



**Developmental
Educators
Australia
Incorporated**

Constitution of Developmental Educators Australia Inc

A company limited by guarantee

Australian Business Number (ABN) 36 141 462 447

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Constitution of Developmental Educators Australia Inc

Introduction

1. Company Name and Incorporation

- 1.1 The name of the company is DEVELOPMENTAL EDUCATORS AUSTRALIA INC LIMITED (trading as DEVELOPMENTAL EDUCATORS AUSTRALIA INC).
- 1.2 The Company is a not-for-profit public company limited by guarantee.

2. Replaceable Rules Excluded

- 2.1 The Replaceable Rules contained in the Act do not apply to the Company to the extent that this Constitution is inconsistent with any Replaceable Rules.

3. Definitions and Interpretation

3.1 Definitions

In this Constitution unless there is something in the subject or context which is inconsistent:

- (1) “**ACNC**” means the Australian Charities and Not-for-profits Commission or any other entity which replaces it as the entity responsible for administering the ACNC Act;
- (2) “**ACNC Act**” means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) and any regulations or other instruments made under such Act;
- (3) “**Act**” means the *Corporations Act* (Cth) 2001;
- (4) “**Adoption Date**” means the date of the annual general meeting at which this Constitution is adopted as the new Constitution of the Company;
- (5) “**Annual Membership**” is a twelve (12) month period as determined by the Board from time to time;
- (6) “**Annual Membership Fee**” means the fee payable by the Member pursuant to **clause 19**;
- (7) “**Application Fee**” means the application fee payable by an application for Membership pursuant to **clause 18**;
- (8) “**Associate member**” means a person or organisation who has an interest in developmental education, and whose aims and activities are not inconsistent with the vision and mission of Developmental Educators Australia Inc, however are not eligible for a voting class of membership
- (9) “**Board**” means the board of Directors of the Company;
- (10) “**Business Day**” means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Company has its registered office;
- (11) “**By-Laws**” means the by-laws created and adopted by the Board from time to time in accordance with **clause 65**;
- (12) “**Company**” means Developmental Educators Australia Incorporated;
- (13) “**Committee**” means a committee established in accordance with **clause 71**;
- (14) “**Constitution**” means this constitution as amended or supplemented from time to time;
- (15) “**CPI**” means the Consumer Price Index (All Groups) for Australia published by the Australian Bureau of Statistics (or any index which officially replaces it) for the immediately preceding calendar year.
- (16) “**Ethics Committee**” means a board or committee of Members established pursuant to **clause 23**;
- (17) “**Ethics Committee Procedures**” means a document published by the board from time to time setting out the disciplinary procedures applicable to Members;
- (18) “**External Director**” means the person holding that office under this Constitution pursuant to clause

53.3(2);

- (19) **“General Director”** means the person holding that office under this Constitution;
- (20) **“General Manager”** means the person appointed by the Board (and not being a Director) to the position of General Manager under this Constitution;
- (21) **“Life Member”** means an individual who is awarded Life Membership for services to the profession. The person may belong to any class of Membership at the time Life Membership is awarded. This is a voting class of Membership.
- (22) **“Member”** means a Registered Member of the Company pursuant to **clauses 11 and 12** (and Membership has the corresponding meaning);
- (23) **“Non-voting Member”** means a Member of the Company who has the rights set out in **clause 13.2** and includes Student and Associate Members;
- (24) **“Officer”** has the same meaning as given to that term in section 9AD of the Act;
- (25) **“Practising Member”** means a person who has submitted evidence of successfully completing a full course of education recognised by the Board, and has met the relevant practice and Continuing Professional Development requirements. This is a voting class of membership.
- (26) **“Provisional Member”** means a person who has submitted evidence of successfully completing a full course of education recognised by the Board; but has not met the relevant practice or Continuing Professional Development requirements. This is a voting class of membership.
- (27) **“President”** means the person holding that office under this Constitution and includes any acting President;
- (28) **“Register”** means the register of Members to be kept pursuant to the Act;
- (29) **“Registered Member”** means a fully paid member of the Company;
- (30) **Replaceable Rules”** means the replaceable rules applicable to a public company limited by guarantee set out in the Act;
- (31) **“Rounded-up CPI”** means the CPI rounded up to the next whole number. For example, if the CPI is 1.4% or 1.8%, the Rounded-up CPI in both cases is 2.0%
- (32) **“Secretary”** means the secretary referred to in **clause 57** and any other person appointed to perform the duties of a secretary of the Company;
- (33) **“Special Purpose Committee”** means a committee established in accordance with **clause 72**;
- (34) **“Special Resolution”** has the meaning given to it by the Act;
- (35) **“Vice President”** means the person or persons holding that office under this Constitution and includes any acting Vice President; and
- (36) **“Voting Member”** means a Member of the Company who has the rights set out in **clause 13.1** and includes Life Members, Practising Members, and Provisional Members.

3.2 Interpretation

- (1) Reference to:
 - (a) one gender includes all genders;
 - (b) the singular includes the plural and vice versa;
 - (c) the words “in writing” means either by paper or electronically and
 - (d) the word “person” means a natural person and any partnership, association, body or entity whether incorporated or not.
- (2) Except so far as the contrary intention appears in this Constitution:
 - (a) an expression has in this Constitution the same meaning as in the Act; and
 - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (3) The word "including" and similar expressions are not words of limitation.
- (4) The Act overrides any clause in this Constitution which is inconsistent with that Act.
- (5) While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this constitution which are inconsistent with that Act.

- (6) Headings are for convenience only and do not form part of or affect the construction or interpretation of this Constitution.

4. Effective Date

- 4.1 This Constitution will be effective from the Adoption date.

5. Objects

- 5.1 The objects for which the Company is established are:

- (1) to advance the human rights of people with disability (“advancing” includes protecting, maintaining, supporting, researching and improving);
- (2) to promote the profession of developmental education and its inter-relation with any allied discipline, and to advance public knowledge of the profession;
- (3) to liaise and consult with those designing and implementing educational programs in the field of disability and developmental education and to endorse courses of study;
- (4) to improve and maintain a high standard of knowledge and honourable conduct amongst those practising the profession of developmental education and to decide questions of professional ethics and conduct for Members;
- (5) to conduct or assist in research in the field of developmental education and its advancement;
- (6) to grant sums of money out of the funds of the Company for the promotion of the profession of developmental education and allied disciplines;
- (7) to keep a register of qualified developmental educators who are Members;
- (8) anything ancillary to the objects referred to in **clauses 5.1(1) to 5.1(7)** to above.

6. Powers

- 6.1 The Company can only exercise the powers in section 124(1) of the Act to:

- (1) pursue the objects of the Company set out in **clause 5**; and
- (2) do all things incidental or convenient in relation to the exercise of power under **clause 6.1(1)**.

7. Application of Income and Property

- 7.1 The income and property of the Company, from wherever it is derived, must be applied solely towards the promotion of the objects of the Company set out in **clause 5**.

8. No Distribution to Members

- 8.1 No portion of the income or property of the Company may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company.

- 8.2 **Clause 8.1** does not prevent:

- (1) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
- (2) the payment of an honorarium to a Director pursuant to **clause 79.2(1)**;
- (3) the payment of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company;
- (4) the payment of reasonable and proper rent by the Company to a Member for premises leased by the Member to the Company; or
- (5) the reimbursement of expenses incurred by any Member on behalf of the Company.

9. Limited Liability

- 9.1 The liability of the Members is limited to the amount referred to in **clause 9.2**.
- 9.2 Every Member undertakes to contribute an amount not exceeding \$10.00 to the property of the Company in the event of its being wound up while the Member is a Member or within one (1) year after the Member ceases to be a Member, for payment:
- (1) of the debts and liabilities of the Company (contracted before the Member ceases to be a Member);
 - (2) of the costs, charges and expenses of winding up; and
 - (3) for the adjustment of the rights of the contributories among Members.

