

Newsletter of Physical Disability Australia Ltd



Autumn Edition

May – July 2011

We are ordinary people – Leading ordinary Lives

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Editorial – Sue Egan

The year is half over and winter is with us and for many the cold winds of winter rush in and we all struggle to keep dry and warm. Spare a thought for those who are homeless in our country on these cold, wet days and nights.

In this newsletter, we are presenting PDA's new constitution, so that you can read and approve this or not. To do this, we have inserted the constitution into this newsletter, and as you will see have kept the changes in the document, which have been approved by our Legal Advisor so that you can consider for yourself what it is that we are changing in the constitution.

Also with the newsletter comes a reply paid envelope and a voting form, so that you can easily send back your approval or non-approval of the constitution in time for the Annual General Meeting in November.

Board members:

This year there is no need for election of board members as each current board member is elected for two years under the old constitution. Instead there will be an election in 2012 for board members, and their tenure or time on the board will change to 3 year terms.

2.

Future work:

For the next year, PDA will be working on areas that fall under the following items:

The National Disability Strategy – available from:

<http://www.fahcsia.gov.au/sa/disability/progserv/govtint/Pages/nds.aspx>

UN Convention on Rights of Disabled Persons (UNCPRD) which Australia is signatory to Available:

http://www.fahcsia.gov.au/sa/disability/progserv/govtint/Pages/policy-international_disability_issues.aspx

DDA Transport Standards Review documents:

http://www.hreoc.gov.au/disability_rights/transport/transport.html

DDA Access to Premises – and work not covered in the Standards:

http://www.hreoc.gov.au/disability_rights/buildings/access_to_premises.html

A Policy paper as part of our contract with Families and Housing, Community Services and Indigenous Affairs (FaHCSIA)

Other issues will be determined by the Strategic Planning process to be undertaken in November.

In addition, PDA has 3 Reference Groups:

- ❖ Research Education and Leadership Program (RELP)
- ❖ Physical Access Australia Program (PAAP)
- ❖ Linkages, Alliances and Affiliations Program:

Guidelines are being written for these groups and we are calling for volunteers to assist us through the groups. If you are interested in any, or know someone who has some expertise in these areas and is prepared to work with us, then contact Executive Officer Sue Egan on pda@pda.org.au

PDA Review:

In recent times, PDA underwent a review by KPMG requested by FaHCSIA because of complaints lodged by former Directors of PDA. This has proved to be a useful way to look at PDA from the 'outside looking in' and has resulted in being able to identify where are shortfalls are in terms of governance, what we do well, and what we still need to do.

NDIS:

PDA is a supporter of the National Disability Insurance Scheme, and we recently compiled our submission to the Productivity Commission second round of consultation. To see PDA response, email us at pda@pda.org.au or see our website under Published documents for a copy.

As PDA understands it, the Productivity Commission is working on the two sets of consultation this year and last year and compiling a full report which goes to the government in July 2011. More news should be at hand after that time and keep an eye on the PC website for updates: www.pc.gov.au

Survey results

PDA recent survey of members was carried out electronically and this next years work will result in the survey being in the newsletter as well as online.

In our next edition, we will cover the results of the survey, and some of the questions that were posed of PDA, including knowing more about the board and staff.

In the meantime, enjoy this edition of the autumn newsletter and look out for the next one.

Sue

Workforce Participation of People with Disabilities Business Council Australia Advocacy

February 2011

In mid-February, the Business Council of Australia received a number of calls and emails from members of the public understandably concerned by inaccurate media reports suggesting the BCA's 2011–12 Budget Submission had called for a cut in disability pensions to fund the post-flood reconstruction.

We issued a statement to media and organisations representing people with disabilities correcting these reports. The BCA has not suggested that disability support pensions should be cut or reduced to fund the flood reconstruction effort or as an alternative to the flood levy.

The BCA's Budget Submission does recommend that steps taken longer term to place the nation's finances on a more secure footing should include policies that provide opportunities for people who want to work and are capable of working to enter the paid workforce.

We recognise that the Disability Support Pension forms a vital function in Australia's welfare system for those who do not have, or have limited capacity, to participate in the paid workforce.

Our policy starts from the premise that, despite sustained economic growth and record high levels of employment, too many Australians are not participating in the workforce. Maintaining or enhancing workforce participation means systematically addressing the barriers to participation faced by different groups in the community, including people with disabilities.

Our policy, which is documented in a [number of reports](#), continues to be reflected in our top-level goals in which we advocate the need for the full participation of Australians economically and socially.

We participated in an advisory group, established by the federal government, which developed the National Mental Health and Disability Employment Strategy. We have also worked with other groups wishing to see an increase in the proportion of people with a disability gaining access to employment and education. This work has focused on trying to ensure that systemic barriers to education and employment are removed.

Many BCA members belong to the [Australian Network on Disability](#), which works with companies to implement their commitment to increasing the proportion of people with disability in their workforce. However, like the OECD and the outgoing head of the federal Department of Families, Housing, Community Services and Indigenous Affairs, we have noted that the number of DSPs continues to rise, despite attempts to improve participation. This suggests that systemic barriers to employment remain.

Like these other groups and the current federal government, we are interested in understanding what these barriers are and how they might be removed. We are a small organisation and our primary role is to contribute to public policy on behalf of our members. We do not systematically collect data on member activities so are unable to provide a detailed breakdown of members' employment statistics. Many companies report such information through annual reports, which are available on their websites. <http://www.bca.com.au/Content/101800.aspx>

Camden War Memorial Swimming Pool

Oxley Street, Camden
P: 02 4655 8600

Camden War Memorials Seasonal Outdoor pool has been redeveloped with purpose built fully accessible change rooms, which include:

- fixed ceiling hoist for lifting & transporting patrons (uses slings with loop attachment – patrons are encouraged to bring their own sling if using the hoist)
- adult change table
- accessible shower and toilet



There are two pools – a leisure pool with zero beach entry and shade, and a 50 metre competition pool with easy access stairs.

Equipment includes:

- wet play park and equipment
- two platypus wet wheelchairs
- fully accessible ramps throughout the facility

Banking needs survey for people with disability

[The Australian Network on Disability \(AND\)](#) is a member based not for profit organisation that assists its members in developing better employment and customer services practices for people with disability.

Most of the major Australian banks are members of AND. AND are helping one bank review the objectives set out in their Disability Action Plan (DAP). The DAP is effectively a strategy for improving business practices which might currently result in discrimination against people with disabilities. Development of such a plan is encouraged by the Australian Human Rights Commission.

The bank's DAP includes actions aimed at improving the customer service needs of people with disability. The review by AND includes a survey of bank customers with disability to assess the current accessibility of all of the major Australian banks.

As part of this project AND are seeking people with disability who are willing to complete a short survey on the barriers they face when doing their banking. The survey will take about 10 minutes

to complete. The information can be provided anonymously and all questions are optional. No personal financial details are asked for in this survey – it is only about your experiences and suggestions.

All responses will remain anonymous and your privacy is assured.

<http://www.surveymoz.com/s3/557738/AND-Banking-Customer-Service-Survey-June-2011>

If you have any issues with the accessibility of the survey email info@and.org.au for assistance.

Dusk 2 Dawn Support Service for people with disability

FNQ Independent Living Support Association Inc would like to introduce their new **Dusk 2 Dawn** service!!

Dusk 2 Dawn is a collaborative 12 month pilot project between FNQILSA and the Department of Communities – Disability and Community Care Services (DCCS) that focuses primarily on providing support to individuals who need **after hours** assistance to maintain their independence in the community.

We aim to provide support that is flexible and sensitive to the needs of the individuals who use the service although it is not intended to replace other services such as packages, Home and Community Care, Respite Care or Emergency Care, it is also not intended to replace natural supports but rather help to sustain them.

The types of supports available include personal care, continence management, bed turns, assistance with medication, and assistance with meals or overnight checking service for safety reasons.

To be eligible for Dusk 2 Dawn you must be an adult (18-65 years of age) who is eligible to receive assistance through Disability Services who:

Has an immediate need that can be met through short term drop in support between 6pm and 9am
or

Require additional support that can be met through short term drop in support between 6pm and 9am **and/or**

The support will replace more intensive supports currently being received.

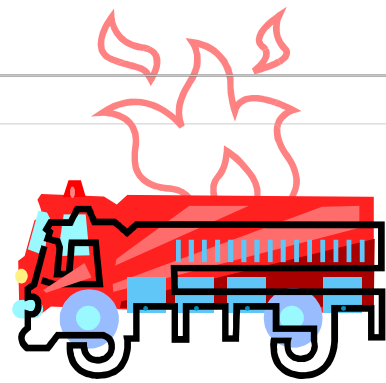
Dusk 2 Dawn operates between the hours of 6.00pm and 9.00am and is currently being delivered throughout Cairns and outer regions (Atherton, Mareeba, Innisfail & Mossman).

