
NATIONAL DISABILITY SERVICES BY-LAWS

Revised March 2017

NATIONAL DISABILITY SERVICES

BY-LAW NO 5

NATIONAL DISABILITY PRACTITIONERS – A DIVISION OF NATIONAL DISABILITY SERVICES.

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-law, unless otherwise provided or the context requires otherwise:

- (a) **Board** means the Board of Directors of NDS;
- (b) **CEO** means the Chief Executive Officer or their nominated delegate;
- (c) **Chief Executive** means the Chief Executive Officer of NDS or their nominated delegate;
- (d) **Company** means NDS;
- (e) **Constitution** means the Constitution of NDS;
- (f) **Divisional Committee** means a committee established in accordance with clause 3.1 of this By-law;
- (g) **Executive Officer** means the manager appointed under 2.4 of these By Laws;
- (h) **Member** means a person who has paid a membership fee and who is registered by NDS as a Member of National Disability Practitioners. A Member under these by laws is not a Member as that term is defined in the Constitution of NDS and has no status and voting rights in relation to NDS;
- (i) **NDS** means National Disability Services Limited ACN 008 445 485;
- (j) **Policy** or **Policies** means a policy or policies formulated by the Board in relation to NDS and its Divisions;
- (k) **President** means the person elected or appointed as President of the Board in accordance with the Constitution or, if there is no such person at any relevant time, the person then holding the position of Vice-President of the Board.

1.2 Interpretation

In this By-law, unless the context otherwise requires:

- (a) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;

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- (b) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision;
 - (c) the singular includes the plural and vice versa;
 - (d) a reference to any gender includes all genders;
 - (e) a reference to any document is to that document (and, where applicable, any of its provisions) as amended, novated, supplemented or replaced from time to time;
 - (f) any reference to time is to the time in Sydney.

1.3 Consistency with Constitution

- (a) Article 7.1(d) of the Constitution provides that "The Directors have the power from time to time to make such By-laws as are in their opinion necessary and desirable for the proper control, administration and management of the Company's affairs."
- (b) The Directors have resolved to create National Disability Practitioners (NDP) to facilitate the provision of services to individual Disability Service practitioners and have created the Divisional Committee to administer and advance the objects of the Division. This By-Law will be binding on Members of NDS as required under the Constitution, and will also be binding on Members of NDP.
- (c) Unless expressly denoted, where there is any inconsistency between any By-law and the Constitution, the Constitution shall prevail to the extent of the inconsistency.
- (d) For the purposes of clause 1.3(c) it is expressly denoted that the use of the terms "Division" and "Member" in the Constitution and in this By-Law are different and that the Constitutional definition of those terms does not prevail when interpreting this By-Law.

2. THE DIVISION AND MEMBERSHIP

2.1 Name of Division

For the purpose of the By-Law the Division shall be known as "National Disability Practitioners – A Division of National Disability Services" ("NDP").

2.2 Divisional responsibilities

The Division is responsible within its jurisdiction for furthering the objects of NDS, and, at the discretion and direction of the Board, providing a range of professional initiatives, educational programs, e-learning, accreditation, qualifications and other support initiatives for those individuals working in the disability sector.

2.3 NDP Members

An individual person cannot become a member of NDS, however the Divisional Committee shall create and maintain a register of Members that shall include any person who applies to be included on that register and who has paid the divisional membership fee.

2.4 Divisional Executive Officer

The Board shall, from time to time and as required, engage a Divisional Executive Officer. The Divisional Executive Officer shall report to the Chief Executive or their nominated delegate.

2.5 Function

The Board may, from time to time, require the Division's support in creating particular educational, accreditation, certification and registration programs for practitioners in the disability sector.

2.6 President

The President of NDS (or such other Director as the Board may delegate from time to time) shall be ex-officio a member of the Divisional Committee.

3. NDP DIVISIONAL COMMITTEE

3.1 Divisional Committee

- (a) The Board and Members shall elect a committee (Divisional Committee) comprising not less than 7 and not more than 9 persons.
- (b) Divisional Committee members must be current paid up Members of NDP.
- (c) The Members may annually elect two persons to the Divisional Committee for a three (3) year appointment. That Member may be re-elected but can only serve for a maximum of two consecutive terms.
- (d) The Divisional Committee may annually appoint one person to the Divisional Committee for a one two (2) year appointment. That person may be re-appointed but can only serve for a maximum of three consecutive terms.

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- (e) In the event of a vacancy for any reason, the Divisional Committee may recommend to the Board the appointment of a replacement Divisional Committee member to sit on the Committee until the expiration of the original term of the person being replaced.

