

NATIONAL DISABILITY SERVICES

BY-LAWS

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**NATIONAL DISABILITY SERVICES
BY-LAW NO 1**

ELECTION OF THE ELECTED MEMBERS OF THE BOARD

1. INTERPRETATION

- 1.1 In the interpretation of this By-law except where excluded by the context, words and phrases have the same meanings as in the Constitution.

2. ELECTION OF THE ELECTED MEMBERS OF THE BOARD

- 2.1 The election of persons to be elected as Directors shall be conducted either by:-
- (1) secret postal ballot among the Organisational and Life Members of NDS; or
 - (2) secret ballot at a general meeting of NDS under supervision of two Returning Officers elected by the meeting.
- 2.2 Unless the Board shall make a determination to hold the election by secret ballot at the annual general meeting no later than 59 days prior to the date fixed for the annual general meeting, such election shall be conducted by secret postal ballot.
- 2.3 The provisions of the relevant By-laws shall apply to elections held by secret postal ballot.

3. CLOSURE OF REGISTER OF MEMBERS

- 3.1 That part of the Register of Members which records Organisational and Life Members shall close four months after the date on which the membership fee is due and payable or on such other date as is determined by the Board but so that the Corporations Act is not contravened.
- 3.2 After that part of the Register of Members has been closed, no further entries shall be made therein until after the next annual general meeting of NDS has been held. If an Organisational Member listed on the Register of Members wishes to change its voting representative it must notify NDS National Office of the new voting representative in writing no later than 14 days before the date of the annual general meeting.

4. ELIGIBILITY OF MEMBERS TO NOMINATE FOR ELECTION AND/OR PARTICIPATE IN THE BALLOT

- 4.1 The only persons who shall be eligible to:-
- (1) nominate a person for election to hold office as a Director; and
 - (2) participate in the said ballot shall be the voting representatives of Organisational Members or Life Members of NDS whose names appear in the Register of Members and who by the date the Register is closed pursuant to sub-clauses 3.1 and 3.2 have paid all sums due and owing to NDS.

5. ELIGIBILITY OF PERSONS WHO MAY BE NOMINATED FOR ELECTION

- 5.1 The only persons who shall be eligible to be nominated for election to hold office as a Director shall be either a Life Member or the voting representative of an Organisational Member endorsed pursuant to the Constitution.

6. RULES AS TO THE CONDUCT OF THE BALLOT AND DETERMINATION OF THE RESULTS THEREOF

- 6.1 For the purpose of conducting the secret ballot, the Board shall appoint 2 Returning Officers.
- 6.2 Nominations for the election of Directors shall be in writing, dated and signed by the voting representative of an Organisational Member or Life Member. The consent of the person nominated shall be endorsed upon their nomination, failing which it shall not be treated as valid.
- 6.3 Nominations shall close at 5.00pm AEDT on the 7th day prior to the date upon which part of the Register of Members is closed pursuant to sub-clause 3.1 in each calendar year or at 5.00pm AEDT on such other date as is specified by the Board.
- 6.4 All nominations shall be forwarded to the Returning Officers who shall endorse upon each the time and date of receipt. Any received after nominations have closed shall not be treated as valid nor shall any which do not comply with sub-clauses 4.1 and 5.1.
- 6.5 After nominations have closed the Returning Officers shall prepare a ballot paper in which shall be included the names of all persons validly nominated for election to office as Directors. The order of the names in the ballot paper shall be determined by lot conducted by the Returning Officers.

- 6.6 The Returning Officers shall then arrange for the ballot paper to be printed and after printing each ballot paper shall be initialled at the foot thereof by either of them using a red pen.
- 6.7 In each calendar year as soon as possible after part of the Register of Members is closed pursuant to sub-clause 3.1, each member who is eligible to participate in the ballot shall be forwarded a ballot paper by the Returning Officers together with an envelope marked "Ballot Paper" and another addressed to "The Returning Officers".
- 6.8 Each eligible member who desires to exercise their right to vote shall in the ballot paper forwarded to them place a mark in the square opposite the names of the candidates for whom they wish to vote but shall not cast their vote for a number of candidates in excess of the number fixed pursuant to the relevant By-law and indicated on the ballot paper, otherwise their ballot paper shall be treated as informal.
- 6.9 The member who has exercised their right to vote shall seal their ballot paper in the envelope provided, complete the details on the back of the envelope addressed to the Returning Officers and return it to them and be in their hands not less than 2 full business days prior to the time for holding the annual general meeting. Any ballot paper received by the Returning Officers after this time shall be rejected.
- 6.10 As soon as practicable after the closure of the ballot the Returning Officers shall open all envelopes received by them up to the time the ballot closed and ascertain that each ballot paper complies with this By-law. Any that do not do so or any which do not bear the authentication of either of them shall be rejected by them. The decision of the Returning Officers as to whether or not any ballot paper should be rejected shall be final and conclusive.
- 6.11 Any candidate for election to office may, in writing addressed to the Returning Officers, nominate one scrutineer to be present at the time the Returning Officers open the ballot papers and determine the result of the ballot.
- 6.12 The votes cast in the election shall be counted by the Returning Officers and the result of the ballot determined by them in accordance with Simple Majority Voting (first-past-the-post). Should there be an equality of votes cast for 2 or more candidates, the Returning Officers shall determine by lot which candidate shall be elected.

