



people with disability

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PEOPLE WITH DISABILITY AUSTRALIA
INCORPORATED

CONSTITUTION

As amended 27 November 2010

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**PEOPLE WITH DISABILITY AUSTRALIA INCORPORATED
CONSTITUTION
As amended November 2010**

PART ONE: NAME, AIMS, OBJECTIVES

1. Name

The name of the Association shall be People with Disability Australia.

2. Affiliation

The Association may affiliate with any body having objects similar to its own.

3. Aims

The Association is an organisation of, and for, all people with disability, and has as its major aims empowerment and promotion of the rights of people with disability and the creation of a society in which people with disability can fully participate.

4. Objectives

The Association shall take all measures deemed necessary to achieve its aims, including:

- (a) Advocating on behalf of people with disability, particularly where their rights have been infringed;
- (b) Developing education programs and support services for people with disability to ensure they have equality of opportunity within the community;
- (c) Promoting access to proper and adequate representation of people with disability on all bodies which make decisions that affect their lives;
- (d) Encouraging the development and coordination of self-help groups of people with disability;
- (e) Providing information, advice and practical assistance to any person with disability whose personal circumstances require such services. The services shall not be limited to members of the Association;
- (f) Fostering communication and cooperation with other community organisations with similar aims;
- (g) All such things as are lawful and conducive to the attainment of the aims of the Association.

PART TWO: MEMBERSHIP

5. Membership qualifications

Any person who supports the Aims and Objectives of the Association shall be eligible for membership.

6. Application for membership

6.1 Every application for admission to membership of the Association:

(a) shall be in a form approved by the Board; and

(b) shall be addressed to the Secretary of the Association; and

(c) shall be accompanied by the appropriate fee for the class of membership.

6.2 As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board which shall determine whether to approve or to reject the application. In no case shall the Board be required to give any reason for the rejection of an application.

6.3 Where the Board determines to approve an application for membership, the Secretary shall ensure that, as soon as practicable after that determination, the applicant is notified of that approval. If the application for membership is not approved the membership fee shall be returned.

6.4 The Secretary shall ensure that, where an application is approved, the applicant's name is entered in the Register of Members, and when the name is entered, the applicant becomes a member of the Association.

6.5 The Secretary shall ensure that all new members are supplied with a copy of the Association's Constitution.

7. Register of members

7.1 The Public Officer of the Association shall establish and maintain a Register of Members of the Association specifying the name and address of each person (or organisation) who is a member of the Association together with the date on which the person (or organisation) became a member and the class of membership to which the member was admitted as well as any subsequent changes to the membership class for any member.

7.2 The Register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

8. Classes of membership

8.1 The Association will have three types of membership, namely, Full Membership, Associate Membership, and Life Membership.

Full Membership

- 8.2 There are two categories of Full Membership, namely:
- (a) Individual Full Membership; and
 - (b) Organisational Full Membership.
- 8.3 To be eligible for Full Membership:
- (a) An individual must be a person with disability over the age of 18 years and resident in Australia;
 - (b) An organisation must be an incorporated organisation within Australia whose governing body has a membership of not less than seventy-five percent (75%) of people with disability.
- 8.4 Each Full Member of the Association has the following rights:
- (a) to receive notice of, attend and vote at general meetings of the Association;
 - (b) to be eligible for election or appointment to the Board (subject to clause 8.5);
 - (c) to nominate (or second or endorse) eligible individuals for election to the Board, and
 - (d) to receive information about the Association's activities.
- 8.5 An Organisational Full member is not eligible for election or appointment to the Board. However, the delegate of an Organisational Full Member who has disability, is over the age of eighteen years, is resident in Australia, and is also an individual full member of the Association is eligible for election or appointment to the Board.

An employee of the Association shall not be eligible to nominate for the Board or President until a period of one year has lapsed since their employment ceased.

