

## **1. THE ASSOCIATION**

- 1.1 The name of the Association shall be the National Council on Intellectual Disability.
- 1.2 The principal office of the National Council shall be located in Canberra, ACT.
- 1.3 The National Council shall be a non-profit, non-sectarian and non-party political organisation and shall take no position in public affairs except with regard to matters concerning intellectual disability.
- 1.4 The property and income of the NCID can only be used for the purposes described in clause 3, and cannot be distributed as profit to its members.

## **2. INTERPRETATION**

- 2.1 Whenever used in this constitution or in its by-laws, the following terms shall have the meaning as shown hereunder.
- 2.2 The words 'the Council' or 'the National Council' shall be deemed to mean the Association denoted in Section 1.1.
- 2.3 Financial members of the National Council as at November 23 1992 shall be deemed to be Agency Members of the National Council.
- 2.4 'General Meetings' shall mean any meeting called by the Board but excludes Board Meetings.
- 2.5 'Financial year' shall mean the period commencing 1st day of July in each year and ending on thirtieth day of June the next year.
- 2.6 'Board' shall mean the Board established pursuant to clause 8.1 of this Constitution.
- 2.7 The Board shall have the sole right of determining the interpretation of rules and the decision shall be binding on members.

## **3. MISSION, GOALS AND PRINCIPLES, STRATEGIC AND ANNUAL PLANS**

### **3.1 Mission**

To work to make the Australian Community one in which people with intellectual disability are involved and accepted as equal participating members.

### **3.2 Goals**

1. To ensure the National Council operates as the viable national representative for issues relevant to people with intellectual disability and their families.
2. To consult with all stakeholders to set direction and then lead in the areas of need for people with intellectual disability.
3. To advocate for an Australian Community where people with intellectual disability can be involved and accepted as equal participating members.
4. To work to ensure the right of people with intellectual disability to have advocacy in all its forms available to assist them, if required, in all of life's domains so that they may attain equal participation in the community.

5. To provide support, information, training, and counselling to people with intellectual disability and families who have a family member with a disability

### **3.3 Principles**

1. All people are valued members of the Australian Community.
2. People with intellectual disability as equal participating members of the Australian Community have the same rights:
  - to participate in decisions which affect their lives
  - to pursue any grievance which affects their lives
  - to diversity of choice for housing, education, work, recreation and leisure
  - to equity and justice
  - to be empowered to take their full place in the Australian Community
  - to dignity and privacy in all aspects of their lives
3. All actions by the National Council, its Board, Members and staff are to assist people with intellectual disability to be equal participating members of the Australian Community.
4. The National Council will take action at the national level on the issues of key importance to people with an intellectual disability, their families and advocates.
5. The National Council will assist state organisations to achieve their goals which are consistent with the National Council Mission, Goals and Principles.

### **3.4 Strategic Plan and Annual Plan**

- (a) The National Council shall publish a Strategic Plan. The Strategic Plan shall include:
  - the objectives of the National Council with timelines for achievement and performance indicators for each objective;
  - the strategies to be implemented to achieve the objectives;
  - Action Plans for each objective consolidated into annual plans.
- (b) The Strategic Plan shall be updated each calendar year, tabled and reviewed at each annual general meeting.

## **4. ORGANISATION OF THE NATIONAL COUNCIL**

### **4.1 The National Council shall consist of:**

- (a) its membership,
- (b) a Board of Directors, comprising one elected representative from each State or Territory Agency Member and the Executive Director of the National Council. In the absence of a State or Territory Agency Member, the Associate Members of that State or Territory shall be arrangements approved by the National Council elect a representative to the Board. In addition, the Board may appoint one additional person to the Board where necessary for his or her ability to make a special contribution to the activities of the National Council.
- (c) Committees appointed by the Board for particular purposes. The Board shall determine the structure, powers, duties and functions of such committees and shall, in respect of each committee, define its terms of reference and shall have the power to dissolve any such Committee.

