

# **PARAQUAD ASSOCIATION OF TASMANIA INC.**



## **CONSTITUTION**

**Adopted at 28<sup>th</sup> Annual General Meeting**

**September 27 2018**

## 1. Name of association

The name of the association is as follows:

ParaQuad Association of Tasmania Incorporated

### Basic objects

- 1) To establish and maintain services that support people with spinal cord injury and physical disability
- 2) To promote a positive image of people with spinal cord injury and physical disability
- 3) To promote educational and vocational opportunities for people with spinal cord injury and physical disability
- 4) To provide occasions and platforms for people with spinal cord injury and physical disability to meet, communicate and exchange friendships
- 5) To promote and support research into spinal cord injury
- 6) To partner and work with other organisations with like purpose
- 7) To act in advisory capacity to governments and the general community on matters affecting people with spinal cord injury and related disability
- 8) To help achieve quality of life and break down barriers for people with spinal cord injury and physical disability
- 9) The doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association

## 2. Interpretation

In these rules, unless the context otherwise requires –

**Accounting records** has the same meaning as in the Act;

**Act** means the [Associations Incorporation Act 1964](#) ;

**Annual General Meeting** means an annual general meeting of the Association held under Rule12;

**Association** means the association referred to in 1.;

**association** has the same meaning as in the Act;

**Auditor** means the person appointed as the auditor of the Association at the Annual General Meeting;

**Authorised financial institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

**Basic objects of the Association** means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

**Committee** means the Committee of Management;

**Financial year** has the same meaning as in the Act;

**Officer of the Association** means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association;

**Ordinary meeting** means a meeting not designated as an Annual General Meeting or Special General Meeting;

**Ordinary committee member** means a member of the committee other than an officer of the Association;

**Public Officer** means the person who is, under [section 14](#) of the Act, the Public Officer of the Association;

**Special General Meeting** means a special general meeting of the Association convened under Rule 21;

**Special resolution** has the same meaning as in the Act.

### **3. Association's office**

The office of the Association is to be at the following place or at any other place the committee determines:

26 – 28 Tolosa Street Glenorchy Tasmania

### **4. Objects and purposes of Association**

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods and services;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the committee, or the members of the Association at a Special General meeting, determine expedient for procuring contributions to the funds of the Association;
- (f) the printing or publication of any newsletter, periodical, book, leaflet or other document the committee, or the members of the Association at a Special General Meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms –
  - (i) the committee thinks fit; or
  - (ii) approved or directed by resolution passed at an Ordinary meeting;
- (h) subject to the provisions of the [Trustee Act 1898](#) , the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;

## **5. Membership of Association**

(1) Membership of the Association is available to people with spinal cord injury, physical disability and any person, group or entity who support the objects and purpose of the Association

(a) The Committee will determine categories, benefits and fees of membership from time to time

(2) A nomination for membership is to be –

(a) made in writing and signed by a current financial member of the Association; and

(b) accompanied by the written consent of the person nominated; and

(c) lodged with the Public Officer or their nominee

(3) The consent referred to in sub-rule (2)(b) may be endorsed on the nomination.

(4) As soon as practicable after the receipt of a nomination, the Public Officer is to refer the nomination to the committee.

(5) If a nomination is approved by the committee, the Public Officer is to –

(a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and

(b) on receipt of the amount payable by the nominee as the first annual subscription, enter the nominee's name in the register of members.

(6) A member of the Association may resign by serving on the Public Officer a written notice of resignation.

(7) On receipt of a written resignation notice from a member of the Association the Public Officer is to remove the name of the member from the register of members.

(8) A person –

(a) becomes a member of the Association when his or her name is entered in the register of members; and

(b) ceases to be a member of the Association when his or her name is removed from the register of members under sub-rule (7).

(9) The Public Officer is to maintain, or establish and maintain, a register of members containing –

(a) the name of each member of the Association and the date on which they became a member; and

(b) the member's postal or residential address, electronic address or address of business or employment; and

(c) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.

## **6. Liability of members**

(1) Any right, privilege or obligation of a person as a member of the Association –

(a) is not capable of being transferred to another person; and

(b) terminates when the person ceases to be a financial member of the Association.

## **7. Income and property of Association**

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with Rule 7 (1).
- (3) The Association may –
  - (a) pay a person or member of the Association –
    - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
    - (iii) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
  - (b) reimburse a member of the Committee for out-of-pocket expenses incurred in carrying out the functions of a member of the committee; and
  - (c) reimburse a member of a subcommittee for out-of-pocket expenses incurred in carrying out the functions of a member of the subcommittee; and
- (4) Despite sub-rule (3)(a) , (b) and (c) , the Association is not to pay a person any amount under that sub-rule unless the payment meets the requirements of the Associations Delegations & Limitations Policy
- (5) The Association is not to appoint or nominate a member of the Association to an office (sub-rule 24 (4)) in respect of which remuneration is payable unless the Association or committee has first approved –
  - (a) that appointment or nomination; and
  - (b) the receipt of that remuneration by that member.

