20.8. At a meeting of the Board:

- (a) the Chair or, in the Chair's absence, the Vice-Chair is to preside; or
- (b) if the Chair and the Vice-Chair are absent or unwilling to act, such one of the remaining directors as may be chosen by the directors present at the meeting is to preside.

## **21. Powers of the Board**

The Board, subject to any resolution passed by OCN in general meeting:

- (a) is to control and manage the affairs of OCN; and
- (b) may exercise all such functions as may be exercised by OCN, other than those functions that are required by this Constitution or the Act to be exercised by a general meeting of members of OCN; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of OCN.
- (d) Name of the Organisation

The Board has the authority to change the trading name of the OCN providing two conditions are met:

- a) Members are given a reasonable opportunity to provide comment on any proposed new trading name before a new name is adopted.
- b) Where there is reasonable evidence that a change in trading name materially assists the organisation to achieve its primary objectives.

## **22. Delegation by Board to sub-committee**

22.1. The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members, and/or nominated representative or representatives of scheme members, of OCN as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or by any other law.

- 22.2. A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3. A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 22.4. Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 22.5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 22.6. The Board may, by instrument in writing, revoke wholly or in part any delegation under clause 22.1.
- 22.7. A sub-committee may meet and adjourn as it thinks proper.

### **23. Voting and decisions**

- 23.1. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 23.2. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 23.3. Subject to clause 20.5, the Board may act despite any vacancy on the Board.
- 23.4. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **Part 4 General meetings**

### **24. Annual general meetings – calling of and business at**

- 24.1. The annual general meeting of OCN is, subject to the Act, to be convened on such date and at such place and time as the Board thinks fit.
- 24.2. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting must include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any other general meeting held since that meeting;
- (b) to receive from the Board the reports that are required by s 317 of the Act;
- (c) to determine whether the number of further directors to be elected pursuant to clause 14.1(a)(v) is to be greater than one;
- (d) to elect the directors of OCN;
- (e) to appoint the auditor; and
- (f) to fix the auditor's remuneration.

## **25. Quorum**

Five members or nominated representatives of scheme members present in person (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

## **26. Presiding member**

26.1. The Chair or, in the Chair's absence, the Vice-Chair, is to preside at each general meeting of OCN.

26.2. If the Chair and the Vice-Chair are absent or unwilling to act, the members present must elect one of their number to preside at the meeting.

## **27. Adjournment**

27.1. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

27.2. If a general meeting is adjourned for 14 days or more, the company secretary must give written or oral notice of the adjourned meeting to each member of OCN stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

27.3. Except as provided in clauses 27.1 and 27.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. Making of decisions**

28.1. A question arising at a general meeting of OCN is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show

of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of OCN, is evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

28.2. At a general meeting of OCN, a poll may be demanded by the person presiding or by at least three members or nominated representatives of scheme members present in person or by proxy at the meeting.

28.3. If a poll is demanded at a general meeting, the poll must be taken;

- (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs;

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **29. Voting**

29.1. On any question arising at a general meeting of OCN:

- (a) an individual member has one vote;
- (b) each nominated representative of a scheme member has one vote;
- (c) an honorary life member has one vote; and
- (d) associate members may not vote.

29.2. All votes must be given personally or by proxy, but no member or nominated representative of a scheme member may hold more than five proxies.

29.3. In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.

29.4. An individual member or nominated representative of a scheme member, or their proxy, is not entitled to vote at any general meeting unless all money due and payable to OCN by the individual member or the scheme member respectively has been paid prior to the commencement of the general meeting.

## **Part 5 Miscellaneous**

### **30. Funds - receipt**

30.1. All money received by OCN must be deposited as soon as practicable and without deduction to the credit of OCN's bank account.

30.2. OCN must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **31. Funds – management**

31.1. Subject to any resolution passed by OCN in general meeting, the funds of OCN are to be used in pursuance of the objects and activities of OCN in such manner as the Board determines.

31.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two directors or employees of OCN, being directors or employees authorised to do so by the Board.

### **32. Distribution of profits**

32.1. OCN must not distribute any profits to its members.

32.2. In the event of OCN being wound up, any surplus assets remaining after the payment of OCN's liabilities must be transferred to another organisation in Australia that, in the Board's reasonable opinion, has objects similar to OCN.

### **33. Service of notices**

33.1. For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

33.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.