

## THE PARAPLEGIC AND QUADRIPLÉGIC ASSOCIATION OF S.A. INC.

### CONSTITUTION

#### 1. NAME

The name of the Association shall be The Paraplegic and Quadriplegic Association of South Australia Incorporated (PQSA), referred to in this document as 'the Association'.

#### 2. DEFINITIONS

In the interpretation of this Constitution, the following words and expressions shall mean the following:

1. 'Board' means the Board of the Association
2. 'General meeting' means a general meeting of members of the Association convened in accordance with these rules
3. 'Disability' means spinal cord injury (SCI) and/or other physical or intellectual disabilities as defined in the *Disability Services Act 1993 (SA)*.
4. 'Member' means a member of the Association
5. 'The Act' means the Associations Incorporation Act 1985
6. 'Special resolution' means a special resolution as defined in the Act
7. 'Financial year' means the period from the first day of July to the thirtieth day of June.

#### 3. PURPOSES/AIMS/OBJECTIVES

##### 3.1 Purpose/Aims

The Association is the peak community body supporting people with SCI in South Australia. It performs a care, support, lobbyist and educator role within the SCI and wider disability community. It prides itself on global best-practice knowledge, expertise and products to provide quality lifestyle outcomes and leading SCI management for people living with SCI, as well as people who provide support for people with SCI.

The Association is committed to serving and promoting the best interests of people living with disabilities, in a manner which recognises their inherent worth and dignity, their right to experience life's events and to develop their own potential.

PQSA's objectives are:-

To facilitate the support and care necessary to ensure people living with disability are supported at every stage of their lives.

To ensure that the desired outcomes of a person with SCI are achieved and to facilitate the maintenance of a high level of independence for that person.

To advocate for people with SCI, striving for progressive lifestyle outcomes and lobbying for the same rights and access as those afforded to able-bodied persons.

To ensure that the broader community's statutory framework is supportive of people with SCI.

To raise awareness in and educate the community about SCI and its prevention.

To provide a diverse range of services for health, home support, education, recreation and general wellbeing, which responds to the requirements of people with disabilities.

To provide assistance and resources in obtaining accommodation and daily living support to people with disabilities.

To actively participate in SCI and other disability networks in order to promote the activities of the Association and contribute to service and policy development.

To undertake research, planning and education activities to improve the health and well-being of people living with disabilities.

### 3.2 Interpretation of Policies

The process of implementing the Association's policies' requirements will be in conjunction with and complementary to all relevant legislation and Government policies.

## 4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

## 5. MEMBERSHIP

### 5.1 Types

5.1.1 Membership of the Association shall be open to all persons or bodies corporate who agree to be bound by the Constitution and policies of the Association.

5.1.2 Any membership applicant must complete a membership application form provided by the Association.

5.1.3 Membership shall fall into the following categories:

- a) **FULL MEMBER:** is a person with a disability as defined in Rule 2.3 who is eligible to join or to receive services from the Association.
- b) **SUPPORTING MEMBER:** is any person other than as described in Rule 5.1.3 (a) who is interested in furthering the Aims and Objectives of the Association.
- c) **HONORARY LIFE MEMBER:** is any person awarded honorary life membership as described in Rule 5.1.6
- d) **CORPORATE MEMBER:** is any organisation which is interested in furthering the Aims and Objectives of the Association.