Organisational Members (Full and Associate)

- 8.6 Each Organisational Member must appoint up to two delegates to exercise its membership rights.
- 8.7 The delegate of an Organisational Full Member may:
- (a) attend and participate in the general meetings of the Association;
 - (b) exercise one vote on each motion before a general meeting of the Association;

- (c) nominate (or second or endorse) an eligible individual for election to the Board; and
 - (d) be elected or appointed to the Board (subject to clause 8.5).
- 8.8 The delegate of an Organisational Associate Member may:
- (a) receive notice of and attend general meetings of the Association;
 - (b) address general meetings of the Association if granted leave to do so by the person chairing the meeting; and
 - (c) receive information about the Association's activities.
- 8.9 An Organisational Member is responsible for any statement, action taken, or decision made on its behalf by its delegate.
- 8.10 An Organisational Member must provide the Board with the name and address of its delegate. This notice must be submitted by the Organisational Member's Secretary, Public Officer, or equivalent in a form approved by the Board.
- 8.11 An Organisational Member may at any time change its delegate by notification to the Secretary of the Association in a form approved by the Board. The member must also advise its delegate of the change.

Associate Membership

- 8.12 There are two categories of Associate Membership, namely:
- (a) Individual Associate Membership;
 - (b) Organisational Associate Membership.
- 8.13 Each Associate Member has the right to:
- (a) receive notice of and attend at general meetings of the Association;
 - (b) address general meetings of the Association if granted leave to do so by the person chairing the meeting; and
 - (c) receive information about the Association's activities.

An Associate member is not entitled to vote at Association meetings or to hold a position on the Board.

Life membership

- 8.14 Life Membership may, by a resolution at a general meeting, be awarded to any person who has made a significant contribution to the advancement of the objectives of the Association.

8.15 A person who is a current Individual Full Member will retain his or her voting rights if appointed a Life member. All other Life Members do not have the right to vote at meetings of the Association.

9. Cessation of membership

A person ceases to be a member of the Association, if the person:

- (a) dies (or, in the case of an organisational member is wound up or has its incorporation cancelled or otherwise ended);
- (b) resigns that membership;
- (c) is expelled from the Association.

10. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

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

11. Resignation of membership

11.1 A member of the Association who has paid all amounts payable by the member to the Association in respect of membership may resign from membership by notice in a form approved by the Board to the Secretary.

11.2 The notice shall be referred as soon as practicable to the Board and acceptance of the resignation shall be confirmed in a form approved by the Board by the Secretary and the date on which the member ceases to be a member shall be entered in the Register of Members.

12. Fees, subscriptions, etc.

12.1 Each member of the Association shall pay to the Association an annual fee set by the Board appropriate to their class of membership and payable annually on a date set by the Board.

12.2 Fees, once fixed for each class of membership, shall remain in force for twelve (12) months.

12.3 Where the Board is satisfied that the imposition of the designated membership fee would constitute a personal hardship for any individual, the Board shall have the power to reduce or waive the payment of the membership fee.

12.4 In the case of a newly admitted member the full annual membership fee is due upon becoming a member and will cover membership until the end of the financial year.

12.5 Life members are exempt from the payment of membership fees.

13. Members' liabilities

The liability of a member of the Association to contribute towards the payment of debts and liabilities of the Association shall be limited to the amount, if any, of that member's unpaid membership fees.

14. Disciplining of members/right of appeal of disciplined member

14.1 Where the Board is of the opinion that a member:

- (a) has persistently refused or neglected to comply with a provision of these rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Board may, by resolution:

- (c) expel the member from the Association; or
- (d) suspend the member from such rights and privileges of membership of the Association as the Board may determine for a period specified by the Board.

14.2 The Board cannot consider a resolution to expel or suspend the membership rights or privileges of a member unless the member the subject of the resolution has received at least fourteen (14) days written notice from the Secretary of the resolution. The notice shall set out the resolution, the grounds on which it is based and the date, place and time of the meeting at which the resolution is to be considered.