Membership

10. General

- 10.1 Active members of the Company shall be the persons admitted to Membership by the Board from time to time and whose names are entered in the Register as a full paying member.
- 10.2 Membership of the Company shall be within a class of Membership in accordance with **clause 11** and the By-Laws.
- 10.3 A person admitted to a class of Membership of the Company shall be entitled to exercise all the rights and privileges and shall be required to meet all liabilities and requirements attaching to that class of Membership by reason of the Constitution and the By-Laws.
- 10.4 The Board may transfer a Member from one class of Membership to another, provided always that the Member qualifies for Membership of the new class and consents to the transfer and pays the difference in membership.
- 10.5 The Board may prescribe from time to time the forms of application, certificates of Membership, and administrative procedures for admission and transfer to specific classes of Membership, without requirement to set forth detailed provisions in the By-Laws.
- 10.6 An application for admission to any class of Membership shall not be approved unless the Board is satisfied that the applicant:
- (1) has met the criteria for eligibility to Membership in accordance with the Constitution and By-Laws; and
 - (2) is of good character and a fit and proper person to be admitted as a Member.
- 10.7 Upon admission to Membership of the Company the Member agrees to be bound by the Constitution and By-Laws, and to comply with any code of conduct, ethical principles, policies, procedures and clinical standards which may from time to time be adopted by the Board.
- 10.8 The rights and privileges of a Member shall be personal, shall not be transferable and shall cease immediately upon the removal of the Member's name from the Register.

11. Classes of Membership

- 11.1 There are five (5) classes of Membership in the Company:
- (1) Life Member;
 - (2) Practising Member;
 - (3) Provisional Member;
 - (4) Student Member; and
 - (5) Associate Member
- 11.2 The Board may determine other classes or sub-classes of Membership from time to time.
- 11.3 The Board will determine eligibility requirements for accreditation of approved educational programs for 'direct-

entry' graduate membership.

12. Qualifications of Members of the Company

12.1 The qualifications required of Members and the criteria to be met for the classes of Membership of the Company shall be determined by the Board and set out in the By-Laws.

13. The Rights and Privileges of Voting Members and Non-voting Members

13.1 The rights and privileges of Voting Members are as follows:

- (1) to receive notices of and attend meetings and to vote either personally or by proxy or as a proxy for another Voting Member at meetings of the Company or in any referendum that may be held from time to time;
- (2) be eligible for election as a General Director of the Board; and
- (3) be eligible for appointment to positions on Committees of the Company.

13.2 Non-voting Members receive notices of and may attend meetings of the Company but are not eligible to vote.

14. Form of Application

14.1 An application for Membership must be:

- (1) made in writing in a form prescribed by the Board from time to time;
- (2) signed by the applicant; and
- (3) accompanied by:
 - (a) any other documents or evidence as to qualification for the class of Membership applied for which the Board requires;
 - (b) an Application Fee, if any, determined in accordance with **clause 18**; and
 - (c) the Annual Membership Fee, determined in accordance with **clause 19**.

15. Admission to Membership

15.1 Each person who is enrolled in the Register as a Member immediately prior to the Adoption Date is a Member and shall have their name enrolled on the Register on the Adoption Date.

15.2 The Board must consider an application for Membership as soon as practicable after its receipt and determine, in its discretion, the admission or rejection of the applicant. On acceptance of an application the applicant becomes a Member of the Company.

15.3 The Board need give no reason for the rejection of an application.

15.4 The appointed officer must notify the applicant in writing if an application for Membership is accepted or rejected.

15.5 If an application for Membership is rejected, the Annual Membership Fee will be refunded on request of the applicant, with a 10% administration fee applied.

15.6 If an applicant is accepted for Membership, the appointed officer must enter the name and details of the Member, and the class of Membership, in the Register.

15.7 Appointment to Life Membership is decided by the Board at a meeting of the Board. The minutes of the Board will not record the names of candidates not appointed.

16. Notification by Members

16.1 Each Member must promptly notify the appointed officer in writing of any change in his or her qualification to be a Member.

17. Register of Members

- 17.1 A Register of Members of the Company must be kept in accordance with s169 of the Act.
- 17.2 The Register may be in the form of an electronic database.
- 17.3 Each Member must notify the Company in writing of any change in that person's name within one (1) month after the change.
- 17.4 Each Member must notify the Company or amend the Membership database of that Member's change of contact details within one (1) month after the change.

Application Fee and Annual Membership Fee

18. Application Fee

- 18.1 The Application Fee payable by each applicant for Membership is the sum (if any) the Board determines for each class of Membership from time to time, and shall be payable by applicants at such times and in such manner as determined by the Board from time to time.

19. Annual Membership Fee

- 19.1 The amount of the Annual Membership Fee payable by a Member of the Company shall be determined annually by the Board. If the increase in the Annual Membership Fee determined by the Board is equal to or less than the Rounded-up CPI, the increase is automatically applied, and Members will be notified of the increase within 20 Business Days of the Board's decision. If the increase in the Annual Membership Fee determined by the Board is greater than the Rounded-up CPI, the increase must be approved by the Members at the next Annual General Meeting. If the Members do not approve such increase at the Annual General Meeting, the Annual Membership Fee is increased by an amount equal to the Rounded- up CPI.
- 19.2 All Annual Membership Fees are due and payable in advance on the first day of the Annual Membership Period.
- 19.3 No Annual Membership Fee is payable by a Life Member.

20. Unpaid Annual Membership Fees

- 20.1 If the Annual Membership Fee remains unpaid by a Member for two (2) months after it becomes payable, the Member ceases to be entitled to any of the rights or privileges of Membership and Membership is ceased. A Member may be reinstated on payment of all arrears if the Board sees fit.

Cessation Membership

21. Resignation

- 21.1 A Member may resign from Membership of the Company by giving written notice to the Secretary or appointed officer.
- 21.2 The resignation of a Member takes effect on the date of the notice of resignation.

22. Cessation of Membership

- 22.1 A Member ceases to be a Member:
 - (1) on the death of the Member;
 - (2) if the Member's Annual Membership Fee remains unpaid pursuant to **clause 20.1**.
 - (3) upon that Member no longer satisfying the criteria for the Member's respective class of Membership (unless transferred to another class of Membership by the Board);
 - (4) if the Member resigns under **clause 21**; or
 - (5) if the Member is expelled under **clause 23.2(2)** or **clause 23.5**.
- 22.2 A Life Member ceases to be a Member:

- (1) in accordance with **clauses 21** and **22.1**; or
- (2) if the Board, for any reason, requests in writing the resignation of the Member and the Member does not resign within two (2) months after the request is sent.

23. Disciplining Members

23.1 The Board must establish an Ethics Committee or other similar Committee as an advisory and investigative committee of the Board with the power to:

- (1) investigate complaints about a Member;
- (2) make recommendations to the Board in relation to disciplinary findings about a Member;
- (3) make recommendations to the Board in relation to an appropriate penalty; and
- (4) perform any other function concerning a complaint against or in relation to the disciplining of Members in accordance with the Ethics Committee Procedures or other similar document published by the Board for Members from time to time.

23.2 Following recommendations provided by the Ethics Committee, the Board may:

- (1) make findings about a Member in relation to a disciplinary matter;
- (2) impose penalties in relation to a disciplinary matter, including the expulsion of a Member; and
- (3) publish the results of a disciplinary finding with any applicable penalty.

23.3 If any Member ceases to be a Member under **clause 23.2**, the Board may reinstate the Member and restore the name of that Member to the register of Members upon and subject to any terms and conditions it sees fit.

23.4 A Member must comply with any penalty imposed by the Board.

23.5 The Board may impose such further or alternative penalty, including the expulsion of a Member, as it considers appropriate, in circumstances where a Member has failed to comply with any penalty imposed by Board.

24. Effect of Cessation of Membership

24.1 If any Member ceases to be a Member under this Constitution, the Member remains liable to pay to the Company:

- (1) any money which the Member owes to the Company on any account;
- (2) and for any sum not exceeding \$10.00 for which the Member is liable under **clause 9.2** of this Constitution.