- 5.1.4 The category of membership of the applicant shall, when necessary, be determined by The Board.
  - 5.1.5 Any application for membership may be rejected by the Board without any reason being given within three (3) calendar months of such application being made. If membership is rejected by the Board any subscription fees paid by the applicant will be refunded in full.
  - 5.1.6 Honorary Life Membership shall be available to those persons who have been elected as such by the Association at an Annual General Meeting for outstanding services rendered to the Association.
  - 5.1.7 An Honorary Life Member shall be entitled to all privileges of Membership without paying the annual Subscription and shall be subject to the provisions of this Constitution.
  - 5.1.8 The Board may submit to the Annual General Meeting the names of any persons who have rendered outstanding services to the Association for recognition by appointment as Honorary Life Members of the Association.
  - 5.1.9 Should a member, other than a Member of The Board, consider any person worthy to be appointed an Honorary Life Member of the Association, that member may nominate the person, in writing, to the Board, at least thirty (30) days prior to the date of the Annual General Meeting. Particulars of the address and qualifications must accompany the nomination and the Board shall decide if the nomination shall be submitted to the Annual General Meeting.
- 5.2 Subscriptions
- 5.2.1 The subscription fees for each category of membership shall be set by the Board.
  - 5.2.2 The subscription fees for each category shall be payable annually on 1 July or at such other time as the Board shall determine from time to time.
  - 5.2.3 Any member whose subscription is outstanding for more than two (2) months after the due date for payment shall cease to be a member of the Association, provided that the Board may reinstate such a person's membership on such terms as it thinks fit.
  - 5.2.4 The Board may, on the application by or on behalf of a member or on its own initiative, waive or reduce any subscription fee payable under this Constitution. Any member whose subscription fee has been waived or reduced will have all privileges of membership, and shall be deemed to have agreed to be bound by this Constitution and all by-laws made in accordance herewith.
- 5.3 Resignations
- 5.3.1 Members may resign their membership at any time by giving to the Association notice in writing to that effect and such resignation shall be deemed to take effect from the time when such notice is received by the Association.
  - 5.3.2 Upon ceasing to be a member of the Association, the member will forfeit all right to any claim upon the Association and its property and funds.

5.3.3 The resignation or termination of membership shall not relieve the member from the obligation to pay any money owing by the member to the Association at the time of the resignation or termination of membership, or subsequently becoming payable to the Association by virtue of obligation which arose before that time.

5.4 Expulsion of a member

5.4.1 The Board shall have power to suspend for any period it thinks fit, or to expel from the Association and remove the name from the Register of Members, any person whom the Board considers is not a fit and proper person to be a member of the Association, or who has been guilty of any conduct prejudicial or injurious to the interest of the Association. The decision of the Board shall be final and conclusive.

5.4.2 Before terminating the membership of any member, the Board shall give the member written notice of the grounds of the proposed termination.

5.4.3 Any member to whom the notice of proposed termination is given, may, within twenty-one (21) days after receipt of the notice, apply in writing to the Board to have the proposal for termination of membership reviewed by the Association. Upon receipt of such an application, the Board shall call a Special General Meeting in accordance with Rule 8.2.1. At the meeting, the applicant and representatives of the Board may submit relevant information and arguments and members present at the meeting may, by a two thirds majority, vote to reject the proposed termination of the membership.

5.4.4 Any three financial members of the Association shall have the right to demand that the Board shall inquire into the conduct of any member. Such demand shall be made, in writing, to the Association and shall be accompanied by such evidence as shall in the opinion of the Board be sufficient to warrant such an inquiry being instituted.

5.5 Register of members

The Board shall cause to be kept a Register in which shall be entered the names and addresses of all persons who have been admitted to membership of the Association, particulars of payment of subscriptions, resignation, suspension and expulsion and such further particulars as the Board may require from time to time.

5.6 Patrons

The Association may invite or elect a person to be its Chief Patron, Patron or Vice-Patron; the tenure of such positions being a period of twelve (12) months, or as the Board may resolve.

**6. THE BOARD**

6.1.1 The affairs, property and funds of the Association shall be managed and controlled by the Board which, in addition to any powers and authorities conferred by the Members, may exercise all such powers and do all such things as are within the Purpose, Aims and Objectives of the Association.

6.1.2 The Board shall have the power to appoint such officers as are required, employ or engage solicitors, accountants or any other persons to carry out the Purpose, Aims and Objectives of the Association.