- 6.13 As soon as the Returning Officers have counted the votes cast in the ballot, they shall inform the Chief Executive and submit their record sheet as to the counting of votes cast in the ballot.
- 6.14 Immediately after the President or the person presiding at the annual general meeting has declared the results of the ballot pursuant to the Constitution, the Returning Officers shall destroy all ballot papers.

7. RETURNING OFFICERS

- 7.1 No person shall be elected as a Returning Officer if they are an employee or Director of an Organisational Member or a Life Member or a person in the employment of NDS.

**NATIONAL DISABILITY SERVICES
BY-LAW NO 2**

DIVISIONS OF NATIONAL DISABILITY SERVICES

1. PRELIMINARY

- 1.1 Each Division shall be known as the name of the State, Territory or place in respect of which it has been established immediately following the words 'National Disability Services' or 'NDS'.
- 1.2 Each Division is responsible within its jurisdiction for furthering the objects of NDS. Any negotiations or correspondence with the Australian Government, Departments thereof and any of its instrumentalities on national issues must be conducted with the prior knowledge and approval of the Chief Executive or his or her delegate.

2. MEMBERSHIP

- 2.1 The members of each Division shall comprise those members of NDS irrespective of their categories of membership, residing or carrying on business within the State, Territory or place in respect of which the Division has been established. Where an Organisational Member operates in more than one State or Territory then the Member shall be registered as a Member of only one Division which will be the place where its head office is located unless otherwise requested by the Organisational Member.
- 2.2 The President of NDS shall be ex-officio a member of each Division.

3. STATE/TERRITORY COMMITTEES

- 3.1 Each Division shall establish a State or Territory Committee (hereafter called 'Committee') comprising not less than 7 and not more than 15 persons. Committee members must be a Life Member or the voting representative of an Organisational Member within the Division. Individuals may be co-opted to serve on a Committee with the approval of the Board.
- 3.2 At its first meeting following the announcement of annual Divisional Election results, a Committee shall elect from amongst its members a Chairperson and a Vice-Chairperson. A Chairperson shall not hold office for more than 3 years or such longer term as the Board may from time to time approve.

- 3.3 Members of a Committee to be elected annually shall be elected for a period of 3 years.
- 3.4 The election of members to a Committee shall be conducted by secret postal vote.
- 3.5 (1) A Division in general meeting may by ordinary resolution remove any member of its Committee from office and may resolve to appoint another qualified person in their stead, pursuant to sub-clause 3.1.
- (2) Any person so appointed shall hold office until the person in whose stead they were appointed would have vacated office and shall then be eligible for re-election.
- 3.6 A member of a Committee shall be deemed to have vacated their office if they:-
- (1) cease to be a member of any one of the categories of membership of NDS;
- (2) become an insolvent under administration;
- (3) become of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
- (4) become prohibited from being a director of a company by reason of the application of any law relating to companies;
- (5) resign their office by notice in writing to the Committee;
- (6) are absent without permission of the Committee from 3 consecutive meetings thereof;
- (7) cease to reside or carry on business within the Division in respect of which they are a member of the Committee;
- (8) are directly or indirectly interested in any contract or proposed contract with the Division and fail to declare the nature of their interest in the manner required by Corporations Law;
- 3.7 (1) Elected Directors of NDS residing within a Division shall be ex-officio members of the Committee of that Division, but shall not be counted for the purpose of determining the size limits of a Committee as specified in sub-clause 3.1.

- (2) The Chief Executive may attend and be heard at any meeting of a Committee.

