



**Developmental
Disability Council of
Western Australia (Inc)**

CONSTITUTION

**Constitution of the Developmental Disability Council of Western Australia (Inc),
adopted at the Special General meetings held on 3rd July 1991 and 21st August
1991.**

Amended:

- i) at the Annual General Meeting held 6 September 1995**
- ii) at the Quarterly General Meeting held 11 June 2002**
- iii) at the Quarterly General Meeting held 22 August 2002**
- iv) at the General Meeting held 9 November 2004.**
- v) at the General Meeting held 29 February 2006.**
- vi) at the Annual General Meeting held 15 October 2008.**
- vii) at the Annual General Meeting held 30 October 2013.**
- viii) at the Special General Meeting held 7 May 2014.**

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CONSTITUTION

1. Name

The name of the Association is the Developmental Disability Council of Western Australia (Inc).

2. Interpretation

In this Constitution:

(1) "The Council" is the Developmental Disability Council of Western Australia (Inc).

(2) A "financial year" shall be deemed to be a period of twelve months ending on the 30th day of June each year.

(3) Developmental disability is defined as:

"A chronic disability of a person which

(a) is attributable to an intellectual or physical impairment or combination of intellectual and physical impairment;

(b) is manifested before the person attains age 18;

(c) is likely to continue indefinitely;

(d) results in substantial limitations in 3 or more of the following areas of major life activity

(i) self care;

(ii) receptive and expressive language;

(iii) learning;

(iv) mobility;

(v) self-direction;

(vi) capacity for independent living;

(vii) economic self sufficiency; and

(e) reflects the person's need for a combination and sequence of special, inter-disciplinary, or generic care, treatment, or other services which are of lifelong or extended duration, and are individually planned and co-ordinated".

(4) A "Gift Fund" is a separate fund maintained to receive gifts of money and property made for the principal purposes of the Council as a requirement of receiving and maintaining Deductible Gift Recipient status from the Australian Taxation Office.

(5) The “Board” means the Board established pursuant to Section 9.

(6) The “Chief Executive Officer” means the person appointed as Chief Executive Officer pursuant to Section 13.

3. Objectives

The Aim

The aim of the Council is to work with people with developmental disabilities, their families and carers, support organisations and government to assist Western Australians with developmental disabilities and their families to live their life their way.

The Objectives

- (1) To support people with developmental disability and their families to have a strong voice;
- (2) To partner with others to develop more connected and inclusive communities;
- (3) To influence government and other decision makers; and
- (4) To promote and safeguard the human rights of people with developmental disability.

4. Powers of the Council

(1) For the purpose of carrying its objectives into effect the Council, through its Board, may exercise all or any of the following powers:

(a) To expend the funds of the Council in such manner as they consider most beneficial for the purposes of the Council and to invest in the name of the Council as they think fit, also to direct the sale or transportation of any such investments and to expend the proceeds of any such sale for the purpose of the Council.

(b) To ensure that the assets and income of the Council shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members, except as a bona fide compensation for services rendered or expenses incurred on behalf of the Council.

(c) To purchase or otherwise acquire and to hold any property.

(d) To sell, let, hire, assign or otherwise dispose of property no longer required by the Council.

(e) To solicit and accept subscriptions, contributions and gifts of money or other property.

(f) To appoint and pay staff and agents and to dismiss or suspend any person so appointed.

(g) To enter into and carry out any other lawful transaction or do any other lawful act incidental or conducive to the attainment of the objectives of the Council.

(2) The word "property" in this section includes land, chattels, rights, interests and privileges relating to land or chattels, and to all other kinds of property.

(3) The Council shall not:

(a) Have any right of authority or executive decision over or in respect of the policies or practices of the organisations represented on the Council.

(b) Trade or enter into transactions for the purpose of securing personal pecuniary profit to any member of the Council.

5. Minutes

(1) The Board will ensure that minutes are taken

(a) of all appointments of officers and servants;

(b) of names of members present at all meetings of the Council and of the Board;

(c) of all proceedings at all meetings of the Council and of the Board.

(2) Such minutes shall be signed by the Chairperson.

6. Membership

(1) There are four categories of members -

(a) "Individual" being any natural person who supports the Aims and Objectives of the Council.

(b) "Organisation" being those members who are incorporated or unincorporated non-government bodies or other groups which are engaged in delivering a direct service to people with developmental disability or provide on-going family support, information or advocacy to people with developmental disability and their families.

(c) "Affiliate" being any body, incorporated or unincorporated including any government department or instrumentality and not included within Section 6(1)(a).