### **4.2 Membership**

#### **4.2.1 Membership of the National Council is open to two classes of Members as follows:**

#### 4.2.2 Agency Member:

- (a) Any State or Territory Council or Secretariat, incorporated or unincorporated, actively involved in giving leadership and direction to a broad range of organisations in the field of intellectual disability. Only one Agency Member shall be appointed in respect of any State or Territory.
- (b) The Agency Membership Fee shall be set at \$3,000 from 1 July 2005. The fee shall be reviewed every three years.
- (c) Agency Members shall notify the NCID Board no later than 31 March each year of an elected policy issue congruent with NCID's Strategic Plan. The Agency Member shall negotiate with the NCID Board a leadership role for its elected issue which could include but not be limited to:
  - i) producing a policy discussion paper,
  - ii) holding a policy discussion forum,
  - iii) producing articles for NCID publication.

#### 4.2.3 Associate Member:

Any organisation other than an Agency Member, incorporated or unincorporated, or any individual who has indicated an interest in assisting in the attainment of any or all the objectives of the National Council. Associate Members shall be entitled to receive such services as are determined by the Board from time to time.

#### 4.2.4 Deemed Associate Member:

All financial members of any Agency Member shall be deemed to be associate members of the National Council.

### 4.3 Application for Membership

4.3.1 Application for membership shall be made in writing to the Executive Director of the National Council, who shall refer the application to the Board of Directors. The Board shall resolve to accept or reject the application for membership.

4.3.2 In respect of any application for Agency Membership from a particular State or Territory, the Board of Directors shall render a decision based upon:

- (a) representation of the State or Territory as a whole;
- (b) representation of parent and family interest;
- (c) the degree of involvement of people with an intellectual disability; and
- (d) the ability to give strong leadership and direction to other organisations in the field of intellectual disability in the particular State or Territory.

4.3.3 Grounds for refusal of membership shall be given in writing to the applicant. The applicant may appeal to the next Annual General Meeting of the National Council to reconsider the refusal of membership.

4.3.4 Upon approval of membership, an Agency member shall elect:

- (a) a representative to represent that Agency Member and be eligible for election to office on the Board of Directors of the National Council; and
- (b) its accredited delegate or delegates (which shall not exceed four in total) who shall represent the Agency Member at general meetings of the National Council.

**4.3.5** In the absence of a State or Territory Agency Member, the Associate Members of the particular State or Territory shall by arrangements approved by the National Council elect:

- (a) a representative to represent the particular State or Territory and be eligible for election to office on the Board of Directors of the National Council; and
- (b) its accredited delegate or delegates (which shall not exceed four in total) who shall represent that State or Territory at general meetings of the National Council.

**4.4** Honorary Life Fellowships in the National Council shall be bestowed upon such individuals in recognition of their outstanding service on behalf of people with intellectual disabilities as shall be determined by the Annual General Meeting on the recommendation by the Board of Directors of the National Council.

## **5. MEETINGS**

- 5.1** The annual general meeting of the National Council shall be held at such time and places as shall be decided by the Board of Directors but no later than December 31 in each year.
- 5.2** A special general meeting may be called upon resolution of the Board of Directors or at the written request of accredited delegates of the National Council in the position to cast at least twelve votes. Time and place of a special general meeting shall be decided by the Board of Directors and the meeting shall be held within three months from the receipt of such request.
- 5.3** Notice for a general meeting shall be given in writing not later than six weeks prior to the meeting.
- 5.4** A quorum for a general meeting shall consist of accredited delegates being in the position to cast not less than twenty votes provided that the quorum shall also require the presence of not fewer than twelve natural persons.
- 5.5** Conferences or conventions, as distinct from annual or special general meetings, may be held at such times and places as decided upon by a general meeting or by the Board of Directors.
- 5.6** At every Annual Meeting there shall be presented a report of the Board of Directors and audited statement of income and expenditure.
- 5.7** All members or their representatives may attend the annual general meeting or any special general meeting of the National Council.

## **6. MEETINGS - DELEGATES ACCREDITATION AND VOTING**

- 6.1** Accredited delegate or delegates of a State or Territory shall be entitled at any general meeting of the National Council to cast four votes and to move and second any motions at the meeting. When an accredited delegate is absent from a general meeting or part thereof he or she may for the period of his or her absence appoint a person as his or her proxy to exercise his or her vote or votes.
- 6.2** Associate Members or their representatives may attend and speak at any general meeting of the National Council and may move or second motions and vote thereon, except where a poll is called by the Chairperson or is requested by accredited delegates in a position to cast at least eight votes. In such an event only accredited delegates may vote on any motion.
- 6.3** If any dispute arises as to the control or casting of votes under the provisions of this section, it shall be determined by the Chairperson whose decision shall be final.
- 6.4** Resolutions at a general meeting shall be adopted by a simple majority vote. The Chairperson shall not have a deliberative vote, but in the case of a tied vote he/she shall have a casting vote.