14.3 The member shall have the right to attend the meeting at which the resolution is to be considered and to submit to the Board at or prior to the meeting written representations relating to the resolution.

14.4 At the meeting which considers the resolution the Board shall, prior to considering the resolution:

- (a) give the member referred to in the resolution the opportunity to make an oral representation or have a representation made on the member's behalf by an advocate (but not a legal practitioner); and
- (b) give consideration to any written representation submitted to the Board by the member at or prior to the meeting.

14.5 Where the Board passes a resolution to expel or suspend the rights and privileges of a member the Secretary shall, within seven (7) days of the meeting, by written notice, inform the member of the decision and the member's right of appeal.

- 14.6 Any member wishing to appeal against a decision of the Board made under sub-paragraph 14.1 may do so by lodging a written notice with the Secretary to that effect within seven (7) days of the date of the notice sent by the Secretary pursuant to sub-paragraph 14.5.
- 14.7 Upon receipt of notice of appeal the Secretary shall notify the Board which shall convene a General Meeting of the Association to be held not less than seven (7) days and not more than twenty-one (21) days after the date on which the Secretary received the notice.
- 14.8 The meeting convened under sub-paragraph 14.7 shall only consider the appeal.
- 14.9 The Board and the member shall be given the opportunity at the meeting to make representations in relation to the appeal.

PART 3: THE BOARD

15. Powers of the Board

The Committee shall be called the Board and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association at a General Meeting:

- (a) shall have the 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 the Association;
- (b) shall determine the policies of the Association, after consultation with the membership;
- (c) shall approve the annual financial budget of the Association;
- (d) may exercise all functions of the Association other than those functions that are required to be exercised by a General Meeting of Members; and
- (e) shall receive, consider and, where necessary, support and/or act upon reports of various subcommittees, task forces and affiliated bodies of the Association.

16. Membership of Board

- 16.1 The Board shall consist of eleven (11) members of the Association, including the Office Bearers and seven (7) ordinary members.
- 16.2 At least two (2) members of the board are to be from Australian states or territories other than New South Wales.
- 16.3 The Office Bearers of the Association shall be:
- (a) the President;

- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer.

16.3 The Board shall, at its first meeting following the Annual General Meeting, appoint from amongst its members the Office Bearers of the Association except the President who shall be elected from a vote of the membership entitled to vote.

17. Co-option

17.1 The Board can co-opt from time to time:

- (a) any individual (who qualifies for membership);
- (b) any representative of an Organisation (if the Organisation qualifies for Organisational membership)

as an adviser in a particular area, provided the number of persons co-opted does not exceed four (4) at any one time.

17.2 Any person co-opted under clause 17.1 of this Constitution:

- (a) will attend Board meetings when requested by the Board; and
- (b) shall be entitled to address such meetings by leave of the Chair, but shall not be entitled to vote at such meetings; and
- (c) will make a report to the Board.

17.3 The term of any person co-opted under clause 17.1 of this Constitution shall be until the next Annual General Meeting or such shorter time as is determined by the Board. A person who has previously been co-opted is eligible to be co-opted again by the incoming Board.

18. Election of the Board

18.1 The President will be elected by postal ballot of the voting membership of the Association, for a term of two (2) years, in accordance with Part 5 of this Constitution.

18.2 The Board, with the exception of the President, shall be elected by postal ballot of the voting membership of the Association, for a term of two (2) years, in accordance with Part 5 of this Constitution, with a half-Board election annually.

19. Duties of Office Bearers – Secretary

19.1 The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of her/his address.

19.2 It is the duty of the Secretary to ensure that proper minutes are kept of:

- (a) all appointments of Office Bearers and members of the Board;
- (b) the names of members of the Board present at a Board meeting or a General Meeting; and
- (c) all proceedings at Board Meetings and General Meetings.