All referrals for Dusk 2 Dawn can be made directly through FNQ Independent Living Support Association Inc (FNQILSA) on (07) 4041 6507.



Fire Safety

(AIDER) helping aged and residents with disability



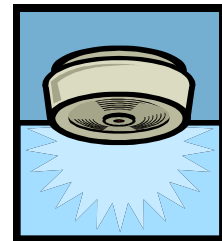
Where someone does not have the capacity or support to reduce bush fire hazards, the NSW Rural Fire Service (RFS) may be able to help.

The RFS AIDER Programme (Assist Infirm Disabled and Elderly Residents) is a one-off free service, supporting vulnerable residents to live more safely and confidently in their home on bush fire prone land.

AIDER work includes such things as clearing gutters, thinning vegetation, removing leaf and tree debris, trimming branches from around and overhanging the home, mowing or slashing long grass. If you could benefit from the AIDER Programme, phone 8741 4955, email aider@rfs.nsw.gov.au or use the website form at AIDER Programme

MEDIA RELEASE

Tuesday 15 February 2011



At last deaf and hard of hearing people sleep safe

Premier Kristina Keneally today announced the NSW Government's new commitment of two million dollars over three years for a visual smoke alarm subsidy scheme to be rolled out in partnership with the Deaf Society of NSW.

Conventional smoke alarms, which cost \$20 - \$50, will only wake people who can hear them. A deaf or hard of hearing person is obliged to pay around \$450 for a system with a flashing light or a vibrating device that will wake them in the event of a fire.

The Deaf Society of NSW has been working closely with Fire and Rescue NSW to develop a proposal for the scheme which will see the specialised alarms subsidised for deaf and hard of hearing residents in NSW.

The announcement was made today by the Premier at the National Disability Services State Conference along with a raft of promises aimed at reducing the cost of living for people with a disability, their families and carers.

Colin Allen, Director of Services at the Deaf Society of NSW, said: "We feel that this announcement has brought us one step closer to being on par with the rest of the community. Most of the time deaf people have to just fit in with the way the world is, and bear the cost of that. This is a great example of a government taking seriously the vision of a truly inclusive society.

"It is great to see the NSW Government stepping up to take on responsibility for making the vision of the UN Convention on the Rights of Persons with Disabilities a reality.

"I know many deaf people who just live without the safety devices that other people take for granted. Now we will no longer have to do that."

Further information and appointments for interviews can be obtained from The Deaf Society of New South Wales by telephoning (02) 8833 3600 or check the website www.deafsocietynse.org.au

MEDIA CONTACT: Sheena Walters, Acting CEO (02) 8833 3600

swalters@deafsociety.com

Research into the career development needs and wants of young people, their parents, teachers and communities.



What is the project about?

Urbis (on behalf of the Commonwealth Department of Education, Employment and Workplace Relations) is looking young people with a disability to take part in a one-on-one interview about young people's career development needs and wants. The interview will run for up to an hour and a half and you will be given \$60 as a thankyou for your time.

This research aims to inform the implementation of a National Career Development Strategy and will assist the Australian Government to better deliver career development services to young Australians in the future.

We'd like to hear about:

Your experiences of school

Your ideas about what you'd like to do when you leave school and the factors that shape these

Who you've spoken to and what information or support you've been given regarding future study or work

How can you help us?

For this survey, we are looking for young people who are aged 14-24 years.

All young people who complete the survey will have the chance to win a \$500 prize.

If you're interested in taking part or would like to know more, please contact Susan Hatherly at Urbis on (02) 8233 7626



1000 Voices Project - Griffith University

I'm a researcher with Griffith University, currently working on a project called The 1000 Voices. While a lot of research is conducted around disability, we rarely hear about the life experiences of those who live with disability. This project aims to change that, by collecting and displaying the life stories of people with disabilities, told in their own words. We want to open eyes and ears to diverse lived experiences, and provide opportunities for people with disabilities to have their own voices heard in determining how their lives are understood.

Anne-Marie Tripp

email: a.tripp@griffith.edu.au

<http://www.1000voices.edu.au/>



Have Your Say Impact of Ageing on People with a Disability 2010- 2011

The aim of this survey is to better understand the everyday lives of people living in NSW with a physical disability aged over 50 years. This will build on previous research undertaken by PDCN into the impact of ageing on people with a disability throughout NSW in 2008-2009.

We invite the input of people aged over 50 years with a physical disability living in rural, regional and metropolitan areas of NSW. We hope to reach people living throughout NSW through meetings, forums, expos and electronically via the internet and facebook.

The data gathered through the research survey, will be collated and a comparative analysis undertaken of both the 2008/9 and 2010/11 results. A paper will be developed based on these findings. This will then inform PDCN and its continuing work to bring about change to support the needs of older people living with a physical disability.

To complete the survey online, please go to:

http://www.surveymonkey.com/s.aspx?sm=sNjV0yG8arH6J5Bl4KP5Bw_3d_3d

Older Parent Carer Project

What is the Older Parent Carer Project?

In short, the Older Parent Carer project is holistic case management for carers over the age of 60, or 45 for Aboriginal and Torres Strait Islander Carers who are caring for their adult son or daughter with a disability. The OPC Project assists and supports these carers to maintain their caring role for as long as possible and where needed, we can refer and link to relevant community support services to help achieve this. One of the major aims of this project is developing a future plan for the family - so please keep in mind that families do not have to be in current crisis in order to be referred! We can provide Older Parent Carers with information about supported accommodation services (both traditional options as well as possible alternative housing arrangements), health care information, and information on legal issues such as wills, trusts and guardianship to enable them to make decisions regarding future care for their son or daughter with a disability.

What areas do we cover?

Lower North Shore, Hornsby and Ku-rin-gai, Ryde and Hunters Hill as well as the Northern Beaches.

Referrals

Anyone can refer, including the carers themselves. The preferable method if you are referring is to send in 2 CIARR's –one for the carer and one for the Care Recipient with any information you have including information about the caring relationship between carer and care recipient. However, I am also more than happy to call the carer directly if they are happy for me to do so.

Conferences and Events

'Theorizing Normalcy and the Mundane 2nd International conference'

14-15 September 2011: Manchester Metropolitan University Campus

This 2nd international conference builds on the success of the Normalcy2010 Manchester conference

and seeks, again, to bring together an international group of disability studies researchers. This call

for papers seeks contributions around the following areas:

exploring the cultural and political production of normalcy;

addressing our obsession with reason and rationality;

connecting ableism with other hegemonies including heterosexism, racism and ageism;

analysing the barriers and possibilities of the mundane and extraordinary;

deconstructing new pathologies and 'abnormalities';

assessing the pathology of normalcy.

To attend this conference register on these pages
<http://normalcy2011manchester.eventbrite.com/> -
deadline for attendance 22nd August 2011



To submit an abstract (we would like a title and an abstract of up to 300 words) please email
normalcy2010@hotmail.com

National Conference on Volunteering 2011 - Inspire. Challenge. Influence.

9-11 November 2011: Brisbane Convention and Exhibition Centre, Queensland

The conference will be a highlight of the tenth anniversary of the International Year of Volunteers

(IYV+10) providing an opportunity for delegates to celebrate volunteering, discuss key emerging trends, initiate new strategies, and identify and examine ways to ensure the ongoing sustainability of the sector.

The National Conference on Volunteering will draw together papers, workshops and ideas that **Establish, Develop, and Analyse** volunteering in Australia.

The three underpinning streams of the conference are:

Establish The key components required for a successful volunteer program to provide delegates with solutions, tools and tips

Develop Understanding the importance of innovation and continuous improvement

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Analyse Influencing policy, the role of research and evaluation, and engaging in strategic dialogue

We are looking forward to opening the Call for Abstracts next week and the early bird registration.

For more information on the Conference please go to :
www.volunteeringaustralia.org/conference

TRANSED 2012: The 13th International Conference on Mobility and Transport for Elderly and Disabled People

17-21 September 2011: New Delhi, India

The 13th International Conference on Mobility and Transport for Elderly and Disabled People (TRANSED 2012) will be held 17-21 September 2012 in New Delhi, India.

The conference is designed to review advances in research, profile international breakthroughs and explore perspectives for technological innovations to enhance the mobility of an ageing population and persons with disabilities. The conference will also examine ways to address challenges associated with improving mobility and transport for the elderly and disabled.



To read call for abstracts, go to <http://www.transed2012.in/>

Wheelchair Curling in Australia

Australia has three curling clubs located in Victoria, New South Wales and Queensland. The national body is the Australian Curling Federation.

At present Wheelchair Curling is conducted in Melbourne, and Brisbane.