Meeting of Members

25. Calling of General Meeting

25.1 A majority of Directors may convene a general meeting of the Company whenever they see fit.

25.2 Members shall be entitled to require a general meeting be convened in accordance with the provisions of the Act.

25.3 A general meeting of the Company may be convened at two (2) or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

26. Amount of Notice of Meeting

26.1 Subject to the provisions of the Act as to short notice, at least twenty-one (21) days' notice of any general meeting must be given in writing to those persons specified in **clause 27** and it must include the contents set out in **clause 28**.

27. Persons Entitled to Notice of General Meeting

27.1 Subject to **clause 28**, written notice of a meeting of the Members must be given individually to:

- (1) every Member;
- (2) every Director; and
- (3) the Company's auditor.

27.2 No other person is entitled to receive notice of general meetings.

28. Contents of Notice

28.1 A notice of a general meeting must specify:

- (1) the place, date and time for the meeting;
- (2) if the meeting is to be held in two (2) or more places, the technology that will be used to facilitate this;
- (3) the general nature of the meeting's business;
- (4) if a Special Resolution is to be proposed at the meeting, the details of and intention to propose the Special Resolution;
- (5) contain a statement setting out that the Member has a right to appoint a proxy; and
- (6) any other information required by the Act.

29. Notice of Adjourned Meeting

29.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more.

30. Accidental Omission to Give Notice

30.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under this Constitution does not invalidate the proceedings of or any resolution passed at the meeting.

31. Cancellation or Postponement of General Meeting

31.1 Subject to the provisions of the Act and this Constitution, the Board may cancel a general meeting of the Company:

- (1) convened by the Board; or
- (2) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.

31.2 Subject to the provisions of the Act and this Constitution, the Board may postpone the holding of any general meeting, or change the venue at which it is to be held, whenever it sees fit (other than a meeting requisitioned by Members as provided by the Act) for not more than forty two (42) days after the date for which it was originally called.

31.3 Whenever any meeting is cancelled or postponed or the venue for a general meeting is changed:

- (1) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution, and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
- (2) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

32. Quorum

32.1 No business may be transacted at any general meeting unless there is a quorum of Voting Members

present at all times during the meeting.

- 32.2 The quorum for a meeting of the Members is ten percent (10%) of the voting Members, present in person, online, or by proxy.
- 32.3 If a quorum is not present within thirty (30) minutes after the time appointed for holding a general meeting:
- (1) the meeting, if convened upon the requisition of Members, shall be dissolved; or
 - (2) in any other case:
 - (a) the meeting will stand adjourned to such other date, time and place as the Board may by notice to the Members appoint; and
 - (b) if at such adjourned meeting no quorum is present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

33. Chair at General Meetings

- 33.1 The President, if present, presides as chair at every general meeting.
- 33.2 Where a general meeting is held and:
- (1) there is no President; or
 - (2) the President is not present within thirty (30) minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as chair of the meeting;
- one (1) of the Vice Presidents if present presides as chair of the meeting or the Members present may appoint any one (1) of their number to be chair of the meeting.
- 33.3 The chair must adjourn a meeting of Members if the Members present with a majority of votes at the meeting agree or direct that the chair must do so.
- 33.4 The rulings of the chair of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

34. Business at Adjourned Meetings

- 34.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 34.2 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 34.3 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as in the case of an original meeting.

Proxies

35. Who Can Appoint a Proxy

- 35.1 A Voting Member may appoint a person as the Member's proxy to attend and vote for the Member at a meeting.

36. Rights of Proxies

- 36.1 If a Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.
- 36.2 If a person is attending both as a Member and as a proxy, the individual has one (1) vote as a Member and one (1) vote as a proxy.

37. Appointing a Proxy

- 37.1 An appointment of a proxy is valid if it is in writing, signed by the Voting Member making the appointment, and contains the following information:
- (1) the Voting Member's name and address;
 - (2) the Company's name;

- (3) the proxy's name or the name of the office held by the proxy; and
 - (4) the meetings at which the appointment may be used.
- 37.2 An appointment may be a standing one. If a proxy is only for a single meeting, it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.
- 37.3 An undated appointment is taken to have been dated on the day it is given to the Company.
- 37.4 Unless a Voting Member by the instrument of proxy directs the proxy to vote in a certain manner, the proxy may vote as the proxy thinks fit on any motion or resolution, otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- 37.5 A proxy will not be revoked by the appointor attending and taking part in any general meeting, but if the appointor votes on a resolution either on a show of hands or on a poll, the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- 37.6 An appointment of proxy shall not be invalid merely because it does not specify all of the information required by **clause 37.1**.
- 37.7 An appointment does not have to be witnessed.
- 37.8 An appointment of proxy may be revoked at any time by notice in writing to the Company.

38. Form of Proxy Sent Out by Company

- 38.1 A form of proxy sent out by the Company may be in the form prescribed in **Annexure A** or as prescribed by the Board from time to time.

39. Receipt of Proxy Documents

- 39.1 For an appointment of a proxy for a meeting of the Members to be effective, the following documents must be received by the Company at least forty eight (48) hours before the meeting:

- (1) the proxy's appointment; and
- (2) if the appointment is signed by the appointor's attorney - the authority under which the appointment was signed or a certified copy of the authority.

- 39.2 If a meeting of the Members has been adjourned, an appointment and any authority received by the Company at least forty eight (48) hours before the resumption of the meeting are effective for the resumed part of the meeting.

- 39.3 The Company receives an appointment or authority when it is received at any of the following:

- (1) the Company's registered office; or
- (2) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.

40. Validity of Proxy Vote

- 40.1 Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (1) the appointing Member dies;
- (2) the Member is of unsound mind;
- (3) the Member revokes the proxy's appointment; or
- (4) the Member revokes the authority under which the proxy was appointed by a third party

Voting at Meeting of Members

41. How Vote May Be Exercised

41.1 Subject to **clause 42** at any general meeting of Members, each Voting Member has (one) 1 vote, on a show of hands and/or on a poll.

41.2 The vote may be exercised in person or by proxy.

42. Voting Disqualification

42.1 No person other than:

- (1) a Voting Member; or
- (2) a proxy of a Voting Member;

shall be entitled to vote at a general meeting.

42.2 If the Annual Membership Fee of the Member is more than two (2) months in arrears at the date of the meeting or the postponed or adjourned meeting, that member is no longer considered a Voting Member for the purpose of this clause.

43. Objections to Right to Vote

43.1 A challenge to a right to vote at a meeting of Members:

- (1) may only be made at the meeting; and
- (2) must be determined by the chair, whose decision is final.

43.2 A vote not disallowed following the challenge is valid for all purposes.

44. How Voting is Carried Out

44.1 A resolution put to the vote at a meeting of the Members must be decided on a show of hands and/or a poll.

44.2 Before a vote on a resolution is taken, the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

44.3 On a show of hands or via poll, a declaration by the chair is conclusive evidence of the result. The number or proportion of the votes is to be recorded in favour or against in the minutes.

45. Matters on Which a Poll May Be Demanded

45.1 A poll may be demanded on any resolution.

45.2 A demand for a poll may be withdrawn.

46. When a Poll is Effectively Demanded

46.1 At a meeting of the Members, a poll may be demanded by:

- (1) at least two (2) Voting Members; or
- (2) the chair.

46.2 The poll may be demanded:

- (1) before a vote is taken;
- (2) before the voting results on a show of hands are declared; or
- (3) immediately after the voting results on a show of hands are declared.

47. When and How Polls Must Be Taken

47.1 A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

47.2 A poll on the election of a chair or on the question of an adjournment must be taken immediately.

47.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

47.4 The result of the poll becomes the resolution of the meeting at which the poll was demanded.

48. Chair's Casting Vote

48.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting has a casting vote in addition to any vote he or she may have in his or her capacity as a Voting Member or proxy.

