

CONSTITUTION

OF

THE PARAPLEGIC AND QUADRIPLEGIC ASSOCIATION OF NSW

Approved by Members at the AGM held on 19 November 2014

TABLE OF CONTENTS

A.	THE ASSOCIATION'S NAME AND AIMS	2
B.	DEFINED TERMS AND INTERPRETATIONS	4
C.	PARAQUAD'S INCOME AND ASSETS	5
D.	MEMBERSHIP	6
E.	LIABILTY OF MEMBERS	9
F.	MEETINGS OF MEMBERS	10
G.	THE BOARD OF DIRECTORS	11
H.	THE MANAGEMENT OF PARAQUAD	14
I.	INDEMNITIES AND INSURANCE	16
J.	ELECTION PROCEDURES	16

A. THE ASSOCIATION'S NAME AND AIMS

1. The Association's name is The Paraplegic and Quadriplegic Association of NSW (ACN 000 355 948). The term 'ParaQuad' is used to refer to the Association throughout this constitution.
2. ParaQuad is a company limited by guarantee with no share capital and has a licence under section 150 of the Corporations Act to omit 'Limited' from its name. ParaQuad is a not-for-profit registered charitable organisation and must not make distributions to Members.
3. ParaQuad must not make any payment to a Director, an associate of a Director, a company through which a Director is employed or a company in which a Director has an interest, even where otherwise permitted by this constitution, unless the payment is approved by the Board.
4. The replaceable rules of the Corporations Act apply to ParaQuad to the extent that they are not displaced or modified by this constitution.
5. If ParaQuad adopts a common seal, the seal must be used in accordance with the Corporations Act.

Our principles

6. ParaQuad's core principles are as follows:
 - (a) People with disabilities are members of society and should have the same rights, responsibilities and sensitivities as others in society. Individuals should be valued for their unique abilities and experiences.
 - (b) People with disabilities should have choice. They should have the opportunity to engage in any chosen activity, or any aspect of their chosen activity, no matter how complex, to the extent that their disability allows.
 - (c) In order to have the opportunity to use and develop their abilities, people with a disability should have equitable access to lifestyle qualities including independence, choice and privacy, education and employment, health, personal and family relationships, social and recreational opportunities, and access to all public facilities including transport, communication and technology.

- (d) People should have access to appropriate information about their disability and assistance needed to make informed decisions. They should have the opportunity to choose, manage and direct the support they need and their decisions should be respected.
- (e) People should not be disadvantaged by their gender, ethnic origin, age, geographic location, religion, culture, sexual preference, or in particular by their disability.

ParaQuad's aims

7. ParaQuad's principal aim is to respect and support people with a spinal cord injury or related disability, assisting them to have a quality of life similar to that expected within the wider community.

To achieve this aim ParaQuad will endeavour to:

- (a) Engage with our community to ensure that our services are relevant for them and assist them to have a quality of life similar to that expected within the wider community. We may also offer our services to the broader community as part of our fundraising and revenue raising activities which assists in funding ParaQuad.
 - (b) Advocate for the elimination of systemic, attitudinal and physical barriers which impede the opportunities for our community to participate in the everyday activities of life.
 - (c) Build a network of stakeholders in the wider community such as donors, corporate partners, the general public, the medical community, carers, and government to assist in the support of people in our community.
 - (d) Be a successful and financially-sustainable organisation.
8. ParaQuad may do anything that is legally permitted to help pursue or implement its aims.
 9. The registered office of ParaQuad must always be in New South Wales.
 10. ParaQuad may establish and operate branch offices in places within New South Wales and the Australian Capital Territory and other states of Australia as the Board thinks fit.