19.3 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

20. Duties of Office Bearers – Treasurer

It is the duty of the Treasurer of the Association to ensure that:

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

21. Reasonable adjustment

Any member of the Association who is elected to the Board and who requires reasonable adjustment to enable them to properly discharge their duties as a member of the Board shall have the reasonable costs of such adjustment met by the Association.

22. Advocates

22.1 Any member who wishes to be assisted at meetings of the Association by another person, may appoint that person as his/her advocate.

22.2 An advocate may assist a member to understand the proceedings of the meeting and if required by the member, may speak on the members behalf.

22.3 An advocate may only act for a member when that member is present in person.

22.4 At all times, the actions of an advocate shall be recorded as those of the member on whose behalf the advocate speaks.

22.5 A member wishing to appoint an advocate shall do so by informing the Secretary in a form approved by the Board not less than one (1) hour before a meeting at which the advocate is to act.

22.6 Once appointed, an advocate shall be authorised to act until his/her delegation is withdrawn by the member.

22.7 A member may revoke the appointment of his/her advocate at any time.

22.8 Staff of the Association and other Board members shall not act as advocates.

23. Casual vacancies

23.1 A casual vacancy to the office of a member of the Board occurs if the Board member:

- (a) dies;
- (b) ceases to be a Full Member (or the delegate of an Organisational Full Member) of the Association;
- (c) becomes bankrupt or makes any arrangement or composition with creditors generally;
- (d) resigns office by notice in writing to the Secretary;
- (e) is removed from office under clause 24 of this Constitution;
- (f) is absent without the consent of the Board from all meetings held during a period of three (3) months;
- (g) holds any office of profit under the Association; or
- (h) is directly or indirectly interested in any contract or proposed contract with the Association;
- (i) The President and any other Board member may only be absent for four consecutive months with Board approval. At the end of the four-month continuous absence of the President an election is to be called. For a Board member the Board is free to co-opt into that vacancy if they wish.

23.2 In the event of a casual vacancy occurring in the office of President the Vice-President will assume the office until a new President is elected. An election to fill a casual vacancy in the office of President shall be held not more than three (3) months from the date on which the vacancy was created. A President so elected, shall hold office for the period of the unexpired term.

23.3 In the event of a casual vacancy occurring in the office of Board member, a full member of the Association may be co-opted to fill the vacancy for the unexpired term of the member they are replacing.

24. Removal of member

24.1 The Association in a General Meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office.

24.2 A Board member to whom a proposed resolution of removal relates has the right to make a statement in a form approved by the Board concerning the proposal and to have it:

- (a) circulated to members of the Association; or
- (b) read out at the meeting at which the resolution is considered;

by providing the statement to the Secretary or President and requesting that it be either circulated or read out. If the statement is not delivered in sufficient time to allow for it to be circulated prior to the meeting then it shall be read out at the meeting.

25. Meetings and quorum

- 25.1 The Board shall meet for the despatch of business, adjourn and otherwise appoint and regulate its meetings as it thinks fit, provided that no more than eight (8) weeks elapse between meetings.
- 25.2 The President or, in the President's absence, the Vice-President, shall preside, as Chairperson at each Board meeting.
- 25.3 If the President or Vice-President are absent from a Board meeting or are unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 25.4 Additional meetings of the Board may be convened by:
 - (a) any Office Bearer;
 - (b) any three (3) members of the Board.
- 25.5 A quorum of the Board shall consist of a simple majority of Board members entitled to vote.
- 25.6 No business shall be transacted at a meeting unless a quorum is present and if within thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same time and place of the same day in the following week.
- 25.7 If at the so adjourned meeting, a quorum is not present then those members attending shall be deemed to be a quorum provided the number of such members is not less than a simple third (33%) of the members entitled to vote.
- 25.8 The Secretary shall give at least fourteen (14) days notice in writing of ordinary meetings to members of the Board specifying the place, the day and the hour of the meeting and the general nature of business to be dealt with at the meeting.
- 25.9 Extraordinary meetings of the Board are subject to the conditions of this clause with the exceptions that only forty-eight (48) hours notice is required and this may be in writing, or by telephone or facsimile machine.