- 6.1.3 The Board shall have the power to appoint committees as may from time to time be deemed necessary in order to carry out the Purpose, Aims and Objectives of the Association. The Board shall not have the right to delegate to the committees powers greater than those conferred on the Board by this Constitution, and all committees shall be subject to control by the Board.
  - (a) Committees shall report periodically to the Board and shall conduct their business in accordance with the directions of the Board.
  - (b) Committees may be appointed solely from members of the Board or may include any other member or non-member of the Association.
  - (c) The President or the nominee of the Board shall be ex officio Members of all committees.
- 6.1.4 The Board shall carry into effect the resolutions of any General Meeting.
- 6.1.5 The Board shall keep accurate minutes of the proceedings of all meetings of members as well as of meetings of the Board, and any such minutes, if signed by a person purporting to be Chairperson of any meeting of members or Board, shall be conclusive evidence of the proceedings.
- 6.1.6 The Board shall have power to appoint a member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting when such an appointee may offer for re-election.
- 6.1.7 The Board may act notwithstanding any vacancy occurring therein, and no acts or proceedings of the Board shall be invalidated or voided by reason of any such vacancy, or by reason of any informality in the appointment of any person to any office.
- 6.1.8 There shall be a Public Officer, who shall be appointed by the Board and who shall hold office at such a salary or allowance as the Board may determine.
- 6.1.9 The Public Officer shall carry out all duties required of that person under the Act.
- 6.2 Appointment
  - 6.2.1 The Board shall consist of a minimum of three (3) elected members and a maximum of six (6) elected members of which at least two (2) shall be members with disabilities. In addition, the immediate Past President shall, if that person so chooses, be an ex officio member of the Board for a period of twelve (12) months.
  - 6.2.2 The Board shall, at its first meeting after the Annual General Meeting, elect from the elected Board members a Chairperson, who shall be known as the President of the Association and a Deputy Chairperson, who shall be known as the Vice-President. Until the first meeting of the Board after each Annual General Meeting, the Chairperson elected during the immediate preceding year shall continue in office as the President of the Association.
  - 6.2.3 The Board shall, at its first meeting after the Annual General Meeting, elect from the Board members a Treasurer of the Association.
  - 6.2.4 The Executive shall be formed at the first Board meeting after the Annual General Meeting and shall consist of the President and Treasurer. The Executive shall have authority as delegated by the Board from time to time.

- 6.2.5 The elected Board may co-opt any person considered by the Board to possess special skills as desired from time to time to be a member of the Board for a period of up to twelve (12) months at a time provided that not more than two (2) such appointees may be members of the Board at any one time. The appointment of co-opted members is to be reviewed at the meeting of the Board prior to the Annual General Meeting.
  - 6.2.6 Except in the case of appointees co-opted by the Board, in accordance with the above provision, a person who is not a member of the Association shall not be qualified to be appointed or elected as a member of the Board.
  - 6.2.7 No employee of the Association is eligible to be elected to the Board.
  - 6.2.8 Office bearers and other members of the Board shall be subject to the provisions of this Constitution regarding suspension and expulsion.
  - 6.2.9 At each Annual General Meeting, 50% of the members of the Board shall vacate from office. The members of the Board to vacate their positions every year shall be first those who were appointed to fill casual vacancies during the year, then those who have been longest in office since their last election. Provided that, as between persons who were appointed on the same day, those to retire, unless they otherwise agree among themselves, shall be determined by lot.
  - 6.2.10 The term of office of an elected member is two (2) years. No elected member shall serve more than three (3) consecutive terms.
  - 6.2.11 If the number of members elected to the Board in each category of membership is less than the number required in each category as prescribed in 6.2.1, the Board may proceed as it sees fit to appoint persons eligible for election to such category to the Board. Such appointees shall be regarded as filling casual vacancies and shall hold office until the next Annual General Meeting when they may offer themselves for re-election.
  - 6.2.12 The Board, or any member of it, may be removed from office by a vote of members eligible to vote at a Special General Meeting called for the purpose, and such meeting shall fill any vacancy arising there at.
- 6.3 Proceedings
- 6.3.1 The Board shall meet at least four (4) times annually to carry out the Aims and Objectives of the Association.
  - 6.3.2 For the purpose of any meeting of the Board, 50% of the Board members shall constitute a quorum.
  - 6.3.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
  - 6.3.4 Minutes shall be taken of all the proceedings of the Board.
  - 6.3.5 An immediate Past President who has elected to be an ex-officio member of the Board shall not be eligible to vote at any meeting of the Board.

6.3.6 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

#### 6.4 Disqualification of Board member

6.4.1 The office of a member of the Board shall become vacant if a member of the Board is:

- a) Disqualified by the Act, or
- b) Expelled under these rules, or
- c) Permanently incapacitated by ill health, or
- d) Absent without leave of absence from more than two consecutive Board meetings without satisfactory explanation.