## **8. Accounts of receipts and expenditure**

- (1) True accounts are to be kept of the following:
  - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
  - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner as determined by the committee.
- (3) The Treasurer of the Association or their nominee is to keep all accounting files, and general records connected with the business of the Association in the form and manner that meet current Australian Accounting Standards

## **9. Banking and finance**

(1) On behalf of the Association, the Treasurer or appointed staff member of the Association are to –

- (a) receive any money paid to the Association; and
- (b) immediately after receiving the money, raise an official receipt in respect of the money; and
- (c) cause the money to be paid into an authorised account as soon as practicable after it is received.

(2) The Committee is to open accounts with an authorised financial institution account/s in the name of the Association.

## **10. Auditor**

(1) At each Annual General Meeting, the members of the Association present at the meeting are to appoint an auditor of the Association.

(2) If an auditor is not appointed at an Annual General Meeting, the committee is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.

(3) The auditor is to hold office until the next Annual General Meeting.

(4) The auditor may be removed from office by special resolution.

(5) If a casual vacancy occurs in the office of auditor, the committee is to appoint an auditor to fill the vacancy until the end of the next Annual General Meeting.

## **11. Audit of accounts**

(1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.

(2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –

- (a) certify as to the correctness of the accounts of the Association; and
- (b) at the next Annual General Meeting, provide a written report to the members of the Association who are present at that meeting.

(3) In the report and in certifying to the accounts, the auditor is to –

- (a) specify the information, if any, that he or she has required under sub-rule (11)(b) and obtained; and
- (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
- (c) state whether the rules relating to the administration of the Association funds of the Association have been observed.

(4) The Treasurer or nominated staff member is to deliver to the auditor a list of all the accounting records, files and accounts of the Association.

(5) The auditor may –

- (a) have access to the accounting records, files and accounts of the Association; and

(b) require from any employee of, or person who has acted on behalf of the Association any information the auditor considers necessary for the performance of his or her duties; and

(c) examine any member of the committee, or any employee of, or person who has acted on behalf of the Association in relation to the accounting records, files and accounts of the Association.

## **12. Annual General Meeting**

(1) The Association is to hold an Annual General Meeting each year.

(2) An Annual General Meeting is to be held on any day (being not later than six months after the end of the financial year of the Association) the committee determines.

(3) An Annual General Meeting is to be in addition to any other Special General Meeting or ordinary meeting that may be held in the same year.

(4) Written notice shall be provided to all members at least fourteen days before the fixed date. The notice convening an Annual General Meeting is to specify the purpose of the meeting.

(5) The ordinary business of an Annual General Meeting is to be as follows:

(a) to confirm the minutes of the last preceding Annual General Meeting

(b) to receive from the Committee, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;

(c) to elect the officers of the Association and the ordinary committee members;

(d) to appoint the auditor;

(6) Minutes of proceedings of an Annual General Meeting are to be kept, in the files of the Association by the Public Officer or, in the absence from the meeting of the Public Officer, by an Officer of the Association who is nominated by the chair of the meeting.

(7) Business is not to be transacted at an Annual General Meeting unless a quorum of members of the Association entitled to vote are present.

(8) A quorum for the transaction of the business at an Annual General Meeting is 10 members of the Association entitled to vote.

(9) If a quorum is not present within one hour after the time appointed for the commencement of an Annual General Meeting, the meeting –

(a) is to be adjourned to a date to be determined

(10) Proxy Voting

(a) A financial member may nominate, in writing another financial member to vote as proxy at the Annual General Meeting provided that no member shall act as proxy for more than one member

(b) Written notice must be served to the Public Officer no later than seven days prior to the date of the Annual General Meeting

### **13. Role of the Chair**

At each Ordinary Meeting, Special General Meeting and Annual General Meeting of the Association, the chair is to be –

- (a) the Chairman; or
- (b) in the absence of the Chairman, the Vice-chairman; or
- (c) in the absence of the Chairman and the Vice-chairman, a member of the Committee elected to preside as chair by the members of the committee present at the meeting.

### **14. Votes**

(1) On any question arising at each Ordinary Meeting, Special General Meeting and Annual General Meeting or subcommittee meeting a member of the Association (including the chair) has one vote only.

(2) All votes are to be given personally.

(3) Despite sub-rule (1), in the case of an equality of votes, the chairman has a second or casting vote.

### **15. When poll to be taken**

(1) A poll that is demanded on the election of a chairman, or on a question of adjournment, is to be taken immediately.

(2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairman determines.