B. DEFINED TERMS AND INTERPRETATIONS

11. In this constitution, the following words have the meanings set out in this table.

WORD	MEANING
AGM	Annual General Meeting
Board	The Board of Directors of ParaQuad from time to time
Chairman	The Chairman of ParaQuad for the time being, elected in accordance with this constitution
Corporations Act	The <i>Corporations Act</i> 2001 (Cth) or any other law consolidating or replacing it
Deputy-Chairman	The Deputy-Chairman of ParaQuad for the time being, elected in accordance with this constitution
Director	A person who is a Director of ParaQuad, including the Chairman and Deputy-Chairman from time to time
Life Member	Any person satisfying the membership criteria under Rule 25
Officer	Has the meaning given in the Corporations Act
ParaQuad	The Paraplegic and Quadriplegic Association of NSW (ACN 000 355 948) (ABN 32 000 355 948)
Returning Officer	The returning officer appointed under Rule 88 from time to time
Secretary	A person who is the Company Secretary of ParaQuad
Financial Member	A Financial Member is an Ordinary Member who has been approved by the Board and has paid all applicable membership fees at the relevant date in accordance with this constitution or is a Life Member

12. (a) In this constitution unless the context otherwise requires:

- (i) words importing the singular include the plural and vice versa;
- (ii) words which are gender neutral or gender specific include each gender;

- (iii) other parts of speech and grammatical forms of a word or phrase defined in this constitution have a corresponding meaning;
 - (iv) an expression importing a natural person includes a company, partnership, joint venture, association, corporation or other body corporate and a government agency;
 - (v) a reference to a law includes a constitutional provision, treaty, decree, convention, statute, regulation, ordinance, by-law judgment, rule of common law or equity and is a reference to that law as amended, consolidated or replaced; and
 - (vi) a reference to a document includes all amendments or supplements to that document, or replacements or novations of it.
- (b) Headings are for convenience only and do not affect the interpretation of this agreement.
- (c) A term or expression starting with a capital letter:
- (i) which is defined in this Rule 12, has the meaning given to it in this Rule 12; and
 - (ii) which is defined in the Corporations Act but is not defined in Rule 12, has the same meaning as in the Corporations Act.

C. PARAQUAD'S INCOME AND ASSETS

13. ParaQuad must apply its income and assets solely towards achieving and promoting the aims set out in this constitution.
14. No part of the income or property of ParaQuad may be paid or transferred directly or indirectly to Members by way of dividends, bonuses or other distributions of profits.
15. Subject to Rule 3, Directors may receive a nominal fee for attending Board meetings and undertaking the duties of a Director and are entitled to be reimbursed for any costs they reasonably incur in performing their role on the Board. This includes attending and returning from general meetings or Board meetings or committees of the Directors.
16. ParaQuad may employ people and pay them for their work and can reimburse their reasonable expenses. The Board must oversee the terms on which people are employed to ensure that those terms are commercially sensible.

17. ParaQuad's financial year is 1 July to 30 June.
18. If ParaQuad is about to be wound up or dissolved and has any property after all its debts and liabilities are paid or discharged, that property must not be paid to or distributed among the Members. The property must be given or transferred to another organisation that is a registered charity, has similar aims to those of ParaQuad and is not carried on for the purposes of profit or gain to its individual members. This must be done before, or when, ParaQuad is dissolved. If it is not done by that time, then it must be done in a way ordered by the Supreme Court of New South Wales.
19. ParaQuad maintains records of the receipt of gifts of money or property made to support its principal purposes which may include a designated gift fund. Receipts must be issued for all donations made to the fund in accordance with the requirements of the Australian Taxation Office for a deductible gift recipient. If ParaQuad either winds up or has its deductible gift recipient endorsement revoked, surplus donated funds must be transferred to another gift deductible fund, authority or institution maintained by another not-for-profit organisation with similar aims to ParaQuad.
20. If required by law, the Board must appoint trustees to conduct and administer ParaQuad's fundraising activities in accordance with our aims and any policy or directives of the Board.

D. MEMBERSHIP

Classes of and rights attached to membership

21. **Classes of membership:** This constitution outlines three classes of membership – Ordinary Member, Supporting Member and Life Member. The Board has the right to approve or reject membership applications and may remove a class of membership or form new classes of membership with rights attached to them as they think fit, subject to Corporations Act requirements.
22. **Ordinary Member:** Any person who is aged eighteen years or older and who has a spinal cord injury or a related disability, or is an existing Ordinary Member at the time of adoption of this constitution, or is appointed to the Board in accordance with this constitution and whose application is approved in accordance with Rule 26 may be admitted as an Ordinary Member. An Ordinary Member is entitled to receive notice of and attend all meetings of ParaQuad Members, vote at any of these meetings, vote for elected officers, and stand for election and hold an elected office.