6.4.2 The vacancy shall be filled by the Board as a casual vacancy until the next Annual General Meeting.

### 7. THE SEAL

7.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

7.2 The seal of the Association shall be affixed to an instrument only by a resolution of the Board, and every use of the seal shall be recorded in the minutes of the Association. The common seal should be affixed by one member of the Executive and signed. That signature is to be countersigned by another member of The Board.

### 8. GENERAL MEETINGS

#### 8.1 Annual General Meetings

8.1.1 The Board shall call an Annual General Meeting within five (5) months after the end of its financial year.

8.1.2 The Business of the meeting shall be:

- (a) To confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
- (b) To receive the Annual Report and Balance Sheet, a statement of receipts and expenditure for the preceding financial year, which shall begin on the 1st day of July and end on the 30th day of June, and Auditor's report
- (c) To elect the Board
- (d) To appoint Auditors for the ensuing year
- (e) To consider any special business of which not less than fourteen (14) days' notice in writing shall have been given to the Board before the date of the meeting by at least five (5) of the members eligible to vote at that meeting
- (f) To consider any other business requiring consideration by the Association in general meeting.

- 8.1.3 Not less than twenty eight (28) days' written notice shall be given to members of the Annual General Meeting stating the time and place where it will be held and the business to be brought before the meeting. Such notice shall be posted to every member at their address in the Register of Members by mail or electronic means, and a copy inserted in one or more daily newspapers circulating in South Australia.
  - 8.1.4 Ten (10) members eligible to vote, being present at the Annual General Meeting or Special General Meeting, shall constitute a quorum.
  - 8.1.5 If, within half an hour of the time appointed for an Annual General Meeting a quorum of members is not present, the meeting shall stand adjourned for one week at the same time and place.
  - 8.1.6 If, within half an hour of the time appointed for the adjourned Annual General Meeting a quorum of members is not present, the meeting shall lapse and the present Board shall continue in office, and shall have power to fill any vacancies and appoint an Auditor for the ensuing year.
- 8.2 Special General Meeting
- 8.2.1 The Board may at any time, for any special purpose, call a Special General Meeting, and shall do so within one calendar month upon the requisition, in writing, of ten (10) members eligible to vote at that meeting stating the purpose for which the meeting is required.
  - 8.2.2 Notice of a meeting at which a special resolution is to be proposed shall be given in writing at least twenty-one (21) days prior to the date of the meeting. Otherwise, a minimum of- fourteen (14) days' written notice of any Special General Meeting shall be given to members, stating the time and place where it will be held and the business to be brought before the meeting. Such notice shall be posted to every member at their address in the Register of Members by mail or electronic means, and a copy inserted in one or more daily newspapers circulating in South Australia.
  - 8.2.3 Ten (10) members eligible to vote shall form a quorum, and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall lapse.
  - 8.2.4 At any such Special General Meeting no business other than that of which notice has been given shall be brought before the members.
  - 8.2.5 If a special general meeting is not convened within one month, as required by 8.2.1 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members eligible to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 8.3 Proceedings at general meetings
- 8.3.1 At any General Meeting the President, or in the President's absence the Vice-President, shall take the chair. If the President and Vice-President are absent, a Chairperson shall be elected by resolution of a majority of the members present at the meeting.



- 8.3.2 Every resolution proposed at a General Meeting shall be carried by a simple majority of those voting, and the Chairperson shall have a deliberative as well as a casting vote.
  - 8.3.3 Every member eligible to vote or Honorary Life Member present shall be eligible to vote upon every motion.
  - 8.3.4 Unless a ballot is required by this Constitution or is demanded, every resolution shall be decided on by a show of hands or by a means appropriate to the individuals present, or by a division of those present.
  - 8.3.5 Should the Board decide that a matter is of sufficient importance to be submitted to the vote of all members of the Association, the votes may be received by postal ballot, in which case the Board shall be empowered to make rules as to the manner in which a postal vote may be conducted, and the form of ballot paper that shall be dispatched to all members eligible to vote and Honorary Life Members in time to enable the ballot to be properly conducted.
  - 8.3.6 General Meetings of the Association may be adjourned by resolution of the majority of the members present, and at which a quorum is also present, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - 8.3.7 Ten (10) members eligible to vote present in person shall constitute a quorum for the transaction of business at any general meeting.
  - 8.3.8 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- 8.4 Voting at general meetings
- 8.4.1 Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
  - 8.4.2 Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting shall be determined by a show of hands.
  - 8.4.3 A Corporate Member shall be eligible to appoint one person, who shall not be a Full or Supporting Member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the Corporate Member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the Corporate Member is revoked.
  - 8.4.4 If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
  - 8.4.5 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 8.5 Proxies