48.2 The chair has a discretion both as to the use of the casting vote and as to the way in which it is used.

49. Right of Non-Members to Attend a General Meeting

49.1 The chair of a general meeting may invite any person who is not a Member to attend and address a meeting.

Annual General Meeting

50. Business of an Annual General Meeting

50.1 The business of an Annual General Meeting may include any of the following, even if it is not referred to in the notice of meeting:

- (1) the consideration of the annual financial report, directors' report and auditor's report;
- (2) the announcement of election of Directors;
- (3) the appointment of the auditor;
- (4) the approval of the Annual Membership Fee by Members, if required in accordance with clause 19.1; and
- (5) the noting of the quantum of the Directors' honorarium.

50.2 All other business transacted at an Annual General Meeting and all other business transacted at any other general meeting is special business.

50.3 The business of the Annual General Meeting also includes any other business which under this Constitution or the Act ought to be transacted at an Annual General Meeting.

50.4 The chair of the Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

50.5 If the Company's auditor or the auditor's representative is at the meeting, the chair of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

51. Resolutions Proposed by Members

51.1 No Member may at any meeting move any resolution relating to special business unless:

- (1) the Member is a Voting Member; and
 - (a) the Voting Member has given not less than thirty (30) Business Days' previous notice in writing of the Voting Member's intention to move an ordinary resolution, or two months' notice in writing of the Member's intention to move a Special Resolution at the meeting by leaving the notice and a signed copy of the resolution at the registered office of the Company; or
 - (b) the resolution has previously been approved by the Board.

51.2 Upon receiving a notice referred to in **clause 51.1** the Secretary or appointed officer must:

- (1) if the notice convening the meeting has already been dispatched, immediately notify the Voting Members of the proposed resolution; or
- (2) otherwise include notice of the proposed resolution in the notice convening the meeting.

Appointment of the Board of Directors

52. Management of the Company

- 52.1 The business and affairs of the Company shall be managed by or under the direction of the Board of Directors.
- 52.2 The Board may continue and arrange the business affairs of the Company notwithstanding any vacancy on the Board, subject to **clause 59**.

53. Number of Directors

- 53.1 Subject to **clause 53.3**, the Board shall consist of not less than seven (7) and not more than twelve (12) Directors.
- 53.2 The Board may by resolution vary the minimum or maximum number of Directors holding office from that referred to in **clause 53.1**. The number so determined must not be less than the number of Directors when the determination takes effect.
- 53.3 Subject to **clause 57.5**, the Board shall consist of:
- (1) up to nine (9) Directors elected by the Members. These Directors must be Voting Members and are referred to as General Directors; and
 - (2) up to three (3) Directors appointed by the Board by resolution, subject to **clause 57.5**. These Directors cannot be Voting Members, one must have own lived experience of disability, and are referred to as External Directors.
- 53.4 **Clauses 53.3** will not come into effect until the Adoption Date.

54. General Director Qualifications

- 54.1 In nominating or electing General Directors, Members must have due regard to the following criteria:
- (1) each General Director must not be an employee of the Company;
 - (2) each General Director should have an understanding of and commitment to the objects of the Company;
 - (3) each General Director should have a knowledge and understanding of the obligations of Directors under the Act and other relevant legislation; and
 - (4) each General Director should possess tertiary or professional qualifications, expertise and/or experience as the Board from time to time determines is necessary or desirable.
- 54.2 Notwithstanding an appeals process, in accordance with the By-Laws the Board will determine in its absolute discretion whether a person satisfies the criteria contained in **clause 54.1** .
- 54.3 Directors elected by the Members under **clause 53.3(1)** must be Voting Members.
- 54.4 External Directors appointed by the Board under **clause 53.3(2)** cannot be Voting Members

55. Nomination and Election of General Directors

- 55.1 The Company may call for nominations for positions of General Director in such manner as the Board determines from time to time. This clause does not apply to persons appointed to the Board to fill a casual vacancy, nor to those appointed by the Board as External Directors as in **clause 53.3(2)**.
- 55.2 The election of General Directors will be held in accordance with procedures determined by the Board, as stated in the By-Laws.

56. Term of Office

- 56.1 Subject to **clause 56.2**:
- (1) A General Director is elected for a term of two (2) years.
 - (2) At every Annual General Meeting, up to four (4) General Directors who have been in office

for two (2) years or until the second Annual General Meeting following such General Directors' appointment (whichever is the longer) shall retire and may be re-nominated for election.

- (3) External Directors are appointed for a term of two (2) years, or for a period as determined by the Board.
- 56.2 At the first Annual General Meeting under the Constitution, four (4) of the Directors will hold office for a term of one (1) year.
- 56.3 There is no limit to the number of terms a Director can hold office.

57. Office Bearers

- 57.1 The office bearers of the Company are:
 - (1) the President;
 - (2) the Vice President;
 - (3) the Secretary; and
 - (4) the Treasurer
- 57.2 At the first Board Meeting following the Annual General Meeting, the Board shall call for nominations from the General Directors of the Board for one (1) of their number for the position of President, one (1) for Vice President, one (1) for Secretary, and one (1) for Treasurer.
- 57.3 Where more than one nomination is made for any one position, an election by the Board will be held and appointment made by majority vote.
- 57.4 Subject to **clause 57.5**, in the event that a nomination from the General Directors cannot be made for the position of President, a nomination of a Voting Member can be made by a Director, provided that the maximum number of Directors would not then be exceeded if this nomination is accepted by the Board.
- 57.5 Notwithstanding **clauses 53.3** and **53.4**, if a Voting Member is appointed by the Board to the position of President, that Voting Member will also be appointed as a General Director.
- 57.6 The President takes office immediately following election and holds office for a two (2) year period, after which time they are eligible for re-nomination for a further period of two (2) years if elected or re-elected as a Director.
- 57.7 The Vice President, Secretary and Treasurer take office immediately following election and hold(s) office for a one (1) year period
- 57.8 There is no limit to the number of terms a President, Vice-President, Secretary or Treasurer can hold office.
- 57.9 In the event that an office bearer retires or is removed from the position prior to the end of term, an appointment from amongst the Board will be made and will hold office until the next annual general meeting of the Company.

Office bearers shall not hold office beyond their retirement or removal from the Board as a Director.

Appointment of the Board Between AGMs

58. Casual Vacancies and Additional Directors

- 58.1 The Board from time to time may appoint
 - (1) a General Director to fill a casual vacancy in the office of General Director until the next annual general meeting, subject to **clause 53.1**; or
 - (2) an External Director to fill a casual vacancy in the office of an External Director for a term in accordance with **clause 56.1(3)**.

59. Insufficient Directors

- 59.1 In the event of a vacancy or vacancies in the office of a Director, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, the Board may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Company.

Duties of Directors

60. Duties of Directors

- 60.1 The Directors of the Company shall, both jointly and severally, exercise their powers and discharge their duties in accordance with the Act, the Constitution and the By-Laws.
- 60.2 The Directors shall have specific fiduciary duties including, but not limited to:
- (1) the duty to act honestly;
 - (2) the duty to exercise due care and diligence;
 - (3) the duty to avoid all conflicts of interest; and
 - (4) the duty not to gain personally nor cause detriment to the Company by improper use of position or inside information.

Powers of Board

61. Validation of Acts of Directors and Secretary

- 61.1 The acts of a Director or Secretary of the Company are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- 61.2 Where a person, whose office as Director is vacated under a provision of the Act, purports to do an act as a Director, that act is as valid, in relation to a person dealing with the Company in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

62. General Business Management

- 62.1 All acts done:
- (1) at any meeting of the Board; or
 - (2) by any person acting as a Director;
- shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.
- 62.2 The Board may exercise all the powers of the Company except any powers that the Act or this Constitution requires the Company to exercise in general meeting.
- 62.3 No rule made or resolution passed by the Company in general meeting can invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

63. Borrowing Powers

- 63.1 Without limiting the generality of **clause 62**, but subject to **clause 8**, the Board may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

64. Appointment of Attorney

- 64.1 The Board may appoint any person or persons to be the attorney or attorneys of the Company for the

purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Board), for the period and subject to the conditions they see fit.

- 64.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Board see fit and may also authorise the attorney to delegate all or any of the powers and discretions vested in the attorney.