(c) "Honorary Life" being any person invited by a General Meeting of the Council on the recommendation of the Board to be an Honorary Life Member on account of longstanding and valuable contribution.

(d) All members support the Aims and Objectives of the Council.

(2) Any application for membership is to be in writing and directed to the Board for acceptance.

(3) Except in the case of Section 6(1)(d) "Honorary Life", the Board, by a

majority vote of those present, may accept or reject any application to any category without giving any reasons for such acceptance or rejection.

(4) If the Board rejects an application for membership the applicant may appeal to a General Meeting of the Council and that meeting may resolve to affirm or overturn the decision of the Board. If the decision of the Board is overturned the applicant will become a member of the category specified in the original application.

(5) The Board may recommend to any General Meeting of the Council any natural person to be an "Honorary Life Member".

(6) Staff employed by the Council are not entitled to be members of the Council while so employed. The membership of any person employed by the Council will terminate upon employment.

7. Register of Members of Association

(1) The Chief Executive Officer, or delegate, on behalf of the Council, will maintain a register of the members of the Council including their postal or residential addresses and, upon the request of a member of the Council, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Council's premises.

(3) The Chief Executive Officer must cause the name of a person who dies or who ceases to be a member under Clause 8 to be deleted from the register of members referred to in sub-Clause (1).

8. Subscription

(1) The Annual subscription payable by each category of member shall be the amount prescribed from time to time by the Board and shall be due payable on or before the 1st day of July in each year, except for the first subscription which shall be payable immediately upon approval as a member of the Council.

(2) Where membership of the Council is approved between 01 January and 30th June, the renewal of the Annual subscription will be due payable on or before the 1st day of July of the year following that in which their membership of the Council was approved.

(3) A member whose current annual subscription remains unpaid after the 1st August in any one year shall be deemed to be an unfinancial member and thereupon shall not be entitled to vote at any meeting or hold office as a member of the Board until payment of the subscription.

(4) The Board may ascribe a nil fee as a subscription. Members ascribed a nil fee must submit a completed membership form (as provided by the Council) on or before the 1st day of July in each year to be deemed a financial member.

(5) A member ascribed a nil fee whose current membership application is not submitted after the 1st August in any one year shall be deemed to be an

unfinancial member and thereupon shall not be entitled to vote at any meeting or hold office as a member of the Board until submission of the application.

9. Cessation of Membership

(1) Members may resign from the Council at any time by giving written notice to the Board.

(2) Subject to this Section, the Board may terminate the membership of any member on the grounds of -

(a) failure to pay a subscription or other money due to the Council within three months after it becomes due,

(b) a breach of this Constitution, including any conduct which contravenes the aims and objectives of the Council,

(c) any conduct injurious to the interests of the Council.

(3) The resignation or termination of membership shall not relieve the member from the obligation to pay any money owing by the member to the Council at the time of resignation or termination of membership, or subsequently becoming payable to the Council by virtue of an obligation which arose before that time.

(4) Before terminating the membership of any member on a ground other than non-payment of money, the Board shall give that member written notice of the grounds of the proposed termination.

(5) A member to whom a notice of proposed termination is given, may within 21 days after receipt of the notice, apply in writing to the Board to have the proposal for termination of membership reviewed at a General Meeting. Upon receipt of such an application, the Board shall call a special General Meeting at a convenient time and place. At the meeting the applicant and representatives of the Board may submit relevant information and arguments and members present at the meeting may by majority vote, confirm or quash the proposed termination of membership.

10. Board

(1) There will be a Board which will consist of

(a) The Chair;

(b) The Deputy Chair;

(c) The Treasurer; and

(d) 6 members of the Council ("Board members").

(2) Only members who are Individual members are eligible to hold the position of Chair of the Board.

(3) Affiliate members are not entitled to be on the Board.