### **16. Affairs of Association to be managed by a Committee of Management**

(1) The affairs of the Association are to be managed by a Committee of Management constituted as provided in Rule 18.

(2) The committee –

- (a) is to manage the business and affairs of the Association; and
- (b) may exercise and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
- (c) has power to do anything that appears to the committee to be essential for the proper management of the business and affairs of the Association.

### **17. Officers of the Association**

(1) The officers of the Association are as follows:

- (a) the Chairman;
- (b) the Vice Chairman;
- (c) the Treasurer;

(2) Subject to sub-rule (5), the officers of the Association are to be elected in accordance with Rule 19.

(3) Each officer of the Association is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.



(4) If a casual vacancy in an office referred to in sub-rule (1) occurs, the committee may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.

(5) If an office referred to in sub-rule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

(6) Each Officer of the Association may only serve in any one position listed in sub-rule 1 (a), (b), (c) for a maximum of four consecutive years

#### **18. Composition of the committee**

(1) The committee consists of –

(a) the Officers of the Association; and

(b) a minimum three ordinary members, maximum of six elected at the annual general meeting or appointed in accordance with Rule 5.

(2) An ordinary committee member is to hold office until the end of the next Annual General Meeting after that at which he or she is elected and is eligible for re-election.

(3) If a casual vacancy occurs in the office of an ordinary committee member, the Committee may appoint a member of the Association to fill the vacancy until the end of the next Annual General Meeting after the appointment.

#### **19. Election of Committee of Management**

(1) A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be –

(a) made in writing, signed by 2 financial members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

(b) delivered to the Public Officer at least 10 days before the day on which the Annual General Meeting is to be held.

(2) If insufficient nominations are received by the due date to fill all vacancies on the committee –

(a) the candidates as nominated are taken to be elected; and

(b) further nominations may be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies on the committee to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations received by the due date exceeds the number of vacancies on the committee to be filled, a ballot is to be held.

(5) If the number of further nominations received at the Annual General Meeting exceeds the number of remaining vacancies on the Committee to be filled, a ballot is to be held in relation to those further nominations.

(6) The ballot for the election of officers of the Association and ordinary committee members is to be conducted at the Annual General Meeting in the manner determined by the committee.

## **20. Vacation of office**

For these rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the [Guardianship and Administration Act 1995](#) ; or
- (d) resigns office in writing addressed to the Committee; or
- (e) is absent from three (3) consecutive meetings of the committee without written apology or
- (f) ceases to be a financial member of the Association;

## **21. Special General Meetings**

(1) The Committee may convene a Special General Meeting of the Association at any time.

(2) The Committee, on the requisition in writing of at least 10 financial members of the Association, is to convene a Special General Meeting of the Association.

(3) A requisition for a Special General Meeting –

- (a) is to state the objects of the meeting; and
- (b) is to be signed by each of the requisitioners; and
- (c) is to be deposited at the office of the Association; and
- (d) may consist of several documents, each signed by one or more of the requisitioners.

(4) A Special General Meeting must be held within 21 days after the day on which a requisition is deposited at the office of the Association

(5) Business is not to be transacted at a Special General Meeting unless a quorum of members of the Association entitled to vote are present.

(6) A quorum for the transaction of the business at a Special General Meeting is 10 members of the Association entitled to vote.

(9) If a quorum is not present within one hour after the time appointed for the commencement of a Special General Meeting, the meeting –

- (a) is to be adjourned to a date to be determined

(10) Proxy Voting

(a) A financial member may nominate, in writing another financial member to vote as proxy at the Special General Meeting provided that no member shall act as proxy for more than one member

(b) Written notice must be served to the Public Officer no later than seven days prior to the date of the Special General Meeting

## **22. Ordinary meetings of the committee**

- (1) The committee is to meet at least five times in any one year at any place and time the Committee determines.
- (2) Written notice of each Committee meeting is to be served on each member of the committee
- (3) A quorum for the transaction of the business of a meeting of the committee is four members of the Committee.
- (4) Business is not to be transacted at a meeting of the Committee unless a quorum is present.
- (5) If a quorum is not present within half an hour after the time appointed for the commencement of –
  - (a) the meeting is to be adjourned to a date and time to be determined

## **23. Disclosure of interests**

- (1) If any member of the Association has a direct or indirect pecuniary or non-pecuniary interest in a matter being considered, or about to be considered, by the Committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge disclose the nature of the interest to the Committee.
- (2) The onus of declaration is on the member concerned and the member may be required by the chair of the meeting to leave for that portion of the matter being considered.
- (3) If at a meeting of the Committee or a subcommittee a member votes in respect of any matter in which the member has a direct or indirect pecuniary or non-pecuniary interest, that vote is not to be counted. The matter may be reconsidered later.