65. By-Laws

- 65.1 The Board may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Company's affairs, operations, finances, interests, effects and property and to amend and repeal those By-Laws from time to time.
- 65.2 A By-Law must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution and in the event of any inconsistency the Constitution prevails.
- 65.3 When in force, a By-Law is binding on all Members and has the same effect as this Constitution.
- 65.4 Subject to **clause 65.5**, the Board will adopt such measures as it deems appropriate to bring to the notice of Members all By-Laws amendments and repeals.
- 65.5 The Board will provide Members with reasonable notice of any proposed changes to the By-Laws prior to the changes being implemented.

General Manager

66. Power to Appoint

- 66.1 The Board may appoint any person, not being a Director, to the position of General Manager for the period and on the terms (including as to remuneration) the Board sees fit.

67. Not a Member of the Board

- 67.1 The General Manager is not a member of the Board but may attend and speak at meetings of the Board except where the Board otherwise requests.

68. Powers

- 68.1 The Board may, upon terms and conditions and with any restrictions they see fit, confer on a General Manager any of the powers that the Board can exercise.
- 68.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.
- 68.3 An act done by a person acting as General Manager is not invalidated merely because of:
- (1) a defect in the person's appointment as a General Manager; or
 - (2) the person being disqualified to be a General Manager;
- if that circumstance was not known by the person when the act was done.

69. Withdrawal of Appointment or Powers

- 69.1 The Board may revoke or vary:
- (1) an appointment; or
 - (2) any of the powers conferred on a General Manager.

70. Temporary Appointments

- 70.1 If a General Manager becomes incapable of acting in that capacity, the Board may appoint any other person, not being a Director, to act temporarily a General Manager.

Committees of Board

71. Committees of Board

- 71.1 The Board may form and delegate any of its powers to a Committee of the Board consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation.
- 71.2 A Committee must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the Committee exercising a power in this way is the same as if the Board exercised it.
- 71.3 The meetings and proceedings of any Committee consisting of two (2) or more Directors are governed by the provisions in this Constitution regulating the meetings and proceedings of the Board.

72. Special Purpose Committees

- 72.1 The Board may by resolution establish Special Purpose Committees, consisting of such Members of the Company as the Board may think fit. Any such Special Purpose Committee may be authorised by resolution of the Board to advise the Board on matters specified in the resolution or to undertake such tasks as are identified in the resolution. Such Special Purpose Committee shall be subject to such reporting requirements to the Board as the resolution specifies. The Board may dissolve any such Special Purpose Committee at any time it sees fit.

Removal and Resignation of Directors

73. Removal of Directors

- 73.1 Subject to the Act, the Company may by resolution remove a Director from office.

74. Resignation of Director

- 74.1 A Director may resign as a Director by giving a written notice of resignation to the Company at its registered office, and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).

75. Vacation of Office of Director

- 75.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Act, the office of a Director becomes vacant if the Director:
- (1) dies;
 - (2) being a General Director, is no longer a Voting Member for any reason;
 - (3) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (4) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (5) is absent from two (2) consecutive Board meetings without special leave of absence from the Board;
 - (6) ceases to be qualified as a Director under **clause 54**;
 - (7) becomes prohibited from being a Director under or by reason of any order made under the Act;
 - (8) is removed by resolution in accordance with **clause 73**; or
 - (9) resigns from office in accordance with **clause 74**.

Directors Interests

76. Prohibition on Being Present or Voting

- 76.1 Except where permitted by the Act, a Director who has a material personal interest in a matter that is being considered at a meeting of Board:
- (1) must not vote on the matter; and

- (2) must not be present while the matter is being considered at the meeting.

77. Directors to Disclose Interests

- 77.1 The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.
- 77.2 A Director who in any way, whether directly or indirectly, has an interest in a contract or arrangement or a proposed contract or arrangement made by the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Board and the Secretary must record all declarations in the minutes of the relevant meeting.
- 77.3 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director, must declare at a meeting of the Board or by written notice to the Secretary the fact and the nature, character and extent of the conflict.
- 77.4 For the purposes of **clauses 77.2** and **77.3** a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
- (1) a guarantee to be given by the Director (or by persons including the Director or by a body corporate of which the Director is a member or officer) in respect of a loan to the Company; or
 - (2) the position of the Director as a Director of a related body corporate.
- 77.5 If a Director has an interest pursuant to **clause 77** (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Board, and the Director discloses the nature and extent of the interest or duty at a meeting of the Board or by written notice to the Secretary of the Company:
- (1) the contract or arrangement may be entered into; and
 - (2) if the disclosure is made before the contract or arrangement is entered into:
 - (a) the Director may retain benefits under the contract or arrangement even though the Director has an interest in the contract or arrangement;
 - (b) the Company cannot avoid the contract or arrangement merely because of the existence of the interest; and
 - (c) the Director is not disqualified from the office of Director.

78. Other Interests

- 78.1 Without limiting **clause 77** a Director may to the extent permitted by the Act be interested in any operation, undertaking or business undertaken or assisted by the Company or in which the Company is or may be interested.

Remuneration of Directors

79. Director Remuneration

- 79.1 No payment shall be made to any Director other than the payments set out in **clauses 79.2** and **80**.
- 79.2 The Company in general meeting may approve the payment of:
- (1) an honorarium to Directors; or
 - (2) fees for professional services to a Director for the provision of professional services by that Director.

80. Directors' Expenses

80.1 The Company may approve reimbursement of Directors' travelling and other expenses that they properly incur:

- (1) in attending Board meetings or any meetings of Committees of Board;
- (2) in attending any general meetings of the Company; and
- (3) in connection with the Company's business.

81. Financial Benefit

81.1 To the extent, if any, required by the Act, a Director must ensure that the requirements of the Act are complied with in relation to any financial benefit given by the Company to the Director. Directors are not permitted to request a Directors Loan.

Indemnity and Insurance

82. Indemnity

82.1 To the extent permitted by the Act, the Company indemnifies:

- (1) every person who is or has been an Officer of the Company; and
- (2) where the Board considers it appropriate to do so, any person who is or has been an Officer of a related body corporate of the Company;

against any liability incurred by that person in his or her capacity as an Officer of the Company or of the related body corporate (as the case may be);

- (3) to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
- (4) for costs and expenses:
 - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
 - (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Act.

83. Insurance

83.1 The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an Officer of the Company or a related body corporate of the Company against:

- (1) any liability other than a liability incurred by the person as an Officer of the Company or a related body corporate arising out of conduct involving:
 - (a) a wilful breach of duty in relation to the Company; or
 - (b) without limiting **clause 83.1(1)(a)**, a contravention of sections 182 or 183 of the Act; and
- (2) any costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome.

84. Director Voting on Contract of Insurance

84.1 Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

Inspection of Records

85. Rights of Inspection

- 85.1 A Member, other than a Director, does not have the right to inspect any document of the Company, other than the minute books for the meetings of its Members, except as provided by law or authorised by the Board or by the Company in general meeting.

Board Meetings

86. Circulating Resolutions

- 86.1 The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution, except a Director absent from Australia who has not left an email address at which he or she may be given notice, sign a document containing a statement that he or she is in favour or not in favour of the resolution set out in the document.
- 86.2 Separate copies of a document may be used for signing by the Board if the wording of the resolution and statement is identical in each copy.
- 86.3 The resolution is passed when the last Director signs.
- 86.4 An email addressed to or received by the Company and purporting to be signed or sent by a Director for the purpose of this **clause 86** must be treated as a document in writing signed by that Director.

87. Meetings of Board

- 87.1 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it sees fit, provided that it meets together not less than four (4) times each calendar year.
- 87.2 The minutes of any meeting of the Board must state the method of meeting and the persons present.

88. Calling Board Meetings

- 88.1 Two or more Directors or the President may at any time, and the Secretary must on the requisition of the two or more Directors or the President, call a meeting of the Board.