- (4) At any time, there must be no less than 3 Organisation members and no less than 3 Individual / Honorary Life members on the Board.
- (5) The Board shall report to the Council at each General Meeting and the Annual General Meeting.
- (6) The quorum of the Board shall be more than 50% of Board membership at any one time.
- (7) The Board shall meet at such times and frequency as is deemed necessary to ensure the proper operation of the Council.
- (8) Any resolution agreed to in writing, by facsimile, by email, or over the telephone, by more than 50% of Board membership shall have the same effect as and be deemed to be a resolution passed by the Board.
- (9) If any Organisational representative who is a member of the Board resigns, or has his/her representation withdrawn, a new representative from the organisation in question will be sought to sit on the Board.
- (10) Where a vacancy arises on the Board, , the Board shall fill the vacancy by appointing a member from the Council in accordance with this Section.
- (11) If the member holding the position of Chair, Deputy Chair or Treasurer resigns or has his/her representation withdrawn, the Board shall fill the vacancy by electing from within their ranks a replacement in accordance with this Section until the following Annual General Meeting when there will be a call for nominations to fill the vacancy.
- (12) The Board may co-opt any additional person on to the Board to assist the Board in a particular project or because of his/her special skills and knowledge. The person co-opted does not have to be a financial member of DDC and does not have any voting rights on the Board.

11. Board – Role and Functions

- (1) The Board is the governing body of the Council and is responsible for attaining the objectives of the Council, formulation and determination of Board policy, the strategic direction of the Council and representation of the interests of the members of the Council. Its function is not to participate in the day to day management of the Council.
- (2) Specific functions of the Board include:
 - (a) To determine, subject to and in accordance with this Constitution, the broad nature of the business in which the Council is to engage;
 - (b) To establish Council policy and to plan for the future of the Council within the objectives of the Council;
 - (c) To provide the organisational structure and resources, including human resources, necessary for the purpose of the Council's office activities;

- (d) To regularly monitor and evaluate the performance of the Council's office; and
- (e) To comply with the legal obligations of the Associations Incorporation Act and other relevant acts and common law.

12. Board - Nominations, Election and Tenure

- (1) Nominations for election of members to the Board shall be in writing and they shall contain the written consent of the nominee.
- (2) Nominations for office bearer positions of Chair, Deputy Chair and Treasurer shall be in writing and they shall contain the written consent of the nominee.
- (3) Nominations shall reach the Returning Officer not less than 21 days before the Annual General Meeting.
- (4) Elections to the Board, including office bearers, shall be held at the Annual General Meeting
- (5) Each Board member shall be elected for a term of three years, and will serve no more than two consecutive three year terms unless a nomination for a further term is approved by a majority of the Board.
- (6) Any vacancy in the Board which occurs outside of these terms shall be filled consistent with Clause 10 (9) (10) (11).
- (7) A preferential voting system shall be used at such election.
- (8) Each nominee shall be entitled to appoint a scrutineer in the case of a ballot.

13. Board - Voting Procedures

- (1) Except for Section 9(11), each member of the Board is entitled to one vote and all resolutions of the Board will be passed by a simple majority vote.
- (2) In the event of an equality of votes the Chairperson shall have a second or casting vote.

14. Chief Executive Officer

- (1) The Board shall appoint a Chief Executive Officer upon such terms and conditions as the Board determines from time to time.
- (2) The Chief Executive Officer shall be responsible for the day to day management and operations of the Council, subject to the direction of the Board.
- (3) The Board may delegate to the Chief Executive Officer such powers and functions as it considers appropriate from time to time.
- (4) The Chief Executive Officer shall attend all meetings of the Board, unless excused by the Board, but is not entitled to vote.

- (5) The Chief Executive Officer, or his/her delegate shall:
 - (i) maintain a register of members of the Council and their contact details;
 - (ii) maintain the Constitution of the Council;
 - (iii) be responsible for the custody of the records, books, documents and securities of the Council;
 - (iv) keep minutes of all proceedings of the Board and the Council;
 - (v) keep correct accounts and book showing the financial affairs of the Council with full details of income and expenditure connected with the activities of the Council; and
 - (vi) be the Returning Officer for all ballots.
- (6) If there is no Chief Executive Officer at any time, any act, matter or thing required to be done by the Chief Executive Officer, may be done by the Board or its delegate.

15. Council Meetings

- (1) The Council shall meet as it determines, provided that in each year there must be an Annual General Meeting.
- (2) The Annual General Meeting shall be held within 4 months of the close of the financial year. All General Meetings including Annual or Special, may be called by the Board and shall be held at such time and place as the Board shall determine and 28 days notice thereof shall be given to members.
- (3) Except for Section 14(4), the quorum of meetings, Annual and General, shall require at least 15 financial members or 50% financial members, whichever being less, being present or by proxy.
- (4) If there is no quorum within thirty (30) minutes of the starting time of the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than thirty (30) days. The quorum for the adjourned meeting, if less than 15 members, shall be the number of members present thirty (30) minutes after the start time.
- (5) The Board on a petition signed by not less than 10% of financial members, stating the purpose of such meeting, shall summon a Special General Meeting of members to be held not later than 6 weeks after the deposit of the petition at the office of the Council. If the Board fails to convene the meeting within the time prescribed, then the petitioners or the majority of them may convene the meeting in the manner provided hereafter for convening general meetings.
- (6) The notice concerning such Special General Meetings shall specify the particular matter or matters to be discussed and no business other than that specified in the requisition shall be transacted. A quorum for such a Special General Meeting shall require at least 25% of financial members being present.