23. **Supporting Member:** Any person who has an interest in the aims of ParaQuad may be admitted as a Supporting Member. A Supporting Member may attend meetings of ParaQuad's Members but they are not entitled to receive notice of such meetings, vote at any such meetings, vote for any elected officers or hold an elected office. A Supporting Member may apply to the Board for admission as an Ordinary Member subject to meeting all requirements outlined in this constitution, and the Board may approve or reject their application.
24. Reserved.
25. **Life Member:** Any Ordinary Member may nominate another Member for admission as a Life Member in recognition of their outstanding service to ParaQuad. Life membership nominations must be put to the Board for ratification. The Board may ratify or reject a nomination at its discretion. Ratified life membership nominations must be put as an ordinary resolution at the first AGM after ratification. If the life membership nomination is approved at the AGM, the nominee Member becomes a Life Member with the same rights as an Ordinary Member and free membership for the remainder of his or her life.
26. **Applications:** Any person wanting to become a Member of ParaQuad may apply by completing the prescribed application form and paying the appropriate membership fee as determined by Rule 31. The Board may accept or reject an application at its discretion.
27. **Association patrons:** Each year the Board may invite any person or number of people to be patrons or vice-patrons of ParaQuad on such terms as the Board thinks fit. A person who accepts an invitation to be a patron or vice-patron continues in that office on those terms until such time as the person resigns from this position or the Board withdraws the invitation to fill this position.
28. **Registration:** The Secretary must keep an up-to-date register of Members and, if there are more than fifty Members, an up-to-date index of Members' names. When a person becomes a Member, the Secretary must record in the register of Members their name, date of admission, their class of membership, and their addresses including postal, residential, email and fax addresses for notices when provided by the Member.
29. **Access to information:** Members have the right following a written request to the Secretary to be provided a copy of this constitution and/or audited financial statements and/or attend the registered office of ParaQuad and review the company register, at a time convenient to the Secretary.

Period of membership

30. Initial membership of ParaQuad commences on and from the date the membership application is received and paid subject to approval by the Board. Membership continues indefinitely subject to the terms and conditions of this constitution.

Membership fees

31. ParaQuad's membership fees are set by the Board. The Board may set different membership fees and membership terms for different classes of membership in its absolute discretion.
32. The Board has the discretion to waive the membership fee of any Member.
33. A person who becomes a Member by appointment to the Board in accordance with this constitution must pay the required membership fee before taking up their role as a Director.
34. An existing Member who wants to remain a Member must pay the relevant membership fee for the applicable membership term within thirty days of the membership expiry date. An Ordinary Member will not have the right to vote, nominate or second another member where membership fees are outstanding after thirty days of being due until all outstanding membership fees are paid and for a period of twelve months after payment of such outstanding fee. If they are a Director, their position as a Director becomes vacant in accordance with Rule 70 if the membership fee remains outstanding after thirty days of the membership expiry date.
35. A person whose membership lapses due to late payment of fees and who wishes to continue membership from their membership expiry date must pay ParaQuad any money that he/she owes for the period of expired membership as determined by ParaQuad up to a maximum of the money owed.

Termination

36. A Member's membership is terminated if:
 - (a) the Member dies;
 - (b) they resign their membership by giving written notice to the Secretary;
 - (c) the Board terminates their membership because of misconduct in accordance with Rule 38; or
 - (d) the Member has not paid their membership fee within 30 days of the membership expiry date.

The Board is not required to give any notice of termination of a membership under this rule. The Secretary must promptly remove the names of former Members from the register of Members. No refund of unexpired membership fees will be payable on termination of membership. The Board may re-instate a terminated membership on terms it thinks fit. A re-instated Member must be restored to the register of Members.

Lapse of membership

37. The membership of a Director automatically lapses if:
- (a) they were appointed to fill a casual vacancy and are not a successful candidate in any Board elections or the Chairman does not give approval to stand for election as referred to in Clause 59; or
 - (b) if they are not re-appointed by the Board; or
 - (c) their appointment is not ratified at the AGM; and
 - (d) they are not eligible to otherwise retain membership in accordance with this constitution.

Misconduct by a Member

38. If a Member does not comply with any provision of this constitution or is guilty of conduct which, in the opinion of the Board, is unbecoming of a Member or prejudicial to the interests of ParaQuad, then the Board may resolve to censure and/or terminate their membership. On termination of membership, all rights of the Member will cease.
39. If the Member is also a Director, the Board must not terminate their membership unless and until the Member is removed as a Director in accordance with the Corporations Act and this constitution.

E. LIABILITY OF MEMBERS

40. The liability of the Members is limited.
41. If ParaQuad is wound up while a person is a Member, or within twelve months after a person stops being a Member, they can be required to pay up to \$20.00 to ParaQuad. This is so that ParaQuad can pay debts that were incurred while they were a Member as well as meet the costs and expenses of winding up ParaQuad.

F. MEETINGS OF MEMBERS

42. ParaQuad must hold an AGM at least once in each calendar year and within five months after the end of its financial year.
43. The Board may, whenever it thinks fit, convene a general meeting. General meetings may also be requisitioned or convened as provided by the Corporations Act.
44. Financial Members must be given at least twenty-one days' notice for general meetings, including the AGM. This notice must specify the place, the day and the time of the meeting and, in case of special business, the general nature of that business.
45. Even if less than the required amount of notice is given, a meeting of ParaQuad will be deemed to have been called if, for an AGM, all the Members entitled to attend and vote agree beforehand or, for any other meeting, at least ninety-five percent of the Members entitled to attend and vote agree beforehand.
46. Notice of every general meeting including the AGM must be given to every Financial Member, each Director and any other person that notice is required to be given to under the Corporations Act. This notice must be given in the manner prescribed in the Corporations Act.

Transaction of business at a general meeting

47. The quorum for a general meeting is determined by the Corporations Act subject to a minimum of ten Financial Members who are entitled to vote at the meeting including proxies plus being subject to a minimum of five Financial Members who are entitled to vote at the meeting being present at the meeting. If a quorum is not present within thirty minutes after the time appointed for a meeting and the meeting was convened by or at the request of any Member, the meeting must be adjourned to a day, time and place decided by the Directors or to the same day, time and place a week later. If a quorum is not present at the adjourned meeting within thirty minutes after the time appointed for the meeting, those Financial Members present will constitute a quorum for that adjourned meeting.
48. At a general meeting, Financial Members may pass ordinary and special resolutions but special resolutions must be stated in the notice for that meeting. Ordinary resolutions must be either as stated in the notice for that meeting or proposed in a way that is directly relevant to the stated purpose of the resolution. Any other business must be consistent with the stated purpose for which the meeting was convened.
49. Each Financial Member has one vote on a show of hands and in a poll.

50. A resolution put to the vote at a general meeting will be decided by majority on a show of hands unless a poll is demanded by the Chairman or by at least five Financial Members present in person, by proxy or by authorised representative, or by any Financial Member who represents five percent of all Financial Members entitled to vote.
51. Each general meeting should be chaired by the Chairman. If he/she is not present, the meeting should be chaired by the Deputy-Chairman. If he/she is not present either, the meeting should be chaired by a Director or if he/she is not present by a Financial Member chosen by the other Financial Members at the meeting.
52. If there is a tied vote on any resolution or other question at a general meeting, then the Chairman has a second or casting vote in addition to the vote to which they are ordinarily entitled.

Members' proxies

53. Any Financial Member may appoint a proxy to attend and vote at a general meeting on their behalf in accordance with the Corporations Act. If no proxy is nominated by the Financial Member the proxy defaults to the Chairman. Unless otherwise instructed, the proxy may vote as he or she thinks fit. A proxy is not entitled to vote on a show of hands.
54. The Secretary must ensure a proxy form is available on ParaQuad's website. The proxy form must be deposited at the registered office of ParaQuad at least forty-eight hours before the relevant general meeting. A proxy must be appointed in writing and the form must be signed by the Financial Member. If a Financial Member is present at a meeting, the authority of their proxy is not suspended unless a motion is passed at the meeting to suspend the authority of the proxy while the Financial Member is at the meeting.

G. THE BOARD OF DIRECTORS

55. The ParaQuad Board consists of not less than three and up to nine Directors. The Chairman and Deputy-Chairman are Directors.
56. Elected Directors must have been a Financial Member of ParaQuad for at least twelve months before their nomination and must not have been employed by ParaQuad during that twelve-month period.

57. Directors who are elected or appointed to the Board hold office for a three-year term, subject to the Corporations Act and this constitution. The Director positions are organised into three groups of three with different three year term expiration periods. All Directors appointed or elected under this constitution will be assigned to one of the three Director groups.
58. If a casual vacancy occurs amongst the elected Directors on the Board, the Directors may appoint any Financial Member or any other person who is appropriately qualified for the role to fill that vacancy.
59. Directors appointed to fill a casual vacancy role under Rule 57 will only hold that office until the next AGM following their appointment, but are eligible to seek election to the Board at the next AGM with the prior approval of the Chairman. Such appointed Directors automatically become Ordinary Members of ParaQuad subject to Rules 33 and 37.
60. Reserved.
61. Reserved.

Compulsory retirements and elections

62. An election of Directors must take place each year, in accordance with the election procedures in this constitution:
 - (a) Directors are elected at the AGM for an initial term as outlined in Rule 57.
 - (b) The Director positions in the Director group referred to in Rule 57 expiring at the AGM must retire at that year's AGM. The Directors appointed to fill casual vacancies must also retire at the next AGM.
 - (c) Directors can only serve for a maximum of two consecutive three year terms beyond any casual vacancy term the Director may have held unless a longer term is approved by the Board. The decision of the Board to approve a Director nominating for a third or subsequent three year term will be made by secret ballot. Where a Director has been in office at the time of adopting this constitution for more than the maximum two three year terms they will retire from the Board and not seek re-election at the end of their current three year term unless the Board has approved an extension in accordance with this clause.
 - (d) After serving for two consecutive three year terms a Member can nominate again for a Director's position after a minimum of 12 months following their retirement from the Board has elapsed.

63. The Chairman and Deputy Chairman must retire from those positions at the end of each AGM, even if they are not required to retire as a Director.
64. Reserved.
65. The retirement of Directors from office and the election or appointment of new Directors take effect at the end of the AGM at which the retirements, elections and appointments are approved by the Members.

Election of office holders

66. The first Board meeting after an AGM must take place within one month after the AGM. At that meeting, the new Board must elect a Chairman and Deputy-Chairman from among their number.
67. Directors retiring from any office are eligible to stand for re-election to any office.

Removal of Chairman

68. The Board may remove the Chairman or other Officer from their position by majority vote at a special Board meeting, called in accordance with this constitution. Two weeks' written notice is to be provided to each Director for such a meeting.

Removal of a Director

69. ParaQuad may remove a Director from office by resolution in accordance with section 203D of the Corporations Act.

Vacation of office of Director

70. The office of a Director also becomes vacant if the Director:
 - (a) becomes of unsound mind or is a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
 - (b) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;
 - (c) is convicted of an indictable offence and the Board do not within one month of that conviction resolve to confirm the Director's appointment or election;
 - (d) becomes prohibited from being a Director by reason of any order made under any provision of the Corporations Act or any other statute or law;

- (e) fails to attend more than two consecutive Board meetings or fails to attend fifty per cent or more of the Board meetings in a year without leave of absence from the Board;
- (f) resigns by notice in writing to ParaQuad;
- (g) becomes an employee of ParaQuad;
- (h) fails to renew his or her membership or pay the requisite membership fee within 30 days of it becoming due;
- (i) fails to pay monies due to ParaQuad for goods or services within the required period, without approval of the Board;
- (j) is directly or indirectly interested in any contract or proposed contract with ParaQuad and fails to declare the nature of that interest or any other material conflict of interest as required by Corporations Act;
- (k) dies; or
- (l) their membership is terminated in accordance with Rule 38 but also subject to Rule 39.

H. THE MANAGEMENT OF PARAQUAD

- 71. The business of ParaQuad will be managed by the Board. They may exercise all the powers of ParaQuad which are not, by this constitution or the Corporations Act, required to be exercised by Members in general meeting.
- 72. The Board may delegate any of their powers to committees. These committees must conform to any rules that may be imposed on them by the Board and report to, and be accountable to, the Board.
- 73. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they think fit. Any resolutions made at any meeting will be decided by a majority of votes. The Board may pass a resolution without a Board meeting being held if a majority of 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.

A Director may at any time, and the Secretary must on the requisition of a Director, summon a meeting of the Board. An email from a Director indicating their voting position is considered to be a signed document for the passing of resolutions.

74. A Director must declare any interest in and must not vote in relation to any contract, agreement, arrangement or matter in which he or she is interested or any matter arising from that business. If he or she does vote, that vote must not be counted.
75. A Director must not be present while the matter or proposed resolution is discussed, unless the other Directors pass a resolution that specifies the Director, the interest, and the matter and states that the Directors are satisfied that the interest should not prevent the Director from voting.
76. Directors must obtain Board approval or ratification for documents and/or transactions signed or entered into by them on ParaQuad's behalf unless the document or transaction forms part of the ordinary day-to-day operations of ParaQuad.
77. The quorum necessary for the transaction of the business of the Board is fifty per cent of the total number of Directors in office. If this is not a whole number, it is to be rounded up to the next whole number. In any event, the quorum is to be not less than three Directors.
78. A Board meeting may be called or held using any technology consented to by all the Directors. The Directors need not all be physically present in the same place for a Board meeting to be held.
79. The Chairman does not normally vote in the business of the Board. However, in the event of a tied vote on a matter, the Chairman is entitled to exercise a casting vote.
80. Board meetings must be chaired by the Chairman or, if the Chairman is unwilling or unable to act, by the Deputy-Chairman. If the Deputy-Chairman is unwilling or unable to act, the Board must choose another Director to chair the meeting.
81. The Board must appoint and may change ParaQuad's auditors and the Secretary in accordance with the requirements of the Corporations Act.
82. The Board must ensure that accounting records are kept in accordance with the Corporations Act. These records must be kept at the registered office of ParaQuad and must always be open for inspection by Directors.
83. The Board must ensure that profit and loss accounts, balance sheets, group accounts (if any) and any other reports required by the Corporations Act or other regulatory body are prepared and presented to Members at the AGM.

84. The Board must establish and regularly review and update a comprehensive Board charter outlining Board responsibilities, accountabilities, performance development and reporting processes.

I. INDEMNITIES AND INSURANCE

85. To the extent permitted by law, ParaQuad indemnifies every person who is or has been a Director of ParaQuad against any liability they incur in their capacity as a Director of ParaQuad to a person other than ParaQuad or a related body corporate of ParaQuad. This indemnity does not apply if the liability arises out of conduct on the part of the Director that involves a lack of good faith.
86. If indemnified under Rule 85, ParaQuad indemnifies every person who is or has been a Director of ParaQuad against any liability for costs and expenses they incur in their capacity as a Director of ParaQuad in defending any civil or criminal proceedings in which judgment is given in favour of the person or in which the person is acquitted, or in connection with an application in relation to such proceeding in which a court of law grants relief to the person under the Corporations Act. ParaQuad will allow a Director or past Director or their legal representative access to relevant records to assist the Director to defend themselves against civil or criminal proceedings.
87. ParaQuad may pay a premium for a contract insuring a person who is or has been a Director of ParaQuad against a liability incurred by the person as a Director of ParaQuad, unless prohibited by law.

J. ELECTION PROCEDURES

Appointment of Returning Officer

88. The Secretary must appoint an independent Returning Officer for any election by Members. The Returning Officer must not be a Member or an employee of ParaQuad or a spouse, child or employee of a Member or employee of ParaQuad. If at any time the appointed Returning Officer becomes unable or unwilling to act, the Secretary must appoint a replacement Returning Officer as soon as possible. The Secretary must supply the Returning Officer with a copy of this constitution and comply with all reasonable directions given by the Returning Officer in connection with preparing for and conducting elections in accordance with this constitution and the Corporations Act.
89. The Returning Officer is not liable for anything done concerning the election or the preparation for an election, unless he/she has not acted in good faith.

Eligibility

90. To be eligible to be a candidate, nominate or second a candidate a Financial Member must:
- (a) Have been a Financial Member of ParaQuad for at least twelve months before the nomination and must not have been employed by ParaQuad during that twelve-month period. The candidate, nominator and seconder must also remain a Financial Member during the nomination and voting period.
 - b) Demonstrate skills or expertise which will complement the skills and expertise of the existing Board to support good governance of the organisation.
 - (c) Be approved by the Board in accordance with Rule 99. The Board must not unreasonably refuse a suitably skilled and experienced member nomination. The Board has absolute discretion to reject a nomination if it believes it will be detrimental to the governance of the organisation.
91. A Life Member is eligible to be a candidate, nominate or second a candidate and vote in the ballot.
92. At the end of the nomination period the Secretary must provide to the Returning Officer a list of current Financial Members.

Nominations

93. At least two months before the AGM, the Secretary must ensure that notice of the upcoming election, a nomination form and information about the election process, including the number of vacancies to be filled, is given to Financial Members via a specific member mailout or via ParaQuad publications and via ParaQuad's website. Failure by any Financial Member to receive notice of the election does not invalidate the election.
94. Financial Members who wish to nominate for a position on the Board must complete a nomination form which must be signed by the candidate and by a nominator and a seconder. Candidates may not nominate themselves or second their own nomination. They may also provide a statement relevant to their candidature that they wish to have circulated to Financial Members. These statements may not be more than four hundred words and must clearly define the candidate's skills and attributes relevant to the Directorship. The statement must also set out clearly any actual or potential conflicts of interest that may impact on their duties as a Director of ParaQuad. The Board or Returning Officer, at its discretion, may prescribe a format for candidate statements to assist this process.

95. The Returning Officer must set a closing date and time for nominations which is at least thirty days after the date of giving notice to Financial Members in accordance with Rule 94 of this constitution. The closing date for nominations must be clearly stated on the nomination form.
96. Candidates must deliver their nomination forms to the Returning Officer within the nomination period by post, facsimile or hand delivery to the address stipulated on the form. Only nomination forms actually received by the Returning Officer within the period are valid. Nomination forms that do not reach the Returning Officer in time, whether due to postal delays or any other reason, are invalid.
97. The Returning Officer must use all reasonable endeavours to notify the candidate of any defects with his/her nomination. Failure to give notification of a defective nomination, or delay in giving notification of a defective nomination, does not invalidate the election process.
98. ParaQuad and the Returning Officer must use all reasonable endeavours to keep the fact and details of nominations secret until the end of the nomination period.

Procedures after the end of the nomination period

99. As soon as possible after the closing date for nominations:
 - (a) The Returning Officer will provide the Secretary the details of members' nominating for the Board.
 - (b) The Secretary will provide these details to the Chairman who in consultation with the Board will determine the suitability of all candidates and approve as appropriate in accordance with Rule 90 and advise the Secretary of the approved nominees.
 - (c) Upon being advised by the Secretary of the approved nomination list the Returning Officer must determine whether there are nominations in excess of the number of Board positions required to be filled. If not, then the Returning Officer must advise the Secretary in writing of the names of the candidates as Directors-elect. At the AGM the Secretary must declare those candidates have been elected to the Board.
100. If more than the required number of candidates are nominated for the vacant Board positions then a postal or online ballot must be conducted. The method to be used will be at the discretion of the Board.

101. Financial Members at the commencement of the voting period are eligible to vote in elections. The Returning Officer must supervise the preparation and distribution of ballot papers or online voting system and set a voting period that remains open for at least two weeks after the date of posting of ballot papers to Financial Members and ends at least two working days before the AGM.
102. Ballot papers or online voting system must specify the number of Board positions that need to be filled, and include any other information the Returning Officer thinks necessary to conduct an efficient election.
103. The order in which the names of candidates appear on the ballot paper or online voting system must be decided by lots drawn by the Returning Officer. No rank or distinguishing feature is to appear for the candidates on the ballot paper or online voting system.
104. The Secretary must report to Financial Members any assessment the Board has made of its performance, and the attendance and participation in committees and other Board roles of Directors. The detail to be provided is to be included in the Statutory Accounts of ParaQuad.
105. The ballot papers must be posted out to Financial Members at least four weeks before the AGM along with the statements (if any) provided by each candidate. The candidate's details must be presented in a common format in the same order as the names of the candidates appear on the ballot paper. The Returning Officer may correct any typographical errors in the candidate's statement and delete any material which he/she believes is defamatory or clearly offensive to good taste. Included with the ballot papers must be clear 'how to vote' instructions and a return addressed pre-paid envelope in which to post the completed ballot paper or ballot papers back to the Returning Officer. At the discretion of the Returning Officer, Financial Members may be required to print their name or sign (or both) on the outside of this envelope. The election process may also be completed using online means in lieu of postal processes, as determined by the Returning Officer. The timing and information requirements outlined in this Rule 105 are applicable to online voting.

Vote counting

106. Voting in the elections for Directors must be optional preferential. Financial Members must mark the ballot paper by recording their preferences for the candidates starting with the number '1' for their first choice, '2' for their second choice and so on. Financial Members may vote for as few or as many candidates as they wish. If the numbering on a ballot paper has duplications or omissions then that ballot paper will be valid up to the point where the contiguous numbering breaks down. The voting process may also be completed using online means, in lieu of postal voting, as determined by the Returning Officer.
107. On receipt of completed ballot papers, the Returning Officer, or a person authorised by the Returning Officer, must immediately lock the papers in a sealed box provided for that purpose. When an online election process has been used the Returning Officer must use appropriate security processes to ensure security of the voting is maintained.
108. Only valid ballot papers received at the nominated address or by online voting by close of the voting period are to be counted. An election is not invalidated because particular ballot papers are not received in time. However the Returning Officer may, by notice in writing to the Secretary, extend the closing date of the voting period to be no later than two days before the start of the AGM if the ballot might otherwise be confused or made less effective because of external circumstances such as postal strikes.
109. The Returning Officer may decide to accept any ballot paper even though the way in which it has been completed or returned is not strictly in accordance with the requirements of this constitution if, in the opinion of the Returning Officer, the voting intentions of the Financial Member and the genuineness of the ballot paper are clear on the balance of probabilities.
110. Each candidate may appoint one scrutineer to observe the ballot count on their behalf by notice in writing to the Returning Officer at least one week before the close of the voting period.
111. Within a reasonable time after the end of the voting period, the Returning Officer must unlock the ballot box and/or online voting system and immediately proceed with the count of the ballot. The Returning Officer may co-opt any assistance, at ParaQuad's expense, that he/she reasonably requires to count the ballot and may adjourn counting to such times and places as the Returning Officer reasonably determines.

112. The distribution of votes in the counting process is to be as follows: Votes for the least successful candidates must be redistributed to the other candidates until the number of candidates to be elected each have votes in their favour, including redistributed votes, exceeding one half of the total valid votes cast (subject to any higher threshold prescribed by law).
113. If there is an equality of votes, then the candidates concerned may decide the issue between themselves not less than one day before the AGM or, failing such a decision being notified to the Secretary in that time, the successful candidate must be decided by lots drawn between the tied candidates at the AGM by the Secretary.
114. If there is any doubt about the appropriate procedure to be followed under this constitution, the Returning Officer may follow the procedures applied by the State Electoral Office for determining voting in elections under the optional preferential method.
115. The Returning Officer must report the result of the ballot or ballots in writing to the Secretary. The Secretary must then declare the successful candidates elected at the AGM.
116. The Returning Officer must provide the Secretary with a written report about the conduct and results of the ballot or ballots. The Secretary must read this report to the AGM if required by a motion of Financial Members, and produce the report at the first meeting of the new Board. For two months after the AGM, the report may be inspected and/or copied by or on behalf of any candidate, at the office of the Secretary.
117. Ballot papers or online voting records must be kept under the control of the Returning Officer for two months after the AGM during which time they may be inspected by or on behalf of any candidate. Immediately after that period, the Returning Officer must supervise the destruction of the ballot papers or online voting records