- 6.5 On the request of any four accredited delegates present at a general meeting, the Chairperson shall conduct a vote by secret ballot in relation to any question to be determined at the meeting.

The ballot shall be conducted in such a manner as the Chairperson decides is convenient, and may if the question involves multiple choice provide for a form of preferential voting. The decision of the Chairperson as to the form of the secret ballot shall be final.

- 6.6 The decision of the Chairperson as to the result of a vote shall be final.
- 6.7 Only members who are financial members are entitled to exercise voting rights at any meeting.

## **7. OFFICE BEARERS**

- 7.1 The National Council at its Annual General Meeting shall elect from elected representatives a President, Vice-President and a Treasurer, each for a term of office of one year, or until the next Annual General Meeting of the National Council.
- 7.2 The President, Vice-President and Treasurer shall take office immediately prior to the close of the Annual General Meeting.
- 7.3 A Patron and Vice-Patron of the National Council may also be elected at the Annual General Meeting.

## **8. THE BOARD**

- 8.1 The Board of Directors of the National Council shall consist of:
- (a) eight representatives elected in accordance with paragraphs 4.3.4 and 4.3.5 and be members of the Board for a term of one year or until the next Annual General Meeting;
  - (b) the Executive Director; and
  - (c) one person appointed by the Board for a period of time up to but not exceeding the date of the next Annual General Meeting for his or her ability to make special contribution to the activities of the National Council.

Each member of the Board shall be entitled to one vote for purposes of meetings of the Board.

- 8.2 The names of the elected representatives shall be communicated to the Executive Director not later than six weeks prior to the Annual General Meeting. The Executive Director shall convey to all members the names of Board members thus received not later than four weeks prior to the Annual General Meeting.
- 8.3 The Board shall meet at such intervals as are determined by the National Council in General Meeting, save that it shall meet immediately prior to the Annual General Meeting and again immediately following the Annual General Meeting, and on at least one other occasion that financial year. It shall operate between Board Meetings through the Executive Committee.
- 8.4 Board decisions shall be taken by a majority vote unless otherwise provided, but any decision of the Board on matters of policy other than those related to the internal administration of the National Council itself shall not be binding on any of the members or limit their activities as private voluntary agencies or councils without their stated agreement.
- 8.5 Observers may be invited to any meeting of the Board as the Board shall determine, but shall not have any voting rights and shall speak only at the invitation of the Chairperson.

- 8.6 The Board shall not make any pronouncements on policy matters in the name of the National Council without a two-thirds consenting majority of delegates present and voting. Such pronouncements shall include a list of those members who desire their dissenting vote to be publicised.
- 8.7 A Special Meeting of the Board shall be called by the President upon requisition in writing by accredited delegates of the National Council in the position to cast twelve votes at a general meeting of the National Council and delivered to the registered office of the National Council.
- 8.8 At least fourteen days clear notice shall given to all members of the Board of any meeting of the Board, specifying the place, date and hour of such a meeting, and in the case of special business, the general nature of such business.
- 8.9 The Board shall elect each year a fourth person from amongst its members, who together with officers appointed in (7.1) and the Executive Director shall form the Executive Committee.
- 8.10 The National Council and the Board shall both have the power to appoint standing or ad hoc committees for purposes decided on by the National Council or the Board from time to time.
- 8.11 They may appoint to such committees persons other than members or member organisations of the National Council, provided that at least one member of the Board shall be a member of each committee. If this is impractical, the Chairperson of the Committee concerned shall be invited to attend all meetings of the Board during the terms of the committee.
- 8.12 In the event of a vacancy occurring during the year in one of the elective offices of President, Vice-President or Treasurer, the Member concerned shall be entitled to nominate a new member of the Board of Directors to bring the Board back to normal strength. The Board shall elect from amongst themselves a new office bearer.
- 8.13 If a vacancy occurs outside one of the elective offices, the Member concerned shall be entitled to nominate a new member to the Board of Directors.
- 8.14 No remuneration shall be paid to any member of the Board of Directors with the exception of the Executive Director for any service rendered.
- 8.15 A quorum at a Board Meeting shall be a minimum of four persons which includes representatives of at least three States and/or Territories of Australia.