(7) The Chair shall have the power to call a Special General Meeting of members whenever deemed necessary.

16. Council Meetings – Representation, Voting and Proxy

(1) Each member within Section 6(1)(a) will appoint in writing one representative to represent that member at Council Meetings. Such appointment is to be for a period not in excess of three years with a maximum of two three year terms, with a nomination for further terms subject to the approval of the majority of the Board.. Written notice of the appointment or variation thereof, will be forwarded to the Board.

(2) Each financial member will have one vote at Council Meetings. Affiliate members are not entitled to vote at Council Meetings.

(3) Any member or representative of a member may, if they are unable to attend a meeting of the Council, appoint in writing a proxy (to be received by the Chief Executive Officer not less than 2 working days prior to the date of the meeting) to attend and vote at the Council Meeting.

(4) No person shall vote or debate on any matter in which that person has a pecuniary interest, without the formal adoption of permission of the majority of the financial members present.

17. Council Meetings - Decisions

(1) A motion at a Council Meeting shall be resolved in the affirmative if a simple majority of the votes of financial members present are in favour of it. In any other case the motion shall be resolved in the negative and there shall be no casting vote in a case of equality of votes.

(2) A secret ballot shall be conducted where requested by any financial member.

(3) The ruling of the Chairperson as to the result of any vote or ballot shall be final.

(4) When the ballot involves three or more choices the Chairperson shall arrange for preferential voting.

(5) Where a ballot is called, the Returning Officer shall count the votes and the Chair shall appoint two scrutineers.

18. Accounts and Audits

(1) The Council shall:

(a) cause proper accounts and records to be kept showing the financial transactions and financial position of the Council.

(b) at the close of each financial year prepare and distribute a statement of the income and expenditure of the Council for that financial year, and a balance sheet showing the assets and liabilities of the Council as at the end of that year.

(c) submit the accounts and balance sheets for audit by auditors appointed by the Council.

(d) permit auditors to inspect all books, accounts and documents relating to the financial transactions of the Council and supply them with such relevant information as they require.

(2) At each Annual General Meeting one or more auditors shall be appointed to audit and report to the Council upon the annual financial statement and balance sheet of the Council.

(3) The Treasurer shall at each Annual General Meeting present a copy of the accounts and balance sheet of the Council for the preceding financial year and the Auditor's report thereon.

19. Collection and Banking of Money

(1) Any officer or member who receives money on behalf of the Council shall immediately remit that money to the Chief Executive Officer.

(2) Subject to Section 18(3), the Council shall open an account at a bank or other financial institution in the name of the Council and shall cause all money received by or on behalf of the Council to be paid into the bank to the credit of the Council.

(3) The Board shall authorise two or more persons as persons authorised to execute financial transactions. Any two or more of the persons so appointed may execute financial transaction on behalf of the Council.

20. Alteration of the Constitution

(1) At any Council Meeting the Council may, by special resolution alter this constitution.

(2) A motion proposing any alteration:

(a) Shall not be moved unless notice of that motion has been given to every member at least 28 days before the meeting at which the motion is to be moved. Such notice shall specify the proposed alterations, additions or repeals.

(b) Notices shall be deemed to have been served on any member when delivered personally, sent by mail, addressed to him/her at his/her address as shown on the register, by email, facsimile or by publication of the organisation sent to all members.

(c) The non-receipt of any notice shall not invalidate the proceedings at such meeting.

(3) All motions (other than a motion which effects the status, rights and obligations of members), can only be carried by a Special Resolution of a 75% majority of financial members present. Quorum for such motions will be in accordance with Section 14.

21. Seal of the Council

The Common Seal of the Council will be kept in the Custody of the Chief Executive Officer and may be affixed with the authority of the Board and countersigned by any two of the Chair, Deputy Chair, Treasurer and the Chief Executive Officer.

22. Dissolution

(1) Dissolution of the Council will be by Special Resolution of 75% of financial members voting at a General Meeting called to dissolve the Council.

(2) If upon the winding up or dissolution of the Council there remains after satisfaction of its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by a resolution of the members.