26. Delegation by the Board to sub-committee

- 26.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association 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 another law.
- 26.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains in force, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances as may be specified in the instrument of delegation.
- 26.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 26.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 26.7 A sub-committee may meet and adjourn as it thinks proper, and shall report back in writing, on a regular basis to the Board.

27. Voting and decisions

- 27.1 Voting on all questions shall be on the voices and/or 'show of hands' unless a ballot is demanded by any Board Member.
- 27.2 Questions arising at any meeting of the Board shall be decided by a majority of votes of those present other than the Chairperson of the meeting. A determination by a majority of members of the Board other than the Chairperson of the meeting shall for all purposes be a determination of the Board. In cases of an equality of votes the Chairperson of the meeting shall have a casting vote. The Chairperson of the meeting shall not have a deliberative vote.
- 27.3 Subject to clause 25.5 of this Constitution, the Board may act notwithstanding any vacancy on the Board.
- 27.4 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 notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

28. In camera meetings

The Board may, by resolution, agree to conduct all or part of a meeting in camera. Only members of the Board may attend a meeting or part of a to be held in camera.

PART 4: GENERAL MEETINGS

29. Annual General Meetings – Holding of

The Association shall, at least once each calendar year and within five (5) months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.

30. Annual General Meetings – Calling of and business at

30.1 The Annual General Meeting of the Association shall be convened on such date and at such place and time as the Board decides, subject to clause 29 of this Constitution.

30.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting(s) held since that meeting;
- (b) to receive from the Board reports upon the activities of the Association during the last preceding financial year;
- (c) to receive and consider the report of the Returning Officer;
- (d) to appoint the Public Officer;
- (e) to receive and consider the financial statement which is required to be submitted to members under section 26 (6) of the Act;
- (f) to set the membership fees of the Association;
- (g) any other business of which due notice has been given.

31. Special General Meetings – Calling of

31.1 The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

31.2 The Board shall convene a Special General Meeting of the Association, on the requisition in writing from five percent (5%) or twenty (20) members, whichever is the lesser.

- 31.3 The requisition for a Special General Meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the Secretary;
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 31.4 If the Board fails to convene a Special General Meeting, to be held within two (2) months after the date on which a requisition for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- 31.5 A Special General Meeting convened as in clause 31.4 of this Constitution, shall be convened as nearly as possible in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

32. Notice

- 32.1 The Secretary shall, at least twenty-one (21) days before the date fixed for holding of a general meeting, cause to be sent by pre-paid post to each member, at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 32.2 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to clause 30.2 of this Constitution.
- 32.3 A member desiring to bring business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.

33. Quorum – General meetings

- 33.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.
- 33.2 Thirty (30) members present in person (being members entitled to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.

- 33.3 If within thirty (30) minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon a requisition of members shall be dissolved, and in any other case shall stand adjourned to the same day of the following week at the same time and (unless another place is specified at the time of adjournment by the Chairperson or communicated in writing to members before the date to which the meeting is adjourned) at the same place.
- 33.4 If at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, members present (being not less than 10) shall constitute a quorum.

34. Presiding member

- 34.1 The President or, in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- 34.2 If the President or Vice-President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

35. Adjournment

- 35.1 The Chairperson of 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 35.2 Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 35.3 Except as provided in clauses 35.1 and 35.2 of this Constitution, 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.

36. Making of decisions

- 36.1 A question arising at a general meeting of the Association shall be determined on voices and/or 'show of hands' and unless before or on declaration of the determination a poll is demanded. A declaration by the Chairperson that a resolution has, on voices or '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 the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 36.2 At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than three (3) members present in person or by proxy at the meeting.