## **9. POWERS OF THE BOARD OF DIRECTORS**

- 9.1 The Board of Directors shall have the following powers:
- (a) To purchase or take on a lease or in exchange, hire and otherwise acquire and hold, sell dispose or otherwise deal with any real and personal property and any rights or privileges which the Directors may think necessary or convenient for the purpose of establishing a headquarters for the National Council and any other place or places of business as they may at any time decide upon for any other lawful purpose as the National Council may decide at any general meeting thereof, and in particular, any land, buildings, immovables, chattels, furniture and equipment.
  - (b) To obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful methods and to receive gifts of property of any and every description for use towards furtherance of the projects of the National Council.
  - (c) To invest in such a manner as may be prescribed by the law and as may be determined from time to time by the Board of Directors any monies of the National Council not immediately required to meet expenses.

(d) To employ such personnel and pay them such salaries as may be decided upon by the Board of Directors.

(e) To appoint a Public Officer (who is a person resident in the ACT) for the purposes of the Associations Incorporation Act 1991 of the Australian Capital Territory.

9.2 In addition to the foregoing, the Board of Directors shall have and exercise all powers permitted by law and necessary for the conduct of the affairs of the National Council.

9.3 Any action of the Board of Directors may be reviewed at any succeeding general meeting at the written request of at least three (3) Members. The Board's action may be revised, altered, or rescinded with a majority of two-thirds of those authorised to vote but this shall not affect parties contracting in good faith with or on behalf of the National Council prior to such revisions, alterations or rescission.

## 10. POWERS AND DUTIES OF OFFICERS AND DIRECTORS

10.1 The President shall preside at all meetings of the National Council, the Board of Directors and the Executive Committee. If the President and the Vice-President are absent from a meeting, those present shall elect a chairperson from among themselves.

10.2 The President shall be a member ex officio of all committees and exercise general supervision of officers of the National Council to ensure the objectives of the National Council are executed in the best possible manner.

10.3 The President shall on behalf of the Board of Directors present to the Annual General Meeting a written report regarding the past, and a forecast regarding the expected progress of the National Council.

10.4 The Vice-President shall assist the President in the performance of his /her duties.

10.5 In case the President is temporarily unable to perform his/her duties the Vice-President shall act in his/her capacity.

10.6 If the position of President becomes permanently vacant, the Vice-President shall act in his capacity until a new President has been elected in accordance with 8.12.

10.7 The Directors individually or one or more of them collectively, shall perform such duties as the Board of Directors or the President may wish to ask them.

## 11. EXECUTIVE COMMITTEE

11.1 The functions and purposes of the National Council shall be carried on between Board Meetings by the Executive Committee.

11.2 The Executive Committee shall consist of:

- (i) The President of the National Council.
- (ii) The Vice-President of the National Council.
- (iii) The Honorary Treasurer of the National Council.
- (iv) One member elected in accordance with paragraph 8.9.
- (v) The Executive Director of the National Council.

11.3 The Executive Committee will ensure that the Objectives of the National Council are pursued. It will carry on the business of the National Council and ensure the policy decisions of the National Council are implemented. It will also take such initiatives as it may deem necessary in keeping with the objectives of the National Council and report such actions to Members and to the next general meeting. Minutes of such Executive Committee meetings shall be forwarded to member organisations.

- 11.4 The Executive Committee shall be responsible for the conduct of the financial affairs of the National Council, provided always that the Membership fees shall be determined by the National Council

## **12. COMMITTEES**

- 12.1 Committees may be appointed annually. They shall be responsible to the Board of Directors and shall work in close cooperation with the Members.
- 12.2 Membership of Committees is not necessarily restricted to Members or their representatives.
- 12.3 The style, size and terms of reference for each Committee shall be determined from time to time by the Board of Directors and shall be listed as by-laws under this Constitution.
- 12.4 Each Committee shall compile information pertaining to its field of activity from each of the Australian States and augment this whenever possible with information from overseas.