89. Notice of Meeting

- 89.1 At least seventy two (72) hours notice of every Board meeting must be given to each Director except that it is not necessary to give notice of a meeting of the Board to any Director who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left an email address at which he or she may be given notice.
- 89.2 Any notice of a meeting of Board may be given in writing or orally, and whether by telephone, electronic mail or any other means of communication.
- 89.3 All resolutions of the Directors passed at a meeting of the Board where a quorum is present, but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution shall, provided each Director to whom notice was given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

90. Technology Meeting of Board

- 90.1 A Board meeting may be held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw the consent to use a particular technology within a reasonable period before the meeting.
- 90.2 If a Board meeting is held using any technology and all the Directors take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 90.3 The following provisions apply to a technology meeting:
- (1) each of the Directors taking part in the meeting must be able to hear and be heard by each

of the other Directors taking part in the meeting; and

- (2) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.

- 90.4 If the Secretary is not present at a meeting held using technology, the Board must ensure that proper minutes are taken.
- 90.5 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the chair of the meeting.
- 90.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the chair to leave the meeting.

91. Chairing Board Meetings

- 91.1 The President is the chair of all meetings of the Board.
- 91.2 The Vice-president is the chair of the meeting of the Board, if:
- (1) no President has been elected; or
 - (2) the President is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act;

The Directors present must elect a Director present to chair the meeting if:

- (3) the Vice President has not been elected; or
- (4) the Vice President is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act;

92. Quorum

- 92.1 The quorum for a Board meeting is five (5) Directors or such greater number determined by the Board. The quorum must be present at all times during the meeting.
- 92.2 A Director who is disqualified from voting on a matter pursuant to **clause 76** shall be counted in the quorum despite that disqualification.

93. Passing of Board Resolutions

- 93.1 A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting to vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination.
- 93.2 Each Director shall have one (1) vote.
- 93.3 In case of an equality of votes at a meeting of the Board, the chair has a casting vote if necessary, in addition to any vote he or she has as a Director. The chair has a discretion both as to whether or not to use the casting vote, and as to the way in which it is used.

Minutes

94. Minutes to be Kept

- 94.1 The Board must keep minute books in which it records within one (1) month:
- (1) proceedings and resolutions of meetings of the Members;
 - (2) proceedings and resolutions of Board meetings (including meetings of a Committee of the Board);
 - (3) resolutions passed by Board without a meeting; and

- (4) such matters as are required by the Act to be recorded in the record books of the Company including, without limitation, all declarations made or notices given by any Director pursuant to **clause 77**.
- 94.2 The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one (1) of the following:
 - (1) the chair of the meeting; or
 - (2) the chair of the next meeting.
- 94.3 The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- 94.4 Without limiting **clause 94.1**, the Board must record in the minute books:
 - (1) all appointments of Officers and executive employees;
 - (2) the names of the Directors present at all meetings of Board and the Company; and
 - (3) the method by which a meeting of the Board was held.

Accounts, Audit and Records

95. Accounts

- 95.1 The Board must cause proper accounting and other records to be kept in accordance with the Act.
- 95.2 The Board must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by law to be attached to them) as required by the Act.

96. Audit

- 96.1 Where required by the Act, a properly qualified auditor must be appointed by the Board.

Execution of Documents

97. Execution of Company Documents

- 97.1 The Company may execute a document (including a deed) without using a common seal if the document is signed by two (2) Directors or a Director and Secretary in accordance with s127 of the Act.
- 97.2 The Board may approve and adopt a common seal for the Company and, if so, the Board must provide for the safe custody of the seal and regulate the using of the seal which must only be used by the authority of the Board and every document to which the seal is affixed must also be signed in accordance with Clause 97.1.
- 97.3 Without limiting the above, the Board may regulate the manner of execution of any document by the Company.

Notices

98. Service of Notices

- 98.1 A notice may be given by the Company to any Member by:
 - (1) serving it on the Member personally;
 - (2) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (3) sending it to the email address supplied by the Member to the Company for the giving of

notices.

- 98.2 Any Member who has not left at or sent to the Office his or her place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- 98.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the second day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- 98.4 Where a notice is sent by e-mail, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the Business Day after it is sent.
- 98.5 Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

Winding-Up

99. Winding Up

- 99.1 If upon the winding up or dissolution of the Company any surplus remains, after satisfaction of all its debts and liabilities, that surplus must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions determined by the Members at or before the time of dissolution which complies with **clause 99**.
- 99.2 If the Members do not make the necessary determination under **clause 99.1**, the Company may apply to the Federal Court of Australia, Adelaide Registry to determine the institution or institutions.
- 99.3 No institution is eligible to receive property under this **clause 99** unless:
- (1) it has objects similar to the objects of the Company; and
 - (2) its constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under **clauses 7 and 8** and this **clause 99**.

Annexure A Form of Appointment of Proxy

DEVELOPMENTAL EDUCATORS AUSTRALIA INC

ABN 36 141 462 447

ANNUAL GENERAL
MEETING PROXY FORM

I, _____,

[insert full name]

being a member of Developmental Educators Australia Inc, hereby appoint:

[insert name of current member]

or failing him/her/them

the Chairperson

to vote on my behalf at the Annual General Meeting of Developmental Educators Australia Inc to be held on ____
[insert date] and at any adjournment thereof.

[Signature of member]

[Date]

This is to be used: FOR or AGAINST the stated resolutions:

By-Law No: 2024 – 01

The Board of Directors of the Association

Purpose

This By-Law is pursuant to Rules 52-57 of the Constitution.

This By-Law outlines the governance structure of Developmental Educators Australia and describes the requirements and responsibilities of Directors and Office Bearers of the Association.

- The business and affairs of Developmental Educators Australia Inc shall be managed and/or directed by a Board of Directors.
- Election of Directors of the Association is determined under Rules 52-54 of the Constitution. Election of General Directors of the Association is determined under Rule 55 of the Constitution and By-Law 2024-02. Powers and duties of Directors are determined under Rules 60 and 68 of the Constitution. Proceedings of the Board are determined under Rules 86 - 94 of the Constitution.
- The Board of Directors of Developmental Educators Australia will uphold all the responsibilities inherent in the Constitution of the Association.
- The Board is responsible for the determination of broad corporate strategies, the establishment of policies and meeting the formal and legal obligations of the Association.
- The Board shall consist of not less than seven (7) and not more than twelve (12) Directors.
- The Board comprises:
 - up to nine (9) Directors elected by the Members. These Directors must be Voting Members and are referred to as General Directors; and
 - up to three (3) Directors appointed by the Board by resolution. These Directors cannot be Voting Members, one (1) must have own direct lived experience of disability, and are referred to as External Directors.
- The Office Bearers comprise:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - General Manager (ex officio)
- Each General Director of the Association is to meet the selection criteria for Directors, required for nominations being considered, as described in Appendix 1.
- The role of each Office Bearer and General Director shall have a written position description, as described in Appendices 2-6.

- Appendix 1: Key Selection Criteria for Nomination for Position of Director on the Developmental Educators Australia Board
- Appendix 2: Position Description President
- Appendix 3: Position Description Vice President
- Appendix 4: Position Description Secretary
- Appendix 5: Position Description Treasurer
- Appendix 6: Position Description Director
- Appendix 7: Position Description Past President

APPENDIX 1:

Key Selection Criteria for Nomination for Position of General Director on the Developmental Educators Australia Inc Board

Mandatory criteria:

- Current voting member of Developmental Educators Australia Inc.
- Demonstrated understanding of and commitment to Developmental Educators Australia Inc's vision and strategic objectives.
- Understanding of the current context in which Developmental Educators Australia Inc operates.
- Demonstrated understanding of and adherence to Developmental Educators Australia Inc's Code of Ethics, holding the status of being a member in good standing.
- Recent demonstrated engagement with the disability and developmental educator profession.
- Leadership experience, with a minimum three years' experience in disability and developmental educator practice.
- Demonstrated ability to think strategically and provide strategic direction.
- Strong organisational and time-management skills.
- Highly developed verbal and written communication skills.
- Demonstrated capacity for investigative, reflective and analytical thinking and problem solving and to understand and analyse complex issues.
- Capacity to work effectively both autonomously and as a member of a team.
- Evidence of being able to apply basic business strategy/thinking and sound and responsible financial management.