4. POWER AND DUTIES OF STATE/TERRITORY COMMITTEES

- 4.1 The business of each Division shall be directed by its Committee unless otherwise directed by the Board.
- 4.2 In addition to the powers, duties and functions imposed on each Division by the Constitution and By-laws, each Committee shall have the following powers and duties:-
 - (1) to assist the Chief Executive (the employer) in the engagement of a State Manager.
 - (2) to cause minutes to be made of the names of its members present at all general meetings of the Division and all meetings of its Committee and of all proceedings at all general meetings of the Division and meetings of the Committee;
 - (3) to delegate any of its powers to committees consisting of at least one member of the State/Territory Committee and such other persons as it may determine upon such terms and conditions as it may see fit and may fix the quorum of any such committee. The Chairperson shall be an ex-officio member of any sub-committee established by the State/Territory Committee;
 - (4) to resolve to invite representatives of any organisation or any person to attend a meeting. Any representative or person so invited shall have the right to attend and take part in discussion but shall not be entitled to vote;
 - (5) to provide such information and reports to NDS as the Board may require;
 - (6) to seek authorisation in writing from the Board prior to the purchase, lease or mortgage of any property or incur any liability in excess of the amount of funds actually in hand, subject to the company's Financial Delegation policy;
 - (7) to establish and conduct branches of its Division in accordance with conditions approved from time to time by the Board;
 - (8) to ensure that its activities and those of its Divisions are consistent with the Constitution;

- (9) to raise funds for such special projects as are approved from time to time by the Chief Executive;
- (10) to appoint a person to hold office as a member of a State/Territory Committee to fill a casual vacancy occurring amongst its elected members, pursuant to sub-clause 3.1. Any person so appointed shall hold office only until the person in whose stead they were appointed would have vacated office and shall then be eligible for re-election.

5. PROCEEDINGS OF STATE/TERRITORY COMMITTEES

- 5.1 Each Committee shall meet regularly and not less than six times a year, at such times and places as it determines. In the absence of any such determination it shall meet at such time and place as the State Manager of the Division, on the instructions of its Chairperson or on the requisition of 3 members of the Committee, notifies Committee members.
- 5.2 Each member of a Committee shall have one vote. In the event of an equality of votes the motion shall be declared lost.
- 5.3 Not less than 14 days notice shall be given to every member of the Committee of any meeting thereof specifying the time, place and general nature of the business of such meeting. The Chairperson shall have absolute discretion to call an emergency meeting at any time notwithstanding that 14 days notice shall not have been given.
- 5.4 A quorum of a meeting of a State/Territory Committee shall be one-third of the members of the Committee or the nearest whole number above that fraction.
- 5.5 At a Committee meeting, the Chairperson shall preside unless unwilling to act or absent in which case the Vice-Chairperson shall preside. If the Vice-Chairperson is unwilling to act or is absent then after 15 minutes have elapsed after the time appointed for the meeting, the members of the Committee present, provided they constitute a quorum, may elect one of their number to chair the meeting.

6. GENERAL MEETINGS OF DIVISIONS

- 6.1 Each Division shall hold at least one general meeting each year which shall be open to members. Such a meeting shall be held at such time and place as determined by the State/Territory Committee.

- 6.2 On the requisition of not less than 5 per cent of the members of its Division, a State/Territory Committee shall call a special general meeting of the Division, to be held not later than 3 months after the date of receipt by the Committee of the requisition.
- 6.3 The requisition for a special general meeting shall state the objects and shall be signed by the requisitionists and deposited with the Chairperson of the Division and may consist of several documents each signed by one or more requisitionists. The business dealt with at a special general meeting shall be restricted to that business which is the subject of the requisition.
- 6.4 If a State/Territory Committee does not within 21 days after the deposit of the said requisition proceed to convene a special general meeting the requisitionists, or any of them constituting more than one-half of the total, may themselves in the same manner as nearly as possible as that in which meetings are to be convened by a State/Territory Committee, convene a meeting. A meeting so convened shall not be held after the expiration of 3 months from the said date of the deposit of the said requisition.
- 6.5 21 days notice at least exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given specifying the place, day and the venue of the meeting and in the case of special business the general nature of that business, shall be given to such persons as are entitled to receive notices from the Division.
- 6.6 All business shall be special that is transacted at a special general meeting and also all that is transacted at a general meeting with the exception of the consideration of financial statements and the report of the State/Territory Committee.

7. PROCEEDINGS AT GENERAL MEETINGS OF DIVISIONS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the provisions of sub-clause 7.2, a quorum shall be 10 per centum of the members of that Division.
- 7.2 If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting is convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned until the same day in the next week at the same time and place or to such other day and such other time as the State/Territory Committee may determine and if at the adjourned meeting a quorum is not present within 30 minutes of

the time appointed for the meeting, the members present shall constitute a quorum.

- 7.3 The Chairperson shall chair every general meeting. If there is no Chairperson, or the Chairperson is absent or not present within 15 minutes of the time appointed for the holding of the meeting, or is unwilling to act, the Vice-Chairperson shall chair the meeting. If there is no Vice-Chairperson or the Vice-Chairperson is not present within 15 minutes of the time appointed for the holding of the meeting, or is unwilling to act, the members present shall elect one of their number to chair the meeting.
- 7.4 The Chairperson may with the consent of any meeting, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 7.5 At any general meeting a resolution put to the vote of the meeting shall be decided on the show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded either by the Chairperson or by at least 3 members present in person.
- 7.6 Unless a poll is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Division shall be conclusive evidence of the fact, without particulars of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.7 The demand for a poll may be withdrawn.
- 7.8 If a poll is duly demanded it shall be taken in such a manner or either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
- 7.9 Subject to sub-clause 7.12, at any general meeting, each member shall have one vote. In the case of any equality of votes, whether on a show of hands or on a poll, the motion shall be deemed lost.
- 7.10 The representative of an Organisational Member may attend a general meeting and shall be entitled to cast one vote either on a show of hands or on a poll.

- 7.11 No objection shall be raised to the qualifications of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due times shall be referred to the Chairperson of the meeting whose decision, made following consultation with an NDS officer, shall be final and conclusive.
- 7.12 For the purpose of securing the widest participation of activities of a Division and the carrying out of its objects, its State/Territory Committee may from time to time by resolution invite representatives of any organisation or any person to attend a general meeting. Any such representative or person so invited shall have the right to attend that general meeting and, with leave of the Chairperson, take part in discussion thereat, but do not have the right to vote.
- 7.13 The Chief Executive and State Manager shall be entitled to attend all general meetings of a Division and be heard thereat.

8. ACCOUNTS OF DIVISIONS

- 8.1 The provisions of the Constitution shall apply to each Division mutatis mutandis.
- 8.2 Each Division shall furnish to the Chief Executive and to the auditors of NDS (or such persons directed by them) by or on a date specified by them, its books of account, financial records, statements of financial performance, statements of financial position, reports and minute books as may be required by either of them from time to time.

9. NOTICE

- 9.1 A notice may be given by the Division to any member either personally or by sending it by email or post to them at their registered address. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, pre-paying and posting a letter containing the notice and to have been effective in the case of a notice of a general meeting on the day after its posting and in any other case at the time at which the letter would be delivered in the ordinary post. Where a notice is sent by email, service of the notice shall be deemed effective if it is sent to the email address nominated by the Member and an undeliverable system notice is not received by the sender
- 9.2 (1) Notice of every general meeting shall be given to every member of the Division and to the Chief Executive.
- (2) No other person shall be entitled to receive notice of a general meeting of a Division.

**NATIONAL DISABILITY SERVICES
BY-LAW NO 3**

**ELECTION OF THE ELECTED MEMBERS
OF STATE/TERRITORY COMMITTEES**

1. ELECTION OF THE ELECTED MEMBERS OF STATE/TERRITORY COMMITTEES

- 1.1 The election of those persons to be elected as members of a State/Territory Committee of a Division (hereunder called 'Committee') shall be conducted in accordance with the Rules hereinafter set forth.
- 1.2 Such elections shall be conducted by secret postal ballot amongst the Organisational and Life Members of each Division whose names appear on the Register of Members of that Division on June 30 in each calendar year.
- 1.3 No further entries shall be made in the Register until after that ballot has been conducted and the Returning Officer issued the certificate pursuant to sub-clause 1.17. An Organisational Member listed on the Register of Members may change its voting representative, but must notify NDS National Office of the change in writing no later than the date on which nominations close.
- 1.4 The only person who shall be eligible to:-
 - (1) nominate a person for election to hold office as a member of a Committee of a Division; and
 - (2) participate in the said ballot or be nominated to be elected as a member of a Committee shall be those persons who are either Life Members or the voting representatives of Organisational members of that Division and whose names appear in the Register of Members and who by the date it is closed pursuant to sub-clauses 1.2 and 1.3 have paid all sums due and owing to NDS.
- 1.5 For the purpose of conducting the secret ballot, the Committee shall appoint a Returning Officer.
- 1.6 Nominations for the election of elected members of a State/Territory Committee shall be in writing, dated and signed by the voting representative of two Organisational Members or Life Members of that Division. The consent of the person nominated shall be endorsed upon their nomination, failing which it shall not be treated as valid.

- 1.7 Nominations shall close at 5.00pm on July 21 in each calendar year or the next business day thereafter if July 21 falls on a weekend or is a public holiday.
- 1.8 All nominations shall be forwarded to the Returning Officer who shall endorse upon each the time and date of receipt. Any nominations received after 5.00pm on July 21 aforesaid or the next business day if July 21 falls on a weekend or a public holiday or after 5.00pm on such other date as is specified by the Committee shall not be treated as valid.
- 1.9 After nominations have closed the Returning Officer shall prepare a ballot paper for the Division in which shall be included the names of all persons validly nominated for election to office as elected members. The order of the names in the ballot paper shall be determined by lot conducted by the Returning Officer.
- 1.10 The Returning Officer shall then arrange for the ballot paper to be printed and after printing each ballot paper shall be initialled at the foot thereof by the Returning Officer using a red pen. There shall be printed on the ballot paper the number of members of the Committee to be elected pursuant to the relevant By-law.
- 1.11 Seven days after the close of nominations, each member of the Division whose name is included in the Register of Members of NDS and who has paid all sums due and owing by them to NDS shall be forwarded a ballot paper together with an envelope marked "Ballot Paper" and another addressed to the "Returning Officer".
- 1.12 A member of a Division who desires to exercise their right to vote shall in the ballot paper forwarded to them place a mark in the square opposite the names of the candidates for whom they wish to vote but shall not cast their vote for a number of candidates in excess of the number fixed pursuant to the relevant By-law and indicated on the ballot paper, otherwise their ballot paper shall be treated as informal.
- 1.13 The member who has exercised their right to vote shall seal their ballot paper in the envelope provided, complete the details on the back of the envelope addressed to the Returning Officer and return it by the date advised on the ballot paper but such date to be not more than 23 days after the posting of ballot papers as specified in sub-clause 1.11. Any ballot paper received by the Returning Officer after that date shall be rejected.
- 1.14 As soon as practicable after the closure of the ballot the Returning Officer shall open all envelopes received up to the time the ballot closed and ascertain that each ballot paper complies with this By-law. Any that do not do so or any which do not bear

the authentication shall be rejected by them. The decision of the Returning Officer as to whether or not any ballot paper should be rejected shall be final and conclusive.

- 1.15 Any candidate for election to office may, in writing addressed to the Returning Officer, nominate one scrutineer to be present at the time the Returning Officer opens the ballot papers and determines the result of the ballot.
- 1.16 The votes cast in the election shall be counted by the Returning Officer and the result of the ballot determined in accordance with Simple Majority Voting (first-past-the-post). Should there be an equality of votes cast for 2 or more candidates, the Returning Officer shall determine by lot which candidate shall be elected.
- 1.17 As soon as the Returning Officer has counted the votes cast in the ballot, he or she shall inform the State/Territory Manager and the Chairperson and submit the record sheet as to the counting of votes cast in the ballot.
- 1.18 Immediately after the results of the ballot have been declared pursuant to the Constitution, all ballot papers shall be destroyed.
- 1.19 No person shall be elected as a Returning Officer if he or she is an employee or Director of an Organisational or a Life Member, or a person in the employment of NDS.

**NATIONAL DISABILITY SERVICES
BY-LAW NO 4**

ELECTION OF OFFICE BEARERS ON THE NDS BOARD

- 1.1 The results of the Board Elections will be announced at the Annual General Meeting. At this time, all Directors will be invited to nominate for the positions of President and Vice-President on the Board and nomination forms will be made available.
- 1.2 Nominations will require a proposer and a seconder. Only Directors will be eligible to propose and second nominations.
- 1.3 Nominations must be submitted to the Chief Executive on the required form no less than 18 hours before the scheduled commencement time of the Board meeting.
- 1.4 The election of the positions of President and Vice-President will be the first item of business at the first Board meeting following the Board Election, subject to sub-clause 1.5. The Chief Executive will chair the meeting until the election of President and Vice-President has occurred.
- 1.5 If there is more than one candidate for either position of President or Vice-President, a secret ballot shall be conducted. In this situation, the appointment of a Returning Officer will be the first item of business at the Board meeting.
- 1.6 The Returning Officer shall not be a Director or in the employment of NDS.