A member shall be eligible to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

## 8.6 Minutes

8.6.1 Proper minutes of all proceedings of general meetings of the Association shall be entered within one month after the relevant meeting in minute books kept for the purpose.

8.6.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association at a subsequent meeting.

8.6.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

8.6.4 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 9. DISPUTE RESOLUTION

9.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

(a) A member and another member

(b) A member and the Association.

9.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14 days) after the dispute comes to the attention of all of the parties.

9.3 If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

9.4 In this rule, 'member' includes any person who was a member not more than six (6) months before the dispute occurred.

## 10. FINANCIAL REPORTING

### 10.1 Financial Year

The financial year of the Association shall be the period of twelve (12) months commencing on 1 July and ending on 30 June of each year.

### 10.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### 10.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General Meeting.

#### 10.4 Annual returns

The annual (periodic) return shall be lodged with the Office of Consumer and Business Services within six months after the end of each financial year accompanied by a copy of the accounts, the auditor's report, the Board statement, and the Board report.

#### 10.5 Appointment of auditor

10.5.1 At each Annual General Meeting, the members shall appoint a firm of registered company auditors recognised in South Australia to be Auditor of the Association.

10.5.2 The Auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

10.5.3 If an appointment is not made at an Annual General Meeting, the Board shall appoint an Auditor for the current financial year.

10.5.4 The Auditor shall examine the books and accounts of the Association annually and present a report upon such audit to the members of the Association at the Annual General Meeting.

#### 10.6 Prohibition against securing profits for members

The income of the Association from whatsoever source derived shall be applied solely in carrying out the Purpose, Aims and Objectives of the Association and no portion thereof shall be distributed either directly or indirectly to any person except as bona fide compensation for service rendered or expenses incurred on behalf of the Association.

### 11. RULES

11.1 The Board shall have authority to interpret the meaning of this Constitution and settle any disputes; also to determine any matter relating to the Association on which the Rules are silent. In the event of a dispute not being amicably settled by the Board, appeal may be made to a Special General Meeting of the Association called for the purpose, and the decision of the meeting shall be final and conclusive.

11.2 This Constitution may be added to, repealed or amended by resolution of an Annual or Special General Meeting provided that such resolution shall be deemed to have been passed if it be carried by a majority of two-thirds of the members eligible to vote present in person. The notice of motion of the resolution to be submitted must be posted in writing to members at least twenty-eight (28) days prior to such meeting.

11.3 The notice convening the meeting shall contain or be accompanied by a copy of the proposed alterations or additions to this Constitution.

11.4 The Board may make or revoke by-Laws consistent with this Constitution for the regulation of any activities of the Association.

**12. INDEMNITY**

The Board, employees and every official of the Association shall be indemnified by the Association against all costs, losses and expenses which such official may incur by reason of any act done, bona fide, by such official in the discharge of their duty relating to the affairs of the Association and within the scope of their authority, except losses brought about by their own dishonesty or culpable negligence.

**13. WINDING UP**

13.1 If PQSA is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another entity with similar purposes to which income tax deductible gifts can be made:

- (a) Gifts of money or property for the principle purpose of PQSA;
- (b) Contributions made in relation to an eligible fundraising event held for the principal purpose of PQSA; and
- (c) Money received by PQSA because of such gifts and contributions.

13.2 In the event of PQSA winding up, any other amount that remains after the satisfaction of all debts and liabilities shall be transferred to an organisation with similar purposes which is not carried on for the profit or gain of its individual members.