36.3 Where the poll is demanded at a general meeting the poll shall be taken:

- (a) immediately, in the case of a poll which relates to the election of the Chairperson of 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 Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

37. Special resolution

A resolution of the Association is a special resolution if it is passed by a majority of not less than three-quarters (75%) of such members of the Association entitled to vote, who vote in person or by proxy at a general meeting of which written notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.

38. Voting

- 38.1 Upon any question arising at a general meeting of the Association a member has one vote only, or in the case of Organisational Members two votes.
- 38.2 All votes shall be given personally or by proxy but no member may hold more than five (5) proxies other than the Chairperson of that meeting.
- 38.3 In the case of an equality of votes on question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

39. Appointment of proxies

- 39.1 Each member shall be entitled to appoint another Individual Full Member (or the delegate of an Organisational Full Member) as a proxy by notice in writing (or other manner approved by the Board) given to the Secretary not later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 39.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to this Constitution.
- 39.3 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.
- 39.4 A proxy vote shall only be counted in respect of procedural motions and business of which due notice has been given. Such motions shall appear in writing on a proxy form set out in Appendix 1 to this Constitution.
- 39.5 If the delegate of an Organisational Full Member is appointed as a proxy:

- (a) the delegate must vote in accordance with any instructions given on the proxy form; and
- (b) the Organisational Full Member who appointed the delegate must have paid any outstanding membership fees before the delegate can exercise the proxy vote.

40. Minutes

- 40.1 The Board shall cause minutes to be made of all Board meetings and general meetings of the Association. Such minutes shall record:
- (a) all appointments of Office Bearers and Board members;
 - (b) the names of all people present at such meetings;
 - (c) the resolutions of all such meetings.
- 40.2 Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

PART 5: ELECTIONS

41. Elections

- 41.1 Each year the Board shall appoint by resolution a Returning Officer who shall have no conflict of interest in relation to the election. The Returning Officer must be supplied with a copy of the Association's Constitution.
- 41.2 The Returning Officer shall supply each member entitled to vote with nomination forms for the positions to be elected. Such nomination forms shall state:
- (a) that only financial Individual Full Members, delegates of Organisational Full Members (subject to clause 8.5), and Life Members with voting rights, are eligible to be nominated;
 - (b) the closing time for nominations, and that nominations will not be received by the Returning Officer after the closing time;
 - (c) that a nomination will not be valid unless a signed consent of the nominee is received by the Returning Officer before closing time for nominations.
- 41.3 Each year the Board shall appoint two (2) independent people to assist those who request assistance with their nomination and/or their voting forms.

42. Nomination of candidates

- 42.1 Nominations of Candidates for election as:
- (a) Director – shall be made in writing (or other manner approved by the Board) signed by two (2) financial Full Members (or delegates of financial Full Members), and/or Life Members with voting rights, and be accepted in writing (or other manner approved by the Board) by the nominee;

- (b) President – shall carry the written endorsement (or other manner approved by the Board) of at least three (3) financial Full Members (or delegates of financial Full Members) and/or Life Members with voting rights, and be accepted in writing (or other manner approved by the Board) by the nominee.
- 42.2 A person may be nominated for both President and Board member, but if the candidate is successful in both then the candidate must withdraw from the Board ballot with the position going to the person with the next highest number of votes.
- 42.3 Nominations of candidates for election as President and Director shall be called by the Returning Officer by notice in writing and other accessible formats to each member not less than eight (8) weeks before the date fixed for the holding of the Annual General Meeting. Nominations shall close with the Returning Officer not less than fourteen (14) days after the date of posting of the notice calling for nominations.
- 42.4 If no more than the number of nominations required to fill a vacancy/vacancies are received, the Returning Officer shall declare the nominee/nominees elected unopposed and shall certify to the President the names of the candidate/candidates so elected.
- 42.5 If the number of nominations received exceeds the number of vacancies to be filled a postal ballot shall be held.
- 42.6 The Returning Officer shall prepare or cause to be prepared a sufficient number of ballot papers, for each vacancy, on which shall appear the names of the candidates, the order of which will be decided by a ballot.
- 42.7 Voters shall be given a minimum of fourteen (14) days after posting, to return the ballot paper/papers.
- 42.8 The method of voting shall be optional preferential and on the ballot paper for:
- (a) President – the voter shall record their preference by marking the number one (1) against his/her first choice;
 - (b) Director – the voter shall record his/her preference by marking the numbers one (1) to five (5) against his/her choice.
- 42.9 Each ballot paper shall be returned duly completed to the Returning Officer by the date notified, and no member shall mark a ballot paper in such manner to disclose voter's identity. The non-receipt of a ballot paper by a member entitled to vote, or the non-return of a ballot paper, or the return of a ballot paper improperly filled in or not enclosed in a sealed envelope shall not invalidate the ballot.
- 42.10