## **24. Subcommittees and external appointments**

- (1) The Committee may –
  - (a) appoint a subcommittee; and
  - (b) prescribe the powers and functions of that subcommittee.
- (2) The committee may co-opt any person as a member of a subcommittee without voting rights, that person must be a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of the subcommittee is three appointed members entitled to vote.
- (4) If so requested by or on behalf of any other association, organisation or body, the Committee may appoint or nominate a member of the Association to an office in that other association, organisation or body.

## **25. Executive committee**

- (1) The Officers of the Association constitute the Executive Committee.
- (2) During the period between meetings of the committee, on matters of urgency the Executive Committee may issue instructions on matters connected with the management of critical business of the Association.
- (3) Executive Committee meetings must be minuted, and minutes tabled at the next Ordinary meeting of the Association.

## **26. Annual subscription**

(1) The annual subscription for the financial year of the Association will be determined by the Committee from time to time

(2) The annual subscription for the financial year of the Association, payable by members of the Association, is due and payable upon issue of an approved invoice and within the terms of that invoice

(3) If –

A member of the Association has not paid their annual subscription for the financial year of the Association within the terms as prescribed in the approved invoice the Public Officer may remove the name of the member from the register of members. They will not be entitled to vote at the next Annual General Meeting of the Association.

## **27. Service of notices and requisitions**

Except as otherwise provided by these rules, a document may be served under these rules on a member by –

(a) giving it to the member; or

(b) emailing it to the person's email address, leaving it at, or sending it by post to, the members postal or residential address or place or address of business or employment last known to the server of the document;

## **28. Expulsion of members**

(1) The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.

(2) The expulsion of a member under sub-rule (1) does not take effect until whichever of the following occurs later:

(a) the fourteenth day after the day on which a notice is served on the member under sub-rule (3) ;

(b) if the member exercises his or her right of appeal under this rule, the conclusion of the meeting convened to hear the appeal.

(3) If the Committee expels a member from the Association, the Public Officer, without undue delay, is to cause to be served on the member a notice in writing –

(a) stating that the committee has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of the right to appeal against the expulsion under Rule 29.

## **29. Appeal against expulsion**

(1) A member may appeal against an expulsion by serving on the Public Officer, within 14 days after the service of a notice under Rule 28(3), a requisition in writing demanding the convening of a meeting for the purpose of hearing the appeal.

(2) On receipt of a requisition, the Public Officer is to immediately notify the Committee of the receipt.

(3) The Committee is to cause a meeting to be held within twenty-one days after the day on which the requisition is received.

- (4) At a meeting convened for hearing an appeal under this rule –
- (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the Committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and
  - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the meeting a majority of the members present vote in favour of the lifting of the expulsion –
- (a) the expulsion is lifted; and
  - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- (a) the expulsion takes effect; and
  - (b) the expelled member ceases to be a member of the Association immediately

### **30. Disputes**

- (1) A dispute between a member of the Association, in their capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 2011](#) .
- (2) This rule does not affect the operation of Rule 28.

### **31. Changes to the Constitution**

- a) This Constitution may only be changed by special resolution at an Annual General Meeting or Special General Meeting of the Association.
- b) Written notice of proposed changes must be given to all financial members at least fourteen days prior to them being required to vote on the matter.
- c) Changes to the Constitution shall only come into effect upon the voting in agreement by at least a three quarters majority of members present.

### **32. Seal of Association**

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the committee.
- (3) The affixing of the seal is to be attested by the signatures of –
- (a) one Officer of the Association and one Committee of Management member; or
  - (b) one member of the committee and –
    - (i) the Public Officer; or
- (4) A sealed instrument will be attested under sub-rule (3) and affixed to that instrument by the authority of the Committee.
- (5) The seal is to remain at the offices of the Association.

### **33. Liability, Property and Dissolution**

(1) Persons who by authority incur any pecuniary liability on behalf of the Association shall be indemnified against any person loss in respect of such liability.

(2) The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

(3) The income, property and funds of the Association shall be used solely towards the promotion of the objectives of the Association and shall not be paid or transferred to any members or relative of members provided that nothing herein shall prevent any payment in good faith to any person in furtherance of the objectives of the Association or the reimbursement of any expenses incurred by any member on behalf of the Association.

(4) On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other incorporated associations formed for promoting similar objectives or for other charitable objectives as shall be approved by the Association, provided that:

(i) Such other incorporated associations shall prohibit the distribution of income and property to the members or former members of the Association to the extent stated herein;

(ii) If the Association shall have been approved pursuant to the Tax Assessment Act, then such other incorporated association shall be approved;

(iii) The Association shall not be voluntarily dissolved unless it is solvent and if it is solvent, it shall not be voluntarily dissolved except by the members present and voting on a special resolution as a written notice including notice of the proposed dissolution has been distributed to all members

(iv) The Association shall cause a copy of such a special resolution to be lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the resolution