The Committees shall prepare statements or reports to support the National Council in their Members' endeavour to provide better facilities, programmes and conditions for people with intellectual disabilities. When possible the Committees shall recommend short term and long term policies to be pursued by the National Council as a whole at National, State and local levels.

## **13. FINANCE AND MEMBERSHIP SUBSCRIPTIONS**

- 13.1 The retiring President shall submit at every Annual General Meeting a budget of expected revenues and expenditures for the ensuing year.
- 13.2 The Annual General Meeting shall be entitled to amend at will the budget submitted.
- 13.3 Each year the Annual General Meeting shall determine the annual fees payable by all members for their membership.
- 13.4 Annual Membership shall date from July 1 to June 30. The members whose fees in respect of a particular financial year are unpaid on December 31 shall be declared unfinancial from that day.
- 13.5 Accounts shall be prepared annually at 30 June and be subject to examination by Auditors appointed for that purpose by the Board of the National Council.
- 13.6 Any two persons approved by two-thirds (2/3rds) majority vote of the Board of Directors, shall have the power on behalf of the National Council to draw cheques or to sign, make, draw, exchange, promissory notes and other negotiable or transferable instruments, or any other contract, document or instrument in writing. All contracts, or documents and other instruments in writing so signed shall be binding without further authorisation or formality.

## **14. AUDITORS AND LEGAL OFFICERS**

- 14.1 At each Annual General Meeting the National Council shall appoint an Auditor or Auditors who shall examine the accounts of the National Council and certify the Balance Sheet.
- 14.2 The National Council at its Annual General Meeting may appoint an honorary legal officer to advise on legal matters.

## **15. ADMINISTRATION**

- 15.1 The Board of Directors shall appoint an Executive Director, who under the direction of the Executive Committee and President, shall be the administrative head responsible for carrying

out all National Council policies, programmes and activities developed, formulated and approved by the Board of Directors.

The Executive Director shall, in consultation with Directors and Committees, develop the overall national programme based on short and long term views, and make recommendations for consideration by the Executive Committee and the Board of Directors.

The Executive Director shall be responsible to ensure the Strategic Plan endorsed by the Board is implemented and shall present to each scheduled Board Meeting, or at least quarterly, a detailed written report which shall be available to all members on request.

The Executive Director shall work with Directors, Committee Chairpersons and other voluntary workers toward the strengthening of the National Council as a whole.

- 15.2 The financial remuneration and conditions of employment of the Executive Director shall be determined by the Board of Directors.
- 15.3 The Executive Director's appointment shall be terminated by a calendar month's notice on either side.
- 15.4 The Executive Director shall arrange for an accurate record to be kept of the proceedings of the general meetings of the National Council, and of all meetings of the Board of Directors and its Executive Committee.
- 15.5 The Executive Director shall take care of all necessary correspondence and be in charge of all books, documents, papers and reports of the National Council.

## **16. TERMINATION OF MEMBERSHIP**

- 16.1 Any financial member of the National Council may withdraw from membership on the giving of written notice to the Board.
- 16.2 A member shall be deemed to be financial if the whole of membership fees due are paid in accordance with clause 13.3.
- 16.3 In the event of a member remaining unfinancial after December 31 such membership shall be deemed by the Board to have lapsed.
- 16.4 Upon receipt of written charges that a member organisation is acting prejudicially to the purposes and objectives of the National Council, the Board of Directors shall investigate the matter.
- 16.5 If such charges are substantiated, and the member organisation fails to correct its actions to the satisfaction of the Board, the matter may be referred by the Board to the next general meeting or a special general meeting.
- 16.6 The office of the Board Member in any capacity shall become vacant if:
  - (a) The Agency Member which elected the Board Member ceases to be an Agency Member of the National Council;
  - (b) The Agency Member withdraws his or her credentials by a majority vote at any meeting of the Agency Member;
  - (c) That Board Member is convicted of an indictable offence or is found guilty of conduct which may reflect discredit upon the National Council.
  - (d) That Board Member fails to conform with any of the rules of the National Council.