Desirable Criteria:

- Previous voluntary involvement at a state and/or national level, including Developmental Educators Australia Inc working parties, project teams and committees.
- The ability to effectively consult and work with people at a variety of levels.
- Well established networks within and external to disability and developmental education, nationally and internationally.
- Ability to effectively lead small teams to achieve stated goals.

APPENDIX 2:

Position Description President

Broad role:

Representation of the Association at a National and International Level.

Responsibilities:

- Is a contributing member of the Board and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of the Board.
- Leads the Association and is the key spokesperson for the Association to the public, government and to the profession.
- The President shall be fully briefed on all relevant issues concerning the Association.
- Convenes and chairs Board meetings, the Board Executive Subcommittee and the Board Governance Subcommittee.
- As Chairperson of the Board of Directors, ensures that the Association operates within the scope of the Constitution, established policies and procedures and within the agreed budget.
- Leads the Board in identification and establishment of strategic plans, strategic priorities and plans, and ensures that the Association successfully achieves the plan within given timelines.
- Leads the Board in the evaluation of the Association's activities and identification and amelioration of significant risks.
- Works with Board to ensure that the Board and organisational structure support the achievement of strategic objectives.
- Mentors the Vice President.
- Allocates areas of responsibility to Directors.
- Ensures that the Board and General Manager develop policies and procedures that will effectively support the discharge of roles and responsibilities of the Board and Association employees.
- Develops and/or maintains relationships with office bearers of relevant national and international disability and allied health professional associations.

- Communicates and liaises regularly with Academic Leads of approved courses for professional preparation for developmental educators.
- Authorises high level submissions, media releases, key correspondence and statements.
- Is responsible for authorising necessary action in consultation with the Board Executive Subcommittee and relevant Director/s
- At meetings of the Board, holds a casting vote on an issue if consensus cannot be reached. (Constitution Rule 93.3).
- Oversees all executive functions of the Association and monitors the performance of the General Manager against agreed performance indicators.
- Chairs the Annual General Meeting and any General Meetings of members.
- The President may delegate their responsibilities as appropriate.

APPENDIX 3:

Position Description Vice President

Broad role:

Provide effective communication to and between members of the Board of the Association and the membership.

Responsibilities:

- Is a contributing member of the Board (with at least one (1) year experience on the Board) and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of the Board.
- Is a member of the Board Executive Subcommittee.
- Deputises for the President as mutually agreed.
- Chairs meetings of the Board in the absence of the President.
- Provides leadership in the development, monitoring and evaluation of the Association's strategic plan, strategic activities and action plans.
- Ensures that the Board and the Association operate in line with the Vision and Mission.
- Identifies areas of significant risk to the Association and works with the Board to ameliorate these risks.
- Provides coaching and mentorship for Directors
- Works with the President to facilitate the efficient functioning of Board meetings.
- Assists the President and General Manager in the direction of issues to the relevant Director.
- Ensures effective communication within the Association.
- Is responsible for the coordination of procedures which address alleged breaches of the Code of Ethics.
- Supports and nurtures volunteer resources through promoting the Association and its activities to membership.
- Maintains an awareness of local, state and National issues which may impact on the profession and how these may link with the Strategic Plan.

APPENDIX 4:

Position Description Secretary

Broad Role:

Oversees the operations of the Board of Directors.

Responsibilities:

- Is a contributing member of the Board of Directors (with at least one (1) year experience on the Board) and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of the Board.
- Is a member of the Board Executive Subcommittee.
- Deputises for the President as mutually agreed.
- Provides coaching and mentorship for Directors
- Works with the President to facilitate the efficient functioning of Board meetings.
- Provides leadership in the development, monitoring and evaluation of the Association's strategic plan, strategic activities and action plans.
- Ensures that the Board and Association operate in line with the Vision and Mission.
- Identifies areas of significant risk to the Association and works with the Board to ameliorate these risks.
- Oversees the board processes, including:
 - managing board and committee papers and circulation of agendas, minutes, discussion papers, proposals for the board and its committees,
 - ensuring members' and directors' meetings are properly called and held,
 - ensuring the necessary registers are established and properly maintained, ensuring reports and prepared in accordance with the requirements of the Act,
 - ensuring records of members' and directors' meetings are kept in compliance with the Act and the Company's constitution,
 - ensuring the Company complies with its statutory obligations, ensuring requirements of ASIC and other regulators are met, including continuous disclosure,
 - providing or procuring advice for directors regarding application of the Act, Company constitution and other legal and regulatory requirements,
 - development, implementation, communication and maintenance of compliance policies, processes and procedures.

Advises President and the Board of Directors on governance matters:

- In consultation with the General Manager, monitors corporate responsibility matters
- Engages in Policy formulation and ensures the Policy and Procedure Manual is updated as required.
- Maintains an awareness of local and national issues which may impact on the profession and how these may link with the Strategic Plan.

APPENDIX 5:

Position Description Treasurer

Broad Role:

Oversees the financial operations of the Association.

Responsibilities:

- Is a contributing member of the Board of Directors (with at least one (1) year experience on the Board) and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of the Board.
- Is a member of the Board Executive Subcommittee.
- Deputises for the President as mutually agreed.
- Provides coaching and mentorship for Directors
- Works with the President to facilitate the efficient functioning of Board meetings.
- Provides leadership in the development, monitoring and evaluation of the Association's strategic plan, strategic activities and action plans.
- Ensures that the Board and Association operate in line with the Vision and Mission.
- Identifies areas of significant risk to the Association and works with the Board to ameliorate these risks.
- Oversees the financial management of the Company, including:
 - reconciling bank accounts and producing financial statements to present to the Board,
 - investment policies and procedures,
 - preparation and conduct of the annual audit, and
 - lodging of the Annual return.
- Advises President and the Board of Directors on financial matters.
- In consultation with the General Manager, monitors financial activities in relation to current financial operations and the budget.
- Investigates/pursues sponsorship opportunities in liaison with the General Manager.
- Advises on and monitors procedures in relation to the Budget process.
- Ensures the Policy and Procedure Manual is updated as required.
- Maintains an awareness of local and national issues which may impact on the profession and how these may link with the Strategic Plan.

APPENDIX 6:

Position Description Director

In addition to Directors appointed to the four Office Bearer positions, the Board can have between three (3) and eight (8) Directors, in accordance with the Constitution (Rule: 53).

Broad Role:

Execute broad governance and strategic responsibilities, in the interests of the Association and all members.

Responsibilities:

- Is a contributing member of the Board and is listed with the Australian Securities and Investments Commission as a Director of the Company.
- Attends all meetings of the Board.
- As part of the governing team, is responsible for determination of broad corporate strategies, and ensuring that Association activities align with formal, legal and financial obligations.
- Complies with the Code of Conduct at all times, exercising due diligence in decision making and acting in the best interests of the Association.
- Participates in and contributes to discussions and decision making in all areas of Board responsibility.
- Shares responsibility for the monitoring of the Association's financial status. All Directors carry the fiduciary responsibility as a Company Director.
- Identifies priorities, advises, responds to the National Strategic Plan.
- Will consult with and advise the Board Executive Subcommittee.
- Maintains an awareness of local and national issues which may impact on the profession and how these may link with the Strategic Plan.

APPENDIX 7:

Position Description Immediate Past President

Broad Role:

To provide support, mentoring and historical context on pertinent issues to the incoming National President

Responsibilities:

- The President shall liaise regularly with the Immediate Past President, whose role is to support the incoming President. Regular teleconferences are recommended to ensure transfer of knowledge and information as relevant to the role of National President. This should occur over the first year of Office.
- The immediate Past President may attend initial key meetings with the incoming President, as negotiated.
- The immediate Past President may have continued carriage of some projects or tasks, as agreed to by the incumbent and the incoming President, and as approved by the Board.
- The Immediate Past President is invited to Chair the Director Nomination Review Committee (a committee of the Governance Subcommittee of the Board).
- Further liaison may be undertaken with the immediate Past President after the initial year has passed, as required.
- The immediate Past President may act as an advisor to the Board.
- The immediate Past President may undertake duties as delegated by the Board.