3.2 Chairperson

NDS shall appoint the Chairperson of the Division from the NDS Board. The Chairperson must also be a Member of NDP. The Chairperson shall be appointed for two years and is eligible for re-appointment for a maximum of two terms.

3.3 Elections

Subject to the clause 5.1, the Members of the Divisional Committee elected by Members shall be appointed for three years up to a maximum of two consecutive terms and Members appointed by the Divisional Committee shall be appointed for two years up to a maximum of three consecutive terms.

3.4 Secret vote

The election of Members to a Divisional Committee may be conducted by secret vote by any means (including electronic, postal or in general meeting) determined appropriate by the Board.

3.5 Removal and appointment

The Board may remove any member of the Divisional Committee from office if, in the reasonable opinion of the Board, having taken advice from the Chair of the Divisional Committee and the Divisional Committee, it is appropriate to do so.

3.6 Vacation of office

A member of the Divisional Committee shall be deemed to have vacated their office if they:

- (a) cease to be a Member;
- (b) become an insolvent under administration;
- (c) become of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
- (d) become prohibited from being a director of a company by reason of the application of any law relating to companies;
- (e) resign their office by notice in writing to the Divisional Committee;

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- (f) are absent without permission of the Divisional Committee from 3 consecutive meetings thereof;
 - (g) are directly or indirectly interested in any contract or proposed contract with the NDS and fail to declare the nature of their interest in the manner required by the Corporations Act 2001 (Cth).

3.7 Directors and Chief Executive

The Divisional Executive Officer, the President (or their delegate) and the Chief Executive may attend and be heard at any meeting of the Divisional Committee.

4. POWER AND DUTIES OF DIVISIONAL COMMITTEE

4.1 Strategic priorities

The strategic priorities of the Division shall be directed by its Divisional Committee unless otherwise directed by the Board.

4.2 Other powers and duties

Subject to express approval of the Board or the Chief Executive (or their delegate), the Divisional Committee will:

- (a) assist in the delivery, support and promotion of the national strategic priorities and mission of the Division;
- (b) provide input to the Division's strategic planning;
- (c) develop strategic priorities that respond effectively to the concerns and interests of Members that are compatible with the strategic priorities set by the Board;
- (d) assist in developing resources (such as projects and programs) which benefit Members and the whole organisation and be aware of resources developed within NDS which could be applied for the benefit of Members;
- (e) protect and enhance the Division and NDS's reputation;
- (f) promote collegiate and effective relationships among Members in each State or Territory;
- (g) assist the Chief Executive or their delegate in the employment, monitoring and performance appraisal of the Executive Officer;
- (h) support and advise the Executive Officer;
- (i) assist in reviewing Divisional budgets and finances;

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- (j) maintain all appropriate and prudent records relating to all proceedings at all meetings of the Division and meetings of the Divisional Committee and to make those records available to the Board as required;
 - (k) keep the Board informed in respect of relevant trends, Members concerns, opportunities and risks in the Division and provide such other information and reports to NDS as the Board may require;
 - (l) ensure that its activities are consistent with the Constitution;
 - (m) act in accordance with NDS By-laws, policies and codes of practice.

and may

- (n) delegate any of its powers to committees consisting of at least one member of the Divisional 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 Divisional Committee;
- (o) 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;
- (p) establish and conduct branches of its Division in accordance with conditions approved from time to time by the Board;
- (q) raise funds for such special projects as are approved from time to time by the Chief Executive
- (r) undertake such other activity as approved by the Board from time to time.

5. PROCEEDINGS OF DIVISIONAL COMMITTEE

5.1 Meetings

The Divisional Committee shall meet regularly and not less than four 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 Board, on the advice of its Chairperson or on the requisition of 3 members of the Divisional Committee, notifies Committee members.

5.2 Votes

Each member of a Divisional Committee shall have one vote. In the event of an equality of votes the motion shall be declared lost.

5.3 Notice of meeting

Not less than 14 days' notice shall be given to every member of the Divisional Committee of any meeting thereof specifying the time, place and general nature of the business of such meeting. The Chairperson and Chief Executive (jointly) shall have absolute discretion to call an emergency meeting at any time notwithstanding that 14 days' notice shall not have been given.

5.4 Quorum

A quorum of a meeting of a Divisional Committee shall be one third of the members of the Divisional Committee or the nearest whole number above that fraction provided that the Chairperson, or an alternate nominated by the Board, is present. A member may attend in person, by telephone, by web conference, by video conferencing or by such other electronic means as may be agreed.

5.5 Chairperson

At a Divisional Committee meeting, the Chairperson or an alternate nominated by the Board, shall preside unless unwilling to act or absent in which case after 15 minutes have elapsed after the time appointed for the meeting, the members of the Divisional Committee present, provided they constitute a quorum, may elect one of their number to chair the meeting.