## **17. AUSTRALIAN INSTITUTE ON INTELLECTUAL DISABILITY**

- 17.1 The National Council shall foster and promote an Australian Institute on Intellectual Disability, AIID.
- 17.2 The AIID shall have the same Mission as the National Council.
- 17.3 The goals of AIID are:
1. to provide and/or foster training and development of persons involved in the provision of services to, for or with persons with an intellectual disability.
  2. to foster a national research program into social policies and leading edge programs relative to intellectual disability.
  3. to establish an integrated national reference database/information system which contains relevant data on all matters which will assist in the provision of services which would enable the mission of the National Council to be achieved.
- 17.4 A Board of AIID shall be constituted and will include:
- the President of the National Council as an ex officio member;
  - seven persons recognised for their excellence and talent in areas which will assist AIID to achieve its goals, one of whom will be the paid Executive Director of AIID;
  - a chairperson who has recognised achievements in the commercial world in Australia.
- 17.5 Separate terms of reference for AIID and delegated authority are to be established and reviewed annually by the National Council upon the resolution of the Board of Directors of the National Council.

## **18. PROFESSIONAL ADVISORY BODIES**

- 18.1 There shall be a professional Advisory Council consisting of outstanding leaders in the field of medicine, psychology, education, social work mental hygiene, sociology and other disciplines bearing on intellectual disability.
- 18.2 The Chairperson of this Council shall be appointed by the Board of Directors for a term of one year and he/she, with the approval of the President of the National Council, shall appoint the members of the Council for a term of one year.
- 18.3 The Council shall meet as such time and places as it may determine. It shall act in any advisory capacity to the Board of Directors and shall have no administrative authority.
- 18.4 The Board of Directors may invite prominent community leaders to constitute an Honorary Panel of Consultants.
- 18.5 The National Council may ask members of the Panel individually, or one or more or all of them collectively, for advice on matters pertaining to intellectual disability.

## **19. INDEMNITIES**

- 19.1 The Officers of the National Council and the members of the Board shall be indemnified by the National Council from and against all actions, suits, demands, claims, costs, damages and expenses which any such officer or member may incur, suffer or be liable to be reason of any contract, act, or deed done by such officer or member in the proper discharge of his duties or in any way relating thereto except as may happen through his own wilful act or default.

## **20. ALTERATIONS TO THE CONSTITUTION**

- 20.1 No alteration(s) shall be made to these rules unless a resolution containing the proposed alteration(s) shall have been passed at a meeting of the National Council (called inter alia for the purposes of considering that resolution) by a three fourths majority of delegates of members present and voting.
- 20.2 A copy of the proposed resolution shall have been submitted to all Members of the National Council at least six weeks prior to the meeting at which the resolution is passed.
- 20.3 An alteration to the objectives, purposes of rules of the national council shall not be effective until a copy of the alteration is lodged with the Corporate Affairs Commission, and in the case of an alteration to the Objectives or purposes, until approved by that Commission.

## 21. PUBLIC OFFICER

There shall be a public officer who is a resident of the ACT who shall be appointed in accordance with the Associations Incorporation Act 1991 of the Australian Capital Territory.

## 22. COMMON SEAL

There shall be a common seal of the national Council being the name of the National Council on the arc of a circle enclosing the words 'Common Seal'. The Common Seal shall never be used except with the authority of the Board. The affixing of the Common Seal shall be witnessed by two members of the Board or one member of the Board and the Public Officer.

## 23. DISSOLUTION OR WINDING UP

- 23.1 The National Council shall not be dissolved while any three Members of the National Council are in favour of its continuance.

Subject thereto, an Annual General Meeting may resolve that the Board of Directors shall conduct a plebiscite of the Members of the National Council on the question whether the national Council should be dissolved, and if two thirds (2/3rds) of the whole number of such Members resolve in favour of the dissolution of the National Council, the Board of Directors shall act as trustees of the assets of the national Council, and after paying the debts of the national Council they shall divide any surplus assets among the Members which have:

- Similar purposes to NCID
- Are non-profit organizations, as described for NCID in clause 1.4
- Are approved by the Commissioner of Taxation for the purposes of subsection 78(4) of the *Income Tax Assessment Act 1936* and as a public benevolent institution for the purposes of any *Commonwealth Taxation Act*.

in the same proportion as the members are required to bear the net expenditure of the National Council under 13.3 of this Constitution.