- (a) Votes shall be counted at the Association's principal place of administration according to the procedure used by the State Electoral Office with regard to the optional preferential method.
- (b) Each candidate is entitled to have a scrutineer present at the counting of the ballot.
- (c) Notwithstanding anything to the contrary in this Part, the ballot paper shall not be treated as informal or be rejected or disallowed at the scrutiny if, in the opinion of the Returning Officer, the voter's intention is clearly indicated on the ballot paper.

42.11 In the event of two or more candidates for the same vacancy, receiving the same number of votes, and one or more of them having to be excluded, the Returning Officer shall decide by the drawing of lots which of them shall be so excluded.

42.12

- (a) Upon completion of the count of the ballot, the Returning Officer shall forthwith declare the result of the ballot.
- (b) The candidates declared elected, shall assume office as from the date of the General Meeting at which the declaration of the result of the ballot is made.

42.13 If an informality should occur in the conduct or part of an election and in the opinion of the Returning Officer or members at the General Meeting where the result is declared, such informality will affect the result of the election, then such part of the election shall be held again forthwith. Any person holding an office immediately prior to an election and such office is subject to a new ballot, that person shall remain in office until his/her successor is duly elected.

43. Term of office

43.1 President

The President when elected, shall hold office for two (2) years. No member shall hold the office of President for more than two (2) consecutive terms.

43.2 Board Members

Board members shall hold office for two (2) years. No Board member shall hold office for more than two (2) consecutive terms.

44. Staff

The Association shall appoint such staff as are appropriate to carry out the objectives of the Association. These staff are accountable to the Board through the President.

PART 6: MISCELLANEOUS

45. Property and income

45.1 Property

All property of the Association shall be held in name of the Association and be used according to the objects and procedures laid down in this Constitution.

45.2 Income

All monies received or collected from any person or persons for the purpose of the Association by any officer or member of the Association, shall immediately upon such receipt or collection become the property of the Association and shall be handed over to the Treasurer, or the Treasurer's nominated delegate, who shall promptly issue a receipt and deposit the monies in the account(s) of the Association.

45.3 Non Assignable Interest

No member shall, by reason of his/her membership, have any transmissible or assignable interest by operation of law or otherwise in the property of the Association.

45.4 Appointment to Salaried Office

No member of the Board shall be appointed to any salaried office of the Association, or to any office paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Association to any member except, repayment of out of pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for money lent to the Association, and reasonable and proper rent for premises let to the Association.

46. Authorisation of accounts

The Board shall approve the annual budget which is reviewed six-monthly and management will be responsible for ensuring payments are made within budget. The Financial Management policy will detail the delegations which shall guide how particular office bearers and staff within the organisation will authorise payments and how payments shall be made in accordance with current financial accounting standards.

47. Common Seal

47. 1 The Common Seal of the Association shall be kept in custody or under the supervision of the Secretary.

47.2 The Common Seal shall not be affixed to any instruments except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Board.