6. GENERAL MEETINGS OF DIVISION

6.1 Frequency

The Division may hold one general meeting each year which shall be open to all Members. Such a meeting shall be held at such time and place as determined by the Board on advice from the Divisional Committee.

6.2 Notices

At least twenty one (21) clear days' notice specifying the place, day and the venue of the meeting and in the case of any special business the general nature of that business, shall be given to the Members of the Division.

7. PROCEEDINGS AT GENERAL MEETINGS OF DIVISION

7.1 Quorum

(a) No business shall be transacted at any general meeting of a Division 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 include

(i) in number:

(A) 10% per cent of the members entitled to be present at the meeting; or

(B) 10 Members of the Division being present.

whichever is lesser.

(b) Up to 50% of the attendances required to constitute a Quorum may be constituted by counting validly held proxies.

7.2 Quorum not present

If within 30 minutes from the time appointed for the meeting a quorum, including the Chairperson or an alternate nominated by the Board, is not present the meeting if convened upon the requisition of Members shall be 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 Divisional Committee may determine. 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. 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 Divisional 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 Chairperson

The Chairperson or alternate nominated by the Board shall chair every general meeting. If there is no Chairperson or alternate, or the Chairperson or alternate is absent or 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 Adjournment

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 Voting

At any general meeting a resolution shall state whether it is to be decided electronically via a voting facility acceptable to the Committee, or on the show of hands. If on a show of hands a poll (before or on the declaration of the result of the show of hands) may be demanded either by the Chairperson or by at least 3 Members present in person.

7.6 Proxies

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- (a) A member may hold up to 10 Proxies at any one meeting.
 - (b) If notice has been provided in relation to any proposed resolution, each proxy must specify the votes to be cast by the holder of the Proxy at the meeting (or any adjournment of the meeting). The proxy holder may vote on any other motion at their discretion.
 - (c) If a vote is to be taken by electronic means, the validity and method of calling for proxies shall be notified to the member in the accompanying documents.

7.7 Resolutions

- (a) 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.
- (b) If the vote is held electronically, a declaration by the Chairperson that a resolution has 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.

7.8 Demand for poll

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 Withdrawal of demand for poll

The demand for a poll may be withdrawn.

7.10 Member voting

Subject to sub-clause 7.12, at any general meeting, a Member shall have one vote. In the case of any equality of votes, whether electronically taken, on a show of hands or on a poll, the motion shall be deemed lost.

7.11 Objections

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 Invitees

For the purpose of securing the widest participation of activities of the Division and the carrying out of its objects, its Divisional Committee may from time to time by resolution invite representatives of any organisation or any person to attend a 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, but do not have the right to vote.

7.13 Chief Executive and Divisional Executive Officer

- (a) The Chief Executive and the Executive Officer shall be entitled to attend all meetings of the Division and be heard at such meetings.
- (b) The President, Chairperson of the Divisional Committee, Executive Officer and the Chief Executive shall be the only persons entitled to make public comment on any matter or issue relevant to the Division. The Chief Executive may from time to time, in their absolute discretion and in writing withdraw entitlement from the Executive Officer to make public comments or announcements about a specific issue.

8. ACCOUNTS AND RECORDS OF DIVISIONS

8.1 Accounts

The financial accounts of the Division shall be maintained by NDS and financial summaries of the Division's finances and performance shall be provided by NDS to the Divisional Committee for each scheduled meeting of the Divisional Committee.

8.2 Provision of records

- 8.3** The Division shall, on request, 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, any records, including financial records, statements of financial performance, reports and minutes, as may be required by either of them from time to time.

8.4 Member Records

The member records of the Division (including personal and professional details of all members) shall be maintained exclusively by NDS in accordance with all relevant privacy principles and legislation. No Member or Committee Member shall have access to or use of those records nor shall they use or disclose any member records, except with the express written authority of the Chief Executive.

9. NOTICE

9.1 Giving notices

A notice may be given by the Division to any Member either personally or by sending it electronically, by email or post to them. 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 electronically or 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 Notice of general meeting

- (a) Notice of every general meeting of the Division shall be given electronically to each member of the Board, every Member of the Division, the Divisional Executive Officer and to the Chief Executive.
- (b) No other person shall be entitled to receive notice of a general meeting of the Division.
- (c) Subject to confirmation by the Committee of an acceptable electronic voting system, resolutions to be put to the general meeting shall state whether they are to be voted on electronically (by all members whether present at the meeting or not) and the time frame for voting, or by a show of hands of those present at the meeting.