“Disabled Winter Sport Australia, and Wheelchair Sports Victoria, in conjunction with Victorian Curling Association are currently putting into place a series of introductory development programs designed to introduce as many interested wheelchair bound athletes as possible to become involved.

From these programs hopefully will come a team that will represent Australia at the World Wheelchair Curling Championships”.

- Australian Paralympic Committee

For more information check out these websites:

- Australian Curling Federation www.curling.org.au
- World Curling Federation www.worldcurlingfederaton.org
- Australian Paralympic Commission www.paralympic.org.au
- Disabled WinterSport Australia www.disabledwinersport.com.au
- Disability Sport & Recreation www.dsr.org.au

Media Release - National Disability Strategy launched

Date: 18/03/2011

Alternative Format - [National Disability Strategy launched ZIP \(DAISY\) \[467kB\]](#)

The Parliamentary Secretary for Disabilities and Carers, Jan McLucas, today launched the long term strategy for improving the lives of Australians with disability, their families and carers.

Senator McLucas was joined by Australian of the Year Simon McKeon and members of the Australian Government's National People with Disabilities and Carer Council Dr Rhonda Galbally and Senior Australian of the Year Professor Ron McCallum, to launch the National Disability Strategy in Melbourne.

"The National Disability Strategy will help to ensure that people with disability have the same opportunities as other Australians," Senator McLucas said.

"It is the first time in our history that all governments have committed to a unified, national approach to improving the lives of people with disability, their families and carers."

The strategy sets a 10 year reform plan for all governments to address the barriers faced by Australians with disability and will ensure that mainstream services and programs including healthcare, housing, transport and education, address the needs of people with disability.

"The National Disability Strategy provides the framework for change. We will continue to work with people with disability, their families and carers, and the disability services sector, to deliver changes that will improve people's lives."

The National Disability Strategy is one of the Gillard Government's election commitments for people with a disability, their families and carers.



The Strategy is supported by a range of community participation initiatives to remove barriers and expand opportunities for people with disability and their carers:

\$5 million to support local governments to make public spaces more accessible;

\$3 million to support leadership development for people with disability;

\$1 million to promote liveable housing design;

\$1 million to provide digital playback devices and improved access to digital content in public libraries;

\$500,000 to improve cinema access for people with hearing and vision impairment;

\$500,000 for the disability website, *Ramp Up*.



The Australian Government is also delivering increased funding for disability services such as supported accommodation and respite care, with more than \$6 billion over five and a half years under the National Disability Agreement.

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Senator McLucas thanked the members of the National People with Disabilities and Carer Council for their *Shut Out* report, and the more than 2,500 people with disability and their carers who put forward their views and experiences and helped to shape the strategy.

"Their input provided us with insight to the barriers people with disability face every day of their lives and was an essential part of the Strategy's development."

Feature article by PDA member: Sheila King

Thoughts on Accessible Tourism – 2011

What is accessible *tourism in the 21st century, and how is it designed?* Do the products and services currently available really cater for the demands and needs of a constantly evolving market? Is there a concrete dialogue between users and service providers that has developed sufficiently to guarantee an effective response? Is it possible to measure the accessibility provided by tourism services? And, ultimately, is this the sort of investment that pays? These are questions that still confront us – is the tourism industry listening – I am not sure that it is!

Is accessible tourism enough of a viable size market to entice tourism providers to confront and embrace it?

It is a fact that at the end of 2011 accessible tourism is expected to be seen as the fastest growing business opportunity in the tourism industry. It is also a fact that the tourism industry needs to recognise that this business opportunity includes the ever increasing number of older members of the population, families with young children, as well as the 20% of the world's population that have a disability, and realise that these three unique markets as being very profitable.

In Australia in 2003/4 it was estimated that tourists with a disability spent between \$8,000 million and \$12,000 million on their travel and leisure activities (d'arcy et al).

In Australia there 21% of the population has a disability. More than 54 million U.S. residents, or about 19% of the population of the USA, have some sort of disability, the U.S. as the Census Bureau reported in December 2008. In Europe there are approximately 750 million people with a disability.

63% of people with disabilities are older than 45 years. Nearly 30% of people in the age group 55-70 report a disability. Is this a big enough market for the tourism industry to come to terms with?

70% of people with disabilities are able to travel, but because of the lack of accessible accommodation and other venues such as restaurants, museums, theme parks etc, they do not. There is an enormous mismatch between demand and what is offered by tourism providers in the way of infrastructure and services, neither of which are meeting the needs of people with disabilities.

All stakeholders in the tourism industry, including transport companies, need to make more effort to improve the quantity of accessible tourism facilities. People with accessibility needs have the desire and the right to travel like everyone else. However their travel experiences are still highly restricted by physical barriers such as transport, inaccessible accommodation and other tourism venues as well

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as other barriers such as a general lack of information or poorly designed web sites.

A study undertaken by the Balearic Islands School of Catering in Spain found that 90% of hotel chain websites and 75% of individual hotel web sites were inaccessible to certain groups of users. As a result tourism providers lose market share. www.australiaforall.com is a prime example of an international web site which is devoted entirely to tourism accommodation and venues which are accessible to people with disabilities.

A survey carried out by Viajes 2000 in Spain found that people with disabilities nearly always return to

the place they initially found accessible

With these figures in mind it is obvious that this cannot be termed a 'small niche market'.

Accessible

business is big business and the market is growing fast – partly because the world is growing older.

The tourism industry should realise that open access benefits all customers – accessibility is a competitive and economic advantage, not just a social or legal responsibility.

Providers in the tourism industry, both private and public, have started, although too slowly, to be

aware of the fact that a substantial number of potential customers are willing to pay to access accessible accommodation and leisure venues.

In many countries legislation is in place, although its implementation is not mandatory, but this does

not mean that accessibility should be ignored by the tourism industry.

Returning to our question: "Is the tourism industry listening?"

It is very clear in relation to world-wide accessible tourism that the demand is increasing very rapidly.

The demand is not only coming from people with disabilities, but also from elderly tourists, who do

not see themselves as being in any way disabled, but who appreciate the fixtures and fittings in accessible accommodation, to aid their balance. There is also a lesser, but increasing, demand from

families with young children for accessible facilities.

So the answer to the question posed above is "I am not sure that it is"!

Sheila King

Co-ordinator

Australia For All Alliance – Accessing The World

Contact: australiaforall@bigpond.com

PDA Draft constitution follows.

Please vote yes or no, to acceptance of the constitution of Physical Disability Australia Ltd, and place your vote in the supplied paid envelope and post back to us.

CONSTITUTION

OF

PHYSICAL DISABILITY AUSTRALIA
LIMITED

{Insert PDA Logo}

Date Adopted: [Insert Date Adopted]

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PO Box 394, Collins Street West, Melbourne, VIC 8007
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E office@armstronglawyers.com.au

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1 TYPE OF COMPANY

Public Company Limited by Guarantee

1.1 The Company is a not for profit public company limited by guarantee.

Contribution to Property of the Company on Winding Up

1.2 Each Member undertakes that:

1.2.1 if the Company is wound up; and

1.2.2 the Member is a Member at the time the Company is wound up or was a Member during the year ending on the day of commencement of the winding up;

the Member must contribute a maximum amount of \$20.00 to the property of the Company to:

1.2.3 pay the Company's debts and liabilities;

1.2.4 pay the costs, charges and expenses of winding up; and

1.2.5 adjust the rights of contributories among Members.

Distribution of Profits on Winding Up

1.3 If the Company is wound up, the property available for distribution after satisfaction of all debts and liabilities must be given or transferred to another non-profit Australian institution approved by the Australian Commissioner of Taxation as exempt from income tax.

No Power to Issue Shares

1.4 The Company does not have the power to issue shares.

2 REPLACEABLE RULES

If this Constitution is inconsistent with a Replaceable Rule, it displaces the Replaceable Rule.

3 DEFINITIONS AND INTERPRETATION

3.1 In this Constitution, unless it is inconsistent with the subject or context in which it is used:

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

AGM means annual general meeting.

ASIC means Australian Securities Investment Commission.

Associate Member means a natural person who is a Member and:

(a) is, as at the date of adoption of this Constitution, registered as an associate member of the Company; or

(b) becomes registered as an associate member of the Company pursuant to **Clause 6.**

~~has become an associate of the Company pursuant to **Clause 6.12.** Associates are not Members.~~

Board means the board of Directors of the Company.

Company means Physical Disability Australia Limited (ACN: 081 345 164).

Confidential Information means discussions at board meetings determined by the board to be confidential and all and any information which relates to the business or financial affairs of the Company which is disclosed to a Director or Secretary (“the Recipient”) by or on behalf of the Company or which is otherwise acquired by the Recipient directly or indirectly from the Company or which otherwise comes to the knowledge of the Recipient, whether the information is in oral, visual or written form or is recorded in any other medium, unless it is:

- a. Information which the Recipient can establish was, at the time of disclosure to them, in the public domain;
- b. Information which the Recipient can establish becomes, subsequent to disclosure, part of the public domain, except through disclosure by the Recipient directly or indirectly, in violation of the obligations imposed by this Constitution; and
- c. Information which the Recipient can establish was in the Recipient's possession at the time of disclosure by or on behalf of the Company to the Recipient and was not otherwise acquired from the Company directly or indirectly.

Constitution means this Constitution as amended from time to time.

Corporate Member means a Member which is not a natural person.

DGR means a deductible gift recipient as defined by the law from time to time.

Director means a director of the Company, including an alternate director.

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are made up; and
 - (ii) adjustments to be made in preparing financial statements.

Individual Member means a Member who is a natural person and:

- (a) is, as at the date of adoption of this Constitution, registered as an individual member of the Company; or
- (b) becomes registered as an individual member of the Company pursuant to Clause 6.

Member means a member of the Company within the meaning of the Act.

Membership Fee means the annual fee payable by a Member as determined in accordance with **Clause 8**.

Negotiable Instrument means:

- (a) a bill of exchange, promissory note, cheque or other negotiable instrument; or
- (b) an indorsement on, or order in, a bill of exchange, promissory note, cheque or other negotiable instrument; or
- (c) a letter of credit;

of, or purporting to be issued or signed by or on behalf of, the Company.

Objectives means the objectives of the Company as set out in **Clause 4**.

Office means the registered office of the Company.

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

Replaceable Rules means the replaceable rules applicable to the Company pursuant to the Act.

Secretary means the secretary of the Company.

Special General Meeting (SGM) means a meeting of the Company's Members other than an AGM.

3.2 In this Constitution, unless the subject or context requires otherwise:

- 3.2.1 The singular includes the plural and vice versa;
- 3.2.2 A reference to an individual or person includes a corporation, partnership, joint venture, association, authority, trust, state or government and vice versa;
- 3.2.3 A recital, schedule, annexure or a description of the parties forms part of this Constitution;
- 3.2.4 A reference to any statute, regulation, agreement or other legal document is to that agreement or document as amended, novated, supplemented or replaced from time to time;
- 3.2.5 Where an expression is defined anywhere in this agreement, it has the same meaning throughout; and
- 3.2.6 Headings do not form part of or affect the construction or interpretation of this Constitution.

4 OBJECTIVES

4.1 The objectives of the Company are:

- 4.1.1 To ensure that the rights of people with physical disability are acknowledged by promoting their inclusive participation in all aspects of the Australian community;
- 4.1.2 To include within all our operations, an active promotion of the rights, responsibilities, issues and participation of people with physical disability;
- 4.1.3 To be acknowledged as the national peak organisation for people with physical disabilities throughout Australia;
- 4.1.4 To generate political force through pro-active lobbying and representation to promote the change necessary to meet the needs of people with physical disabilities;
- 4.1.5 To have links with State and Territory Physical Disability Councils, other peak disability organisations and representatives to and of the Company;
- 4.1.6 To provide a forum for the discussion of issues of relevance to people with physical disabilities;
- 4.1.7 To disseminate information to State and Territory organizations and individuals and to the membership on issues of relevance to people with physical disabilities;
- 4.1.8 To provide mechanisms for formal and informal consultations with Members and organisations providing services to people with physical disabilities; and
- 4.1.9 To represent and present the views of people with physical disabilities to all tiers of governments and the general community.

5 POWERS OF THE COMPANY

General Powers

5.1 The Company may only exercise the powers conferred on it by Section 124(1) of the Act to:

- 5.1.1 carry out the Objectives; and
- 5.1.2 do things incidental or convenient to the exercise of power under **Clause 5.1.1**.

Exercise of Powers Affecting Income and Property

5.2 The Company may only apply its income and property towards the promotion of the Objectives.

5.3 Nothing in this Constitution prevents the Company from paying in good faith:

- 5.3.1 a Member or Director in return for any services rendered or goods supplied other than in their capacity as a Member or Director;
- 5.3.2 remuneration to any employee of the Company;

- 5.3.3 interest to a Member or Director for moneys lent to the Company at a rate not exceeding present rates of interest charged by banks in Australia;
- 5.3.4 rent to a Member or Director for premises leased by the Member or Director to the Company; or
- 5.3.5 moneys representing reimbursement to a Member or Director for out-of-pocket expenses reasonably incurred by the Member or Director on behalf of the Company.

6 MEMBERSHIP

Eligibility for Membership

6.1 To be eligible to become an individual member, a person must:

- 6.1.1 have a physical disability; and
- 6.1.2 be 18 years or over.

6.2 To be eligible to become a corporate member, the entity must provide support or services to the physical disability sector.

6.3 To be eligible to become an associate member, a person must be a:

- 6.3.1 friend;
- 6.3.2 carer; or
- 6.3.3 family member;

of an Individual Member or of those who support the work of the Company.

Application for Membership

~~6.26.4~~ To apply to become a Member, a person must:

- ~~6.2.16.4.1~~ complete the application form in **Schedule 1** or such new application form as may be prescribed by the Board; and
- ~~6.2.26.4.2~~ provide the completed application form to the Secretary.

Board Consideration of Application for Membership

~~6.36.5~~ On receipt of a completed application form, the Secretary must promptly provide the completed application form to the Board for consideration.;

~~6.46.6~~ On receipt of a completed application form, the Board must consider the application and either accept or reject the application without any need to provide any reasons for its decision.

Notification to Applicant and Payment of Subscription Fees

~~6.56.7~~ On receiving notice of the Board's decision, the Secretary must promptly notify the applicant of the decision.

~~6.66.8~~ If the Board approved the application, the applicant must pay the Membership Fee to the Company within 28 days.

Registration and Becoming a Member

~~6.76.9~~ On receipt of payment of the Membership Fee, or if there is no Membership Fee payable, on notification of the applicant that the Board has accepted the application, the Secretary must enter in the register of members the applicant's name, address, type of membership and the date on which entry of the Members' name in the register is made.

~~6.86.10~~ Subject to the Act, a person becomes a Member on registration.

Notification of Change of Address

~~6.96.11~~ When a Member changes the Member's address, the Member shall notify the Company of the change as soon as reasonably practicable.

~~6.106.12~~ As soon as reasonably practicable after receiving notice from a Member of a change of address, the Secretary must enter the change in the register of members.

Associates

~~6.11 To be eligible to become an associate, a person must be a:~~

~~6.11.1 friend;~~

~~6.11.2 carer; or~~

~~6.11.3 family member;~~

~~of an Individual Member or of those who support the work of the Company.~~

7 MEMBERSHIP RIGHTS NOT TRANSFERABLE

A right, privilege or obligation which a person has in the person's capacity as a Member of the Company cannot be transferred to another person.

8 MEMBERSHIP FEES

Payment of Membership Fees

8.1 Each Member ~~and Associate~~ must pay Membership Fees to the Company.

Determination of Membership Fees

8.2 For each year, Membership Fees shall be as follows: ~~the Board must determine the Membership Fees payable by:~~

8.2.1 In the case of Individual Members and Associate Members, zero; and

8.2.2 In the case of Corporate Members, the Board shall determine the Membership Fees payable; ~~and~~

| ~~8.2.3 Associates.~~

| 8.3 For the purposes of **Clause 8.2.2**, the Board may determine the Membership Fees payable to be zero.

Waiver or Discount of Membership Fees

8.4 The Board may in its discretion determine that:

8.4.1 No Membership Fee is payable; or

8.4.2 A discounted Membership Fee is payable;

by a Member in a given year.

9 CESSATION OF MEMBERSHIP

| 9.1 A person ceases to be a Member ~~or Associate~~:

| 9.1.1 If the person is an Individual Member or Associate Member, on the person's death;

| 9.1.2 If the person provides written notice to the Secretary of the person's intention to resign as a Member ~~or Associate~~, on the date that the Secretary receives the written notice;

9.1.3 If the person is a Corporate Member, on the appointment of a:

9.1.3.1 receiver;

9.1.3.2 receiver and manager;

9.1.3.3 liquidator; or

9.1.3.4 administrator.

9.1.4 If the person is convicted of an indictable offence, on the date of conviction; or

9.1.5 If the person is expelled by resolution of the Board under **Clause 10**, on the date of the resolution.

9.2 On cessation of a person as a Member, the Secretary must enter in the register of members that:

9.2.1 the person ceased to be a Member; and

9.2.2 the date on which the person ceased to be a Member.

9.3 In accordance with Subsection 169(7) of the Act, the Company must maintain the details specified in **Clause 9.2** for 7 years after the person ceased to be a Member.

Resignation of Membership

| 9.4 If a person provides written notice to the Secretary of the person's intention to resign as a Member ~~or Associate~~, the person is still liable to pay the Company all Membership Fees and other amounts owed to the Company under this Constitution.

10 DISCIPLING OF MEMBERS

10.1 The Board may resolve to expel or suspend a Member ~~or Associate~~ where the Board is of the opinion that the Member ~~or Associate~~:

10.1.1 has persistently or wilfully refused or neglected to comply with a provision of this Constitution; or

10.1.2 has persistently or wilfully acted in a manner prejudicial to the interests, welfare or Objectives of the Company.

10.2 If a resolution under **Clause 10.1** is proposed in relation to a Member ~~or Associate~~, the Member ~~or Associate~~ is entitled:

10.2.1 to receive at least 28 days notice of the proposed resolution and the reasons why the resolution has been proposed; and

10.2.2 to put their case to the Directors by providing a written statement of reasons why the Member ~~or Associate~~ should not be expelled or suspended to the Secretary for circulation to each of the Directors.

10.3 Notwithstanding any reasons put forward by the Member ~~or Associate~~ in the written statement, the Board may at its absolute discretion resolve to expel or suspend the Member ~~or Associate~~ in accordance with **Clause 10.1**.

11 WHO MAY CALL SPECIAL GENERAL MEETINGS

11.1 A ~~general meeting~~ SGM of the Company may be called by:

11.1.1 2 Directors;

11.1.2 Members with at least 5% of the votes that may be cast at a SGM ~~general meeting~~.

11.2 When Members call a ~~general meeting~~ SGM, they must pay the expenses of calling and holding the SGM ~~general meeting~~.

11.3 The Board must call a SGM ~~general meeting~~ on the request of:

11.3.1 Members with at least 5% of the votes that may be cast at the Special g ~~General M~~ meeting; or

11.3.2 at least 100 Members who are entitled to vote at the SGM ~~general meeting~~;

within 21 days of the Company receiving the request.

11.4 For the purposes of **Clause 11.3**, the request must:

11.4.1 be in writing;

11.4.2 state any resolution to be proposed at the meeting;

11.4.3 be signed by the Members making the request; and

11.4.4 be given to the Company.

12 HOW TO CALL SPECIAL GENERAL MEETINGS

12.1 A person who calls a [SGMgeneral meeting](#) must give at least 21 days notice of the meeting to each Member entitled to vote at the meeting, each Director and the Company's auditor, if the Company has appointed an auditor.

12.2 Despite **Clause 12.1**, the person may give shorter notice than 21 days if permitted by Section 249H of the Act.

12.3 A notice of a [SGMgeneral meeting](#) must:

12.3.1 set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);

12.3.2 state the general nature of the meeting's business;

12.3.3 if a special resolution is to be proposed at the meeting--set out an intention to propose the special resolution and state the resolution; and

12.3.4 if a Member is entitled to appoint a proxy--contain a statement setting out the following information:

12.3.4.1 that the Member has a right to appoint a proxy;

12.3.4.2 whether or not the proxy needs to be a Member of the Company;
and

12.3.4.3 that a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

12.4 The information included in the notice of meeting must be worded and presented in a clear, concise and effective manner.

12.5 Notice of a [SGMgeneral meeting](#) may be given:

12.5.1 personally;

12.5.2 by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;

12.5.3 by sending it to the fax number or^f electronic address (if any) nominated by the Member;

12.5.4 by sending it to the Member by other electronic means (if any) nominated by the Member; or

12.5.5 by notifying the Member in accordance with **Clause 12.6**.

Notice by Email

12.6 If a Member nominates:

12.6.1 email as an electronic means by which the Member may be notified that notices of meeting are available (nominated notice); and

12.6.2 the Company's website as an electronic means the Member may use to access notices of meeting (nominated access);

the Company may give the Member notice of a ~~SGM~~general meeting by notifying the Member by email:

12.6.3 that the notice of the meeting is available; and

12.6.4 how the Member may use the Company's website to access the notice of the meeting.

12.7 A notice of meeting:

12.7.1 sent by post is taken to be given 3 days after it is posted;

12.7.2 sent by fax, or other electronic means, is taken to be given on the business day after it is sent; or

12.7.3 given to a Member under **Clause 12.6** is taken to be given on the business day after the day on which the Member is notified that the notice of meeting is available.

12.8 When a ~~SGM~~general meeting is adjourned, the person calling the meeting must use reasonable endeavours to provide notice of the adjournment to all persons entitled to receive notice of the meeting.

13 ANNUAL GENERAL MEETINGS

13.1 The Company must hold an ~~annual general meeting~~AGM at least once in each calendar year and within 5 months after the end of its financial year.

13.2 The Company shall give notice of an ~~annual general meeting~~AGM in accordance with **Clause 12**.

13.3 An ~~annual general meeting~~AGM is to be held in addition to any other meetings held by the Company in the year.

13.4 The business of an ~~annual general meeting~~AGM may include any of the following, even if not referred to in the notice of meeting:

13.4.1 the consideration of the annual financial report, directors' report and auditor's report;

13.4.2 the election of directors;

13.4.3 the appointment of the auditor; and

13.4.4 the fixing of the auditor's remuneration.

13.5 If the Company's auditor or their representative is at the meeting, the chair of an AGM must:

13.5.1 allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or the auditor's representative questions relevant to:

13.5.1.1 the conduct of the audit;

13.5.1.2 the preparation and content of the auditor's report;

- 13.5.1.3 the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- 13.5.1.4 the independence of the auditor in relation to the conduct of the audit.

14 MEMBERS' NOTICE OF PROPOSED RESOLUTIONS

Notice of Proposed Resolution

14.1 The following Members may give the Company notice of a resolution that they propose to move at a [SGM or general meeting](#)~~AGM~~:

- 14.1.1 Members with at least 5% of the votes that may be cast on the resolution; or
- 14.1.2 at least 100 Members who are entitled to vote at a general meeting.

14.2 The notice must:

- 14.2.1 be in writing;
- 14.2.2 set out the wording of the proposed resolution; and
- 14.2.3 be signed by the Members proposing to move the resolution.

14.3 If a Company has been given notice of a resolution under **Clause 14.1**, the resolution is to be considered at the next [SGM or general meeting](#)~~AGM~~ that occurs more than 2 months after the notice is given.

14.4 The Company must give all its Members notice of the resolution at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a meeting of Members.

14.5 The Company is responsible for the cost of giving Members notice of the resolution if the Company receives the notice in time to send it out to Members with the notice of meeting.

14.6 The Members requesting the meeting are jointly and individually liable for the expenses reasonably incurred by the Company in giving Members notice of the resolution if the Company does not receive the Members' notice in time to send it out with the notice of meeting. At a [SGM or general meeting](#)~~AGM~~, the Company may resolve to meet the expenses itself.

14.7 The Company need not give notice of the resolution:

- 14.7.1 if it is more than 1,000 words long or defamatory; or
- 14.7.2 if the Members making the request are to bear the expenses of sending the notice out--unless the Members give the Company a sum reasonably sufficient to meet the expenses that it will reasonably incur in giving the notice.

Members' Statement to be Distributed

14.8 Members may request the Company to give to all its Members a statement provided by the Members making the request about:

14.8.1 a resolution that is proposed to be moved at a [SGM or general meeting](#)AGM;
or

14.8.2 any other matter that may be properly considered at a [SGM or general meeting](#)AGM.

14.9 The request must be made by:

14.9.1 Members with at least 5% of the votes that may be cast on the resolution; or

14.9.2 at least 100 Members who are entitled to vote at the meeting.

14.10 The request must be:

14.10.1 in writing; and

14.10.2 signed by the Members making the request; and

14.10.3 given to the Company.

14.11 After receiving the request, the Company must distribute to all its Members a copy of the statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a [SGM or general meeting](#).

14.12 The Company is responsible for the cost of making the distribution if the Company receives the statement in time to send it out to Members with the notice of meeting.

14.13 The Members making the request are jointly and individually liable for the expenses reasonably incurred by the Company in making the distribution if the Company does not receive the statement in time to send it out with the notice of meeting. At a [SGM or general meeting](#)AGM, the Company may resolve to meet the expenses itself.

14.14 The Company need not comply with the request:

14.14.1 if the statement is more than 1,000 words long or defamatory; or

14.14.2 if the Members making the request are responsible for the expenses of the distribution--unless the Members give the Company a sum reasonably sufficient to meet the expenses that it will reasonably incur in making the distribution.

15 HOLDING GENERAL MEETINGS

Purpose

15.1 A [SGM](#)~~general meeting~~ must be held for a proper purpose.

Time and Place for Meetings of Members

15.2 A [SGM or general meeting](#)AGM must be held at a reasonable time and place.

Technology

15.3 The Company may hold a meeting of its Members at 2 or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

Quorum

15.4 The quorum for a ~~SGM or AGM meeting of a general meeting~~ is 10 Members and the quorum must be present at all times during the meeting.

Chairing General Meetings

15.5 The Board may elect an individual to chair a ~~SGM or general meeting~~AGM.

15.6 Subject to this Constitution, the chair of a ~~SGM or general meeting~~AGM may conduct ~~general-the~~ meetings in such manner as he or she thinks fit and invite any person who is not a Member to attend and address the persons at the meeting.

Adjournments

15.7 The chair must adjourn a ~~SGM or general meeting~~AGM if the Members present with a majority of votes at the ~~general~~ meeting agree or direct that the chair must do so.

16 VOTING AT GENERAL MEETINGS

16.1 At a ~~SGM or general meeting~~AGM:

16.1.1 each Individual Member has 1 vote, both on a show of hands and on a poll;

16.1.2 Corporate Members and Associate ~~Members~~ do not have any votes; and

16.1.3 the Chair has a casting vote, and also, if they are a Member, any vote they have in their capacity as a Member.

16.2 A resolution put to the vote at a ~~SGM or general meeting~~AGM must be decided on a show of hands unless a poll is demanded.

16.3 Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

16.4 On a show of hands, a declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

16.5 At a ~~SGM or general meeting~~AGM, a poll may be demanded by:

16.5.1 at least 5 Members entitled to vote on the resolution; or

16.5.2 Members with at least 5% of the votes that may be cast on the resolution on a poll; or

16.5.3 the chair.

16.6 The poll may be demanded:

- 16.6.1 before a vote is taken;
- 16.6.2 before the voting results on a show of hands are declared; or
- 16.6.3 immediately after the voting results on a show of hands are declared.

16.7 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

17 PROXIES

17.1 A Member who is entitled to attend and cast a vote at a ~~SGM or general meeting~~AGM may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

17.2 The person appointed as the Member's proxy may be an individual or a body corporate.

Rights of Proxies

17.3 A proxy appointed to attend and vote for a Member has the same rights as the Member:

- 17.3.1 to speak at the meeting;
- 17.3.2 to vote (but only to the extent allowed by the appointment); and
- 17.3.3 join in a demand for a poll.

17.4 If a Member has appointed a proxy to attend and vote at a ~~SGM or general meeting~~AGM, the Member's presence at the meeting does not affect the rights of the proxy.

Sending Proxy Appointment Forms

17.5 If the Company sends a Member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- 17.5.1 if the Member requested the form or list--the Company must send the form or list to all Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- 17.5.2 otherwise--the Company must send the form or list to all its Members entitled to appoint a proxy to attend and vote at the meeting.

Validity of Appointment of a Proxy

17.6 An appointment of a proxy is valid if it is signed, or otherwise authenticated in a manner prescribed by the Regulations, by the Member making the appointment and contains the following information:

- 17.6.1 the Member's name and address;
- 17.6.2 the Company's name;
- 17.6.3 the proxy's name or the name of the office held by the proxy; and

17.6.4 the meetings at which the appointment may be used.

17.7 For the purposes of **Clause 17.6**, under the Regulations, if a Member appoints a proxy by e-mail or Internet-based voting:

17.7.1 the Member must be identified by personal details (for example, the Member's name, address and date of birth); and

17.7.2 the Member's approval of the information communicated must be communicated by a form of security protection (for example, the entering of a confidential identification number such as a shareholder registration number or holder identification number).

Effective Appointment of a Proxy

17.8 For an appointment of a proxy for a ~~SGM or general meeting~~AGM to be effective, the following documents must be received by the Company at least 24 hours before the meeting:

17.8.1 the proxy's appointment; and

17.8.2 if the appointment is signed, or otherwise authenticated in a manner prescribed by Regulations by the appointor's attorney--the authority under which the appointment was signed or authenticated or a certified copy of the authority.

17.9 The Company receives a document referred to in **Clause 17.8** when the document is received at any of the following:

17.9.1 the Company's registered office;

17.9.2 a fax number at the Company's registered office;

17.9.3 a place, fax number or electronic address specified for the purpose in the notice of meeting; and

17.9.4 if the notice of meeting specifies other electronic means by which a Member may give the document--when the document given by those means is received by the Company as prescribed by the Regulations.

18 APPOINTMENT AND TENURE OF DIRECTORS

Number of Directors

18.1 The Company must have at least 3 Directors (not counting alternate directors).

18.2 All Directors of the Company must ordinarily reside in Australia.

18.3 The Company may not have more than 8 Directors and preferably (although not mandatory) no two Directors ordinarily reside in the same State or Territory in Australia.

Consent to Act as Director

18.4 A person must give the Company a signed consent to act as a director of the Company before being appointed. The Company must keep the consent.

Eligibility to be Director

18.5 To be eligible to be a Director (including an alternate director), a person must:

- 18.5.1 be over the age of 18 years; ~~and~~
- 18.5.2 have a physical disability; and
- ~~18.5.2~~18.5.3 be a Member.

Appointment of Director by Resolution in General Meeting

18.6 The Company may appoint a person as a director by resolution passed in SGM or general meeting~~AGM~~.

18.7 A resolution passed at a SGM or general meeting~~AGM~~ appointing or confirming the appointment of 2 or more Directors is void unless:

- 18.7.1 the meeting has resolved that the appointments or confirmations may be voted on together; and
- 18.7.2 no votes were cast against the resolution.

Appointment of Director by Board

18.8 The Board may appoint a person as a Director.

18.9 If a person is appointed as a Director by the Board, the Company must confirm the appointment by resolution at the Company's next AGM. If the appointment is not confirmed, the person ceases to be a Director at the end of the AGM.

Alternate Directors

18.10 With the Board's approval, a Director may appoint an alternate director to exercise some or all of the Director's powers for a specified period.

18.11 If the appointing Director requests the Company to give the alternate director notice of Directors' meetings, the Company must do so.

18.12 When an alternate director exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.

18.13 The appointing director may terminate the alternate director's appointment at any time.

18.14 An appointment or its termination of an alternate director must be in writing. A copy must be given to the Company.

Tenure of Directors

18.15 From the date of appointment of a person as a Director, other than an alternate director, the person shall hold office as a Director for a term of 3 years, unless the

person resigns, is removed or otherwise ceases to hold office as a Director prior to the end of the 3 year term.

18.16 On expiration of a person's first 3 year term as a Director, the person may, with the approval of a resolution passed in the first ~~SGM or general meeting~~ AGM held after the date of expiration, continue to hold office as a Director for a further 3 year term. Otherwise, the person ceases to be a Director.

18.17 On expiration of a person's second consecutive 3 year term as a Director, the person must cease to hold office as a Director and may not be re-appointed as a Director until at least 3 years have passed since the end of the second 3 year term.

19 CESSATION AS A DIRECTOR

Resignation as a Director

19.1 A Director may resign by giving a written notice of resignation to the Company. The resignation shall take effect at the time expressed in the Notice.

Removal by Resolution in General Meeting

19.2 The Company may remove a Director by resolution passed in ~~SGM or general meeting~~ AGM.

19.3 Notice of intention to move the resolution must be given to the Company at least 2 months before the meeting is to be held. However, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

19.4 The Company must give the Director a copy of the notice as soon as practicable after it is received.

19.5 The Director is entitled to put their case to Members by:

19.5.1 giving the Company a written statement for circulation to Members (see subsections (5) and (6)); and

19.5.2 speaking to the motion at the meeting (whether or not the Director is a Member of the Company).

19.6 The written statement is to be circulated by the Company to Members by:

19.6.1 sending a copy to everyone to whom notice of the meeting is sent if there is time to do so; or

19.6.2 if there is not time to comply with paragraph (a)--having the statement distributed to Members attending the meeting and read out at the meeting before the resolution is voted on.

19.7 The Director's statement does not have to be circulated to Members if it is more than 1,000 words long or defamatory.

No Removal by Other Directors

19.8 A Director cannot be removed by other Directors.

Cessation as a Director by Other Events

19.9 Apart from ceasing to hold office as a Director due to expiration of the term of office, resignation or removal by resolution in ~~SGM or general meeting~~AGM, a person ceases to hold office as a Director if the person:

19.9.1 dies;

19.9.2 becomes prohibited from being a director of a corporation by reason of disqualification or other event under the Act; or

19.9.3 is absent without the permission of the Board from all meetings of the Board held during any consecutive period of 12 months.

20 POWERS AND DUTIES OF DIRECTORS

Board Powers

20.1 The Board may exercise all powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in general meeting.

Negotiable Instruments

20.2 Any 2 Directors may sign, draw, accept, endorse or otherwise execute a Negotiable Instrument.

20.3 The Board may determine that a Negotiable Instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

Delegation of Powers

20.4 The Board may from time to time confer on:

20.4.1 any Director or Directors;

20.4.2 committee established by the Board; or

20.4.3 any other person or group of persons;

any of the powers exercisable by the Board under this Constitution or the Act subject to any terms and conditions that it may think expedient.

20.5 An exercise of powers by any Director or Directors, committee, person or group of persons on whom the Board has conferred the powers under **Clause 20.4** is as effective as if the Board had exercised it.

20.6 The Board may from time to time withdraw, revoke or vary a conferral of powers made under **Clause 20.4**.

Committees

20.7 The clauses in this Constitution regulating Director's meeting shall apply to the meetings of any committee established by the Board as if those meetings were Director's meetings unless the Board imposes any terms or conditions to the contrary.

Duties of Directors under the Act and General Law

20.8 Each of the Directors is subject to the duties imposed on them as Directors under the Act and general law.

Additional Duties

20.9 In addition to the Directors' duties under **Clause 20.8**, a Secretary or Director must not, whether during their service as a Secretary or Director or after they cease to be a Secretary or Director, disclose or reveal any Confidential Information to any person unless:

20.9.1 the Secretary or Director has the prior written consent of the Board; or

20.9.2 the law requires the disclosure.

20.10A Secretary or Director must not use any Confidential Information or any part of it except for the purpose of carrying out their role as a Secretary or Director.

20.11 The Company reserves all rights in Confidential Information. The Secretary and Directors acknowledges that Confidential Information and any part of it is the exclusive property of and will remain the exclusive property of Company.

20.12 When a person ceases to hold office as a Secretary or Director, the person agrees to, as soon as reasonably practicable:

20.12.1 return to the Company all documents, books, records and other information in the person's possession which was obtained in the course of performing his or her duties as a Secretary or Director; and

20.12.2 delete all electronic information obtained by the person in the course of performing his or her duties as a Secretary or Director (unless the Board requests the person return the electronic information to the Company, in which case the person must return the requested information as soon as reasonably practicable).

~~21 APPOINTMENT OF TREASURER~~

~~Appointment of Treasurer~~

~~21.1 The Board may from time to time appoint one of the Directors to act as Treasurer.~~

~~Duties of Treasurer~~

~~The Treasurer must supervise the keeping of the Financial Records in accordance with **Clause 30** of this Constitution and report to the Board and keep the Directors informed as to the financial circumstances of the Company.~~

2221 DIRECTOR MATERIAL PERSONAL INTEREST

22.1.21.1 A Director who has a material personal interest in a matter that relates to the affairs of the Company must give the other Directors notice of the interest in accordance with **Clause 212.2** unless:

22.1.1.21.1.1 the interest:

22.1.1.1.21.1.1.1 arises because the Director is a Member and is held in common with the other Members;

22.1.1.221.1.1.2 arises in relation to the Director's remuneration as a Director;

22.1.1.321.1.1.3 relates to a contract the Company is proposing to enter into that is subject to approval by the Members and will not impose any obligation on the Company if it is not approved by the Members;

22.1.1.421.1.1.4 arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Company;

22.1.1.521.1.1.5 arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in **Clause 212.1.1.4**;

22.1.1.621.1.1.6 relates to a contract that insures, or would insure, the Director against liabilities the Director incurs as an officer of the Company (but only if the contract does not make the Company or a related body corporate the insurer);

22.1.1.721.1.1.7 relates to any payment by the Company or a related body corporate in respect of an indemnity permitted under section 199A or any contract relating to such an indemnity; or

22.1.1.821.1.1.8 is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the Director is a Director of the related body corporate; or

22.1.221.1.2 all the following conditions are satisfied:

22.1.2.121.1.2.1 the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the Company in accordance with this Constitution;

22.1.2.221.1.2.2 if a person who was not a Director at the time when the notice was given is appointed as a Director --the notice is given to that person;

22.1.2.321.1.2.3 the nature or extent of the interest has not materially increased above that disclosed in the notice; or

22.1.321.1.3 the Director has given a standing notice of the nature and extent of the interest in accordance with Section 192 of the Act and the notice is still effective in relation to the interest.

22.221.2 The notice required by **Clause 212.1** must:

22.2.121.2.1 give details of:

22.2.1.121.2.1.1 the nature and extent of the interest; and

22.2.1.221.2.1.2 the relation of the interest to the affairs of the Company;
and

22.2.221.2.2 be given at a Directors' meeting as soon as practicable after the Director becomes aware of their interest in the matter.

22.321.3 The details of a notice given under **Clause 212.2.1** must be recorded in the minutes of the meeting.

Not Present at Director's Meeting and No Vote

22.421.4 A Director who has a material personal interest in a matter, which must be disclosed under **Clause 212.1**, that is being considered at a Directors' meeting must not:

22.4.121.4.1 be present while the matter is being considered at the meeting; or

22.4.221.4.2 vote on the matter.

22.521.5 **Clause 212.4** does not apply if the Director may be present and vote if Directors who do not have a material personal interest in the matter have passed a resolution that:

22.5.121.5.1 identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and

22.5.221.5.2 states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

2322 DIRECTOR RESOLUTIONS AND CIRCULATIONS

23.122.1 The Directors may pass a resolution without a Directors' meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

23.222.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

23.322.3 The resolution is passed when the last Director signs.

2423 DIRECTORS' MEETINGS

Calling Directors' Meetings

24.123.1 A Directors' meeting may be called by a Director giving reasonable notice individually to every other Director.

Chair of Directors' Meetings

24.223.2 The Directors may elect a Director to chair their meetings. The Directors may determine the period for which the Director is to be the chair.

24.3.23.3 The Directors must elect a Director present to chair a meeting, or part of it, if:
24.3.123.3.1 a Director has not already been elected to chair the meeting; or
24.3.223.3.2 a previously elected chair is not available or declines to act, for the meeting or the part of the meeting.

Use of Technology

24.423.4 A Directors' meeting may be called or held using any technology consented to by a simple majority of the Directors.

Quorum

24.523.5 The quorum for a Directors' meeting is 52 Directors and the quorum must be present at all times during the meeting.

Voting

24.623.6 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

24.723.7 The chair has a casting vote if necessary in addition to any vote they have in their capacity as a Director.

24 TREASURER, PRESIDENT AND VICE-PRESIDENT

Appointment of Treasurer, President and Vice-President

24.1 The Board may from time to time appoint one of the Directors to act as Treasurer, one of the Directors to act as President and one of the Directors to act as Vice-President. A Director may not simultaneously hold office in two or more of those three positions.

Duties of Treasurer, President and Vice-President

24.2 In addition to the Treasurer's role on the Executive, the Treasurer must supervise the keeping of the Financial Records in accordance with **Clause 31** of this Constitution and report to the Board and keep the Directors informed as to the financial circumstances of the Company.

Cessation of Treasurer

24.3 The Board may from time to time withdraw, revoke or vary the terms of an appointment of a Director as Treasurer, President or Vice-President.

24.4 A Director appointed as Treasurer, President or Vice-President shall, subject to earlier cessation of the role, cease to act in that role on ceasing to hold office as a Director.

25 EXECUTIVE

Composition of the Executive

25.1 The Executive shall comprise of the President, Vice-President and Treasurer.

Executive Powers

25.2 The Executive, by a simple majority, may exercise all powers of the Board. However, any purported exercise of power by the Executive shall not be effective until ratified by the Board.

Executive Meetings

25.3 The clauses in this Constitution regulating Directors' meeting shall apply to the meetings of the Executive as if those meetings were Directors' meetings except that the quorum for executive meetings shall be 2 people.

Exercise of Powers

25.4 The Executive may exercise its powers through either:

25.4.1 voting on a resolution in a meeting of the Executive; or

25.4.2 passing a resolution through the use of circulations in the same manner as the Directors may use them as set out in **Clause 22**.

2526 SECRETARY

25.126.1 The Company must have 1 secretary.

25.226.2 The Secretary must ordinarily reside in Australia.

Consent to Act as Secretary

25.326.3 A person must give the Company a signed consent to act as a Secretary of the Company before being appointed. The Company must keep the consent.

Eligibility to be Secretary

25.426.4 To be eligible to be a Secretary, a person must:

25.4.126.4.1 be over the age of 18 years; ~~and~~

26.4.2 have a physical disability; and

25.4.226.4.3 be a Member.:-

Appointment by Board

25.526.5 The Secretary is to be appointed by the Board.

25.626.6 The Secretary holds office on the terms and conditions that the Board determines.

25.726.7 The Board may from time to time withdraw, revoke or vary the appointment of the Secretary.

26.27 MINUTES OF MEETINGS

Maintaining Minute Books

~~26.1~~27.1 The Company must keep minute books in which it records within 1 month:

~~26.1.1~~27.1.1 proceedings and resolutions of Members;

~~26.1.2~~27.1.2 proceedings and resolutions of Directors' meetings;

~~26.1.3~~27.1.3 proceedings and resolutions of meetings of the Executive and a committee established by the Board;

~~26.1.4~~27.1.4 resolutions passed by Members without a meeting; and

~~26.1.5~~27.1.5 resolutions passed by Directors without a meeting.

~~26.2~~27.2 The Company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:

~~26.2.1~~27.2.1 the chair of the meeting; or

~~26.2.2~~27.2.2 the chair of the next meeting.

~~26.3~~27.3 The Company must keep its minute books at:

~~26.3.1~~27.3.1 its registered office; or

~~26.3.2~~27.3.2 its principal place of business in this jurisdiction; or

~~26.3.3~~27.3.3 another place in this jurisdiction approved by ASIC.

Inspection and Obtaining Copies of Minute Books

~~26.4~~27.4 The Company must ensure that the minute books for SGMs and general meetingAGMs and for resolutions of Members passed without meetings are open for inspection by Members free of charge.

~~26.5~~27.5 A Member may ask the Company in writing for a copy of:

~~26.5.1~~27.5.1 any minutes of a meeting of the Company's Members or an extract of the minutes; or

~~26.5.2~~27.5.2 any minutes of a resolution passed by Members without a meeting.

~~26.6~~27.6 The Company may require payment for the copy.

~~26.7~~27.7 If the Company requires payment for the copy, the Company must send it within 14 days after the Company receives the payment.

27.28 INSPECTION OF REGISTERS AND BOOKS

Inspection of Register of Members

~~27.1~~28.1 The Company must allow anyone to inspect the Company's register of members as follows:

~~27.1.1~~28.1.1 If the register is not kept on a computer, the person inspects the register itself;

~~27.1.2~~28.1.2 If the register is kept on a computer, the person inspects the register by computer ~~a hard copy of the information on the register (unless the person agrees that the person may access the information by computer).~~

~~27.2~~28.2 A Member may inspect the register of Members under **Clause 287.1** without charge.

~~27.3~~28.3 A person other than a Member may inspect the register of Members only on payment of any fee (up to the prescribed amount) required by the Company.

~~27.4~~28.4 The Company must give a person a copy of the register of Members (or a part of the register) within 7 days if the person:

~~27.4.1~~28.4.1 ~~asks for the copy~~makes an application to the Company in accordance with Clause 28.5; and

~~28.4.2~~ pays any fee (up to the prescribed amount) required by the Company.

28.5 An application is in accordance with this Clause if:

28.5.1 the application states each purpose for each the person is making the application;

28.5.2 none of those purposes is a prescribed purpose under the Regulations; and

~~27.4.2~~28.5.3 the application states the name and address of the applicant and the purpose(s) of accessing a copy of the register of Members.

Use of Information Obtained from Register of Members

~~27.5~~28.6 A person must not:

~~27.5.1~~28.6.1 use information about a person obtained from the register of Members to contact or send material to the person; or

~~27.5.2~~28.6.2 disclose information of that kind knowing that the information is likely to be used to contact or send material to the person.

~~27.6~~28.7 **Clause 287.5** does not apply if the use or disclosure of the information is:

~~27.6.1~~28.7.1 relevant to the holding of the interests recorded in the register or the exercise of the rights attaching to them; or

~~28.7.2~~ approved by the Company.

28.8 A person must not:

28.8.1 use information obtained from the register of Members for any purpose prescribed by the Regulations; or

28.8.2 disclose information of that kind knowing that the information is likely to be used for any such purpose.

28.9 In respect of **Clause 28.8**, as at the date of adoption of this Constitution, the purposes include:

28.9.1 soliciting a donation from a member of a company;

28.9.2 soliciting a member of a company by a person who is authorised to assume or use the word stockbroker or sharebroker in accordance with section 923B of the Act;

28.9.3 gathering information about the personal wealth of a member of a company; or

28.9.4 making an unsolicited offer or invitation to purchase a financial product to which Division 5A of Part 7.9 of the Act applies.

~~27.7~~28.10 A person who makes a profit from a contravention of **Clause 28.67.5** or **Clause 28.8** owes a debt to the Company. The amount of the debt is the amount of the profit.

28.11 A person who contravenes **Clause 28.6** or **Clause 28.87.5** is liable to compensate anyone else who suffers loss or damage because of the contravention.

~~27.8~~

Location of Registers

~~27.9~~28.12 The register of Members must be kept at:

~~27.9.1~~28.12.1 the Company's registered office;

~~27.9.2~~28.12.2 the Company's principal place of business in this jurisdiction;

~~27.9.3~~28.12.3 a place in this jurisdiction (whether the Company or of someone else) where the work involved in maintaining the register is done; or

~~27.9.4~~28.12.4 another place in this jurisdiction approved by ASIC.

Inspection of Books

28.13 The Board may at its discretion authorise a Member to inspect books of the Company.

No Additional Rights of Inspection of Registers or Books for Directors

~~27.10~~28.14 The Directors do not have any rights of inspection of the registers or books of the company additional to any such rights that they have as Members of the Company or third persons (as set out in this **Clause 28**).

2829 NOTICES TO ASIC

New Directors or Secretaries

~~28.1~~29.1 The Company must lodge with ASIC a notice of the personal details of a Director or Secretary within 28 days after they are appointed. The notice must be in the prescribed form.

New Alternate Directors

~~28.2~~29.2 The Company must lodge with ASIC a notice of:

~~28.2.1~~29.2.1 the personal details of a person who is appointed as an alternate director; and

~~28.2.2~~29.2.2 the terms of their appointment (including terms about when the alternate director is to act as a Director);

within 28 days after their appointment as an alternate director. The notice must be in the prescribed form.

Personal Details

~~28.3~~29.3 The personal details of a Director, alternate director, or Secretary are:

~~28.3.1~~29.3.1 their given and family names;

~~28.3.2~~29.3.2 all of their former given and family names;

~~28.3.3~~29.3.3 their date and place of birth; and

~~28.3.4~~29.3.4 their address.

Changes in Details

~~28.4~~29.4 The Company must lodge with ASIC notice of any change in the personal details of a Director, alternate director or Secretary within 28 days after the change. The notice must be in the prescribed form.

Notice Required if Person Stops Being a Director or Secretary

~~28.5~~29.5 If a person stops being a Director, alternate director or Secretary of the Company, the Company must lodge with the ASIC notice of the fact within 28 days (unless the person was an alternate director who stopped being a director in accordance with the terms of their appointment as an alternate director). The notice must be in the prescribed form.

2930 REGISTERED OFFICE

~~29.1~~30.1 The Company must display its name prominently at every place at which the Company carries on business and that is open to the public.

~~29.2~~30.2 The Company must display its name and the words "Registered Office" prominently at its registered office.

~~29.3~~30.3 The registered office of the Company must be open to the public:

[29.3.130.3.1](#) each business day from at least 10 am to 12 noon and from at least 2 pm to 4 pm; or

[29.3.230.3.2](#) at least 3 hours chosen by the Company between 9 am and 5 pm each business day.

[29.430.4](#) If the Company chooses to change its opening hours, the hours must be specified in the most recent notice of change of opening hours lodged with ASIC under **Clause [2930.5](#)**.

[29.530.5](#) The Company must lodge notice of a change in the opening hours of its registered office with ASIC before the day on which a change occurs. The notice must be in the prescribed form.

[3031](#) FINANCIAL RECORDS AND REPORTS

Company Must Keep Financial Records

[30.131.1](#) The Company must keep written Financial Records that:

[30.1.131.1.1](#) correctly record and explain its transactions and financial position and performance; and

[30.1.231.1.2](#) would enable true and fair financial statements to be prepared and audited.

[30.231.2](#) The Financial Records must be retained for 7 years after the transactions covered by the records are completed.

Annual Financial Reports and Directors' Reports

[30.331.3](#) For a given financial year, the Company must prepare an annual financial report and/or directors' report if the Act requires this.

Name:	
Address:	
State: NSW QLD VIC SA TAS NT WA ACT (please circle)	Postcode:
Email Address:	
Phone Number:	
Mobile Number:	
DOB:	
Gender: Male/Female (please circle)	
Please use the space below to describe your physical disability	
Please indicate if you would like to receive information via email or post?	
<input type="checkbox"/> Hard Copy via mail	
<input type="checkbox"/> Email	
We have an online Facebook page Physical Disability Australia Ltd and also an online discussion list. Please indicate if you would like to join the discussion list Yes No.	
Signed: _____	Date: _____
Office use only: membership accepted date: _____	
Date entered into membership register: _____	

Our contact details:

Physical Disability Australia Ltd
P O Box 38
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Phone: 02 6567 1500
local call cost: 1300 781 786
email: pda@pda.org.au
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