48. Financial records and audit

- 48.1 The financial year shall end on the 30th June and a properly audited balance sheet and report shall be submitted by the Treasurer to the Association. The books and accounts of the Association shall be certified by a public accountant.
- 48.2 Except as otherwise provided in this Constitution, the Secretary shall keep under her or his supervision, all books, documents, securities, addresses of members and other records of the Association.
- 48.3 Each member has the right to inspect the Association's financial and other records. The Board may restrict the manner and times at which such inspections may take place. The Board may also limit or prohibit access to documents that contain private or confidential information.
- 48.4
- (a) The auditor(s) shall be elected at the Annual General Meeting. They shall examine all accounts, vouchers, receipt books etc. and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
 - (b) An auditor shall not be a member, or closely related to any member of the Board or an employee of the Association.
 - (c) Subject to paragraph (d) hereof, notice of the intention to nominate an auditor shall be given to the Secretary at least twenty-one (21) days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditor at least seven (7) days before the Annual General Meeting. The current auditor shall be entitled to attend the Annual General Meeting and, if he/she so wishes, be heard at such Annual General Meeting.
 - (d) Where the current auditor submits his/her resignation, or notifies the Secretary of this intention not to seek re-election as auditor, paragraph (c) hereof shall not apply.

49. Rules and regulations

The Board may make rules and regulations on all matters pertaining to their meetings, the administration of the Association, the form of application for membership, the form of proxy, the use and care of property. All rules and regulations made by the Board shall be binding upon members until repealed by the Board or set aside.

50. Indemnity

- 50.1 Every Board member and other officer or servant or auditor of the Association shall be indemnified by the Association against liability incurred in the course of his/her duties, and it shall be the duty of the Association out of funds of the Organisation, to pay all costs, losses and expenses which any

such officer or servant may incur or become liable to by reason of any contract entered into or act or things done by him/her as such officer or servant or in any way in the discharge of his/her duties including travelling expenses.

- 50.2 No Board member, or other officer or servant or auditor of the Association shall be liable for the acts, receipts, neglects or defaults of any other officer, or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Association, through the property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any insolvency or tortious act of any person with whom any money, securities, or error of judgement, omission, default or oversight on his/her part or for any other loss damage or misfortune whatever, which may happen in the execution of the duties of his/her office or in relation thereto, unless the same happens through his/her own wilful act, neglect, default or dishonesty.

51. Dissolution

- 51.1 The Association may be voluntarily wound up or have its incorporation cancelled if it resolves to do so by a special resolution of those members present at a Special General Meeting called for that purpose.
- 51.2 In the event of the Association being wound up or having its incorporation cancelled, any surplus assets remaining after the payment of the Association's liabilities must be transferred to some other institution(s) or fund(s) in Australia with similar objects and which is a public benevolent institution for the purposes of any Commonwealth taxation Act.

52. Amendment of Constitution

This Constitution may be amended by a special resolution of members passed at any Annual General Meeting at which twenty-one (21) days written notice of the proposed amendment shall have been given, or at a Special General Meeting convened for such purposes.

53. Disputes

In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or between a member and the Board, the following procedure shall apply:

- (a) Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation;
- (b) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation;

- (c) In the event that no person can be agreed upon to mediate the dispute it must be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act, 1983*.

54. Alternatives to writing

A requirement in this Constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other manner that is approved by the Board.

Appendix 1: Form of appointment of proxy

PEOPLE WITH DISABILITY AUSTRALIA INCORPORATED FORM OF APPOINTMENT OF PROXY (Rule 39)

I, of
(Name) (Address)

being a full financial member or delegate of a full financial member of People with Disability Australia Incorporated hereby appoint:

..... of
(Name of proxy) (Address)

being a full financial member of People with Disability Australia Incorporated, as my proxy to vote for me on my behalf at the Annual General Meeting of the Association to be held on [date] and at any adjournment of that meeting.

My proxy is authorised to vote:

as he or she thinks fit

in favour of / against the following resolution(s) as follows:

Circle Instruction

In favour/Against Motion:

.....
Signature of member appointing proxy

.....
Signature of proxy

Date:.....

Date: