

Proposed Amendments to the PWDA Constitution Explanatory Notes for Members

This Explanatory Note forms part of the Notice of Meeting convening the Annual General Meeting (AGM) of members of People with Disability Australia (PWDA or the Company) to be held on Thursday 12 November 2026.

At the 2026 AGM, members of PWDA will be asked to consider and vote on a special resolution that, if passed, would allow PWDA to make a small number of changes to our Constitution.

The Constitution sets out the rules for how PWDA operates, including the rights of members and the responsibilities of our Board.

The Board is proposing amendments to two clauses of our Constitution to:

1. Make clearer how concerns about member behaviour are managed, including protections for members involved in disciplinary matters. No changes are proposed to members' existing right to appeal an expulsion decision.
2. Make clearer the membership requirements for Board Directors elected by PWDA members.

These are limited changes, not a major review of the Constitution.

The Board recommends that members vote in favour of the proposed amendments.

These explanatory notes outline what changes are proposed, why they are being proposed and what they would mean for members.

The full wording of the proposed amendments is provided in **Annexure A**, which should be read alongside these Explanatory Notes and the Notice of Meeting.

Special Resolution at the 2026 Annual General Meeting

Agenda Item 6.1: Approval of the following special resolution: “That the Company’s constitution be amended as set out in Annexure A to the Explanatory Statement accompanying this Notice of Meeting.”

What is a special resolution?

A special resolution is a formal decision that requires a higher level of member support than an ordinary resolution.

For the proposed changes to PWDA's Constitution to be approved, at least 75% of the votes cast by members entitled to vote must be in favour. This includes eligible votes cast by members attending the AGM or through a proxy.

Members will be asked to vote on both proposed amendments together as one special resolution.

Explanation of proposed changes

Managing concerns about member behaviour

1. Changes to clause 5.4 Disciplining, suspension and expulsion of member

What is changing?

Clause 5.4 sets out the process PWDA must follow when considering disciplinary action against a member.

The Board is proposing changes to make the disciplinary process clearer, strengthen procedural fairness and support PWDA to respond appropriately to concerns about member behaviour.

The proposed changes would:

- Make it clear that members must be given a reasonable opportunity to respond to concerns that have been raised to the PWDA Board about their behaviour before the Board makes a disciplinary decision.
- Allow the Board to consider disciplinary action if a member has not complied with PWDA's Code of Conduct or social responsibility statement.
- Require members who wish to provide a written response to do so at least three days before the Board meeting where the matter will be considered.
- Make it clear that a PWDA Board Director who is involved in a disciplinary matter cannot take part in the Board's private discussions or vote on the decision.

Why are we making these changes?

PWDA has legal responsibilities to provide a safe and supportive environment for members, staff and others involved in our work.

The Board must be able to respond appropriately to serious concerns about member behaviour.

We also want to make sure that:

- Members have a fair opportunity to respond.
- Decisions are made fairly and consistently.
- People involved in disciplinary matters are treated respectfully.

The Board also recognises the importance of clear expectations about member behaviour. PWDA will undertake further work to develop and communicate standards of behaviour through a Code of Conduct or social responsibility statement.

Members will continue to have the right to appeal an expulsion decision.

No changes are being proposed to clause 5.5 – Appeal of Member Expulsion as part of this resolution.

Board Director membership requirements

2. *Changes to clause 8.6 Vacation of office*

What is changing?

Clause 8.6 sets out the circumstances in which a Director's position on the PWDA Board becomes vacant.

The Board is proposing an amendment to make it clear that a Director elected by PWDA members must remain a PWDA member throughout their term.

Under the proposed change, if a member-elected Director stops being a PWDA member, their position on the Board will become vacant.

The Board has received legal advice that this requirement should be made more explicit in the Constitution.

Why are we proposing this change?

PWDA is a member-led organisation, run by and for people with disability. Member-elected Directors must remain PWDA members throughout their entire term on the Board, not just when they are elected or appointed. The proposed amendment makes this requirement explicit and helps avoid uncertainty about what happens if a member-elected Director's PWDA membership ends during their term.

No other changes are being proposed to clause 8.6.

What happens next?

The Board has received legal advice recommending a broader review of PWDA's Constitution and supporting policies and processes.

The proposed amendments address two specific matters now while allowing more time to consider more complex issues

Over the next year, the Board will work with members to:

- Develop clearer standards for member behaviour.
- Review the disciplinary appeal process while protecting the right to appeal.
- Identify other opportunities to improve PWDA's governance rules and processes.

Any further proposed changes to the Constitution will be brought back to members for approval.

Our commitment to members

PWDA is a member-led organisation, run by and for people with disability.

We want our Constitution to protect members' rights, support fair decisions and help keep our board members, employees and organisation safe and accountable.

The proposed changes in this special resolution are small but important.

Our aim is to strengthen PWDA's governance while protecting the rights, participation and voices of our members.