By-Law No: 2024-02

Nomination and Election of General Directors

Purpose

In accordance with Rule 53 of the Constitution, the Board shall consist of not less than seven (7) and not more than twelve (12) Directors.

General Directors must be nominated on the prescribed form by two Voting Members of the Association.

Nomination Process

- All nominees are required to submit the following:
 - Director Nomination form (proposed and seconded by voting members, not including the nominee)
 - A statement outlining their achievements against selection criteria outlined in the Director Nomination Package, interest areas, areas of expertise, anticipated contribution to the Board and the Association and their vision for Developmental Educators Australia Incorporated.
 - A declaration of any potential conflicts of interest with matters pertaining to Association business.
 - A current copy of the nominee's Curriculum Vitae.
 - Two referees.
- Nominations will be required to be received by the advertised date, that being 31st January in the nominated year.
- All nominations will be evaluated by the Director Nomination Review Committee, for evidence of meeting key competencies, with recommendations made to the Governance Subcommittee of the Board, constituted from the existing Board of Directors, before acceptance of the nomination. Where a nominee does not satisfactorily demonstrate the key competencies further supporting information may be sought.
- Those not deemed to meet the requirements for nomination will be notified. An Appeals Process will be available to such individuals, as per By-Law 2024-03.
- All nominations that meet the key selection criteria, and are duly accepted, will be submitted for election to the Board.
- Where there are more accepted nominations than available vacancies, a member election will be held.

Elections

- Where required, an election will be held by electronic ballot.
- If a ballot takes place the candidates receiving the greatest number of votes cast in their favour shall be elected to the vacant positions.
- All ballots in relation to the election of Directors shall be under the control of the Company Secretary (or the Secretary's delegated representative) who shall determine the method of voting and counting of votes.
- Details of the ballot must be sent to all Voting Members of the Association, allowing reasonable time for members to vote. The non-receipt of information by a member or non-receipt by the company of a ballot on which a member has cast a vote shall not invalidate the election.
- Ballots returned after voting has closed will not be taken into account.
- Ballots will be declared valid wherever the Company Secretary (or the Secretary's delegated representative) is able to determine the clear intent of the voter.
- The results of the ballot shall be declared after the determination of the results and announced to the Board of Directors and Nominees within seven (7) days, with the results announced to the membership at the following Annual General Meeting.

Appendix 1: Call for nominations to Board (example)

Appendix 2: Nomination form

Call for nominations to the Board of Directors

An exciting opportunity now exists for eligible members of Developmental Educators Australia Inc to nominate for a position as a Director of the Board.

Developmental Educators Australia Inc believes in best practice governance and recognises the need for an effective, highly functioning Board to govern and lead the Association.

At the 2024 Annual General Meeting, a new constitution was introduced which included changes to the governance structure of the Association with the move to a skills-based Board. This is a move away from a previous representational Board. This new structure will mean that applicants with the required relevant skills and experience will gain the position of Board Director and represent the interests of all members.

The Board is comprised of a minimum of 7 and a maximum of 12 Directors. Up to 9 Directors will be General Directors drawn from the membership. The nominees will apply for a position on the Board against a set of key selection criteria designed to reflect the skills required to operate effectively at a Board level (see Nomination Form and Appendix 1). Those nominations that are accepted as meeting the selection criteria are submitted to the members for election.

The Board of Directors of the Association is responsible for its legal and financial affairs and oversees the development and implementation of policy and strategic directions. The Board meets at least six times a year and it is expected, apart from emergencies, that Directors will attend all meetings. All new Directors are provided with a comprehensive orientation program and administrative support is provided.

Nominations are now called from interested members, who are entitled as voting members, for the four (4) vacant positions of Director, each for a period of two years.

There is no limit to the number of nominations for each position. If more nominations are received than the available positions, an election will be conducted.

Nominations must be made on the official Nomination Form (obtainable from Developmental Educators Australia Inc) and must be signed by the nominee, proposer and seconder. Each nomination must be accompanied by the following:

- A statement describing the nominee's achievements against each of the key selection criteria, outlined in the Director Nomination Package, the nominee's interest areas, areas of expertise, anticipated contribution to the Board and the Association and your vision for Developmental Educators Australia Inc.
- A declaration of any potential conflicts of interest with matters pertaining to Association business.
- A current copy of the nominee's Curriculum Vitae.
- Two referees.

(Student Members and Associate Members are not eligible to nominate or vote in the elections).

Nominations must arrive at Developmental Educators Australia Inc National Office, PO Box 386, Christies Beach SA 5165 by no later than 5 pm, 31 January, **YEAR**. Nominations after this date cannot be accepted. The election if required will be held via electronic vote in February/March.

Nomination form for Election to the Board of Directors

Nomination for:	
Name of nominee	
Resident in State/Territory of	
To the best of my knowledge, they are a voting member of the DEAI	Yes / No

Proposed by:	
Name of nominator	
I am an entitled voting member of the DEAI for the election of Director	Yes / No
Signature of nominator	
Date	

Seconded by:	
Name of nominator	
I am an entitled voting member of the DEAI for the election of Director	Yes / No
Signature of nominator	
Date	

I accept this nomination for Director in the election of the Board of Directors for DEAI	
Name of nominee	
I am an entitled voting member of the DEAI	Yes / No
Signature of nominee	
Date	

Required Attachments: Response against the Key Selection Criteria & Statement (See Appendix 3)

Forms must be received by Developmental Educators Australia Inc no later than 5 pm on 31 January.

Key Selection Criteria for Nomination for Position of General Director on the Developmental Educators Australia Inc Board

Mandatory criteria:

- Current voting member of Developmental Educators Australia Inc.
- Demonstrated understanding of and commitment to Developmental Educators Australia Inc vision and strategic objectives.
- Understanding of the current context in which Developmental Educators Australia Inc operates.
- Demonstrated understanding of and adherence to Developmental Educators Australia Inc Code of Ethics, holding the status of being a member in good standing.
- Recent demonstrated engagement with the disability and developmental education profession.
- Leadership experience, with a minimum three years' experience in disability and developmental educator practice.
- Demonstrated ability to think strategically and provide strategic direction.
- Strong organisational and time-management skills.
- Highly developed verbal and written communication skills.
- Demonstrated capacity for investigative, reflective and analytical thinking and problem solving and to understand and analyse complex issues.
- Capacity to work effectively both autonomously and as a member of a team.
- Evidence of being able to apply basic business strategy/thinking and sound and responsible financial management.

Desirable Criteria:

- Previous voluntary involvement at a State and/or National level, including Developmental Educators Australia Inc working parties, project teams and committees.
- The ability to effectively consult and work with people at a variety of levels.
- Well established networks within and external to disability and developmental education, nationally and internationally.
- Ability to effectively lead small teams to achieve stated goals.

Adopted: [Date]
Last reviewed: [Date]

By-Law No: 2024-03

Appeals Process for Director Nominations Not Accepted

Purpose

This By-Law is pursuant to Rule 54.2 of the Constitution.

This By-Law provides for an appeal process to be available to those who are deemed not to have met the selection criteria for nomination as a General Director.

Nominations for General Directors on the Board of Developmental Educators Australia Inc must be considered against the general director qualifications as stated in the Constitution (Rule 54) and the selection criteria outlined in By-Law 2024-01.

Nominations will be considered by the Governance Subcommittee of the Board.

The Board will determine in its absolute discretion whether a person satisfies the criteria contained in Rule 54.1 and By-Law 2024-01.

Those nominees determined not to have met the selection criteria, will be afforded natural justice in appealing the decision.

An appeals process will involve the hearing of the appeal by an appeals body of Developmental Educators Australia, comprising of three (3) Directors, not part of the Governance Subcommittee, and the Operations Officer.

The decision of the Appeals body will be absolute.

By-Law: 2024-04

Election of Office Bearers

Purpose

The Board appoints the Office Bearers of the Association in accordance with the Constitution (Rule 57)

The office bearers of the Company are:

- the President;
- the Vice President;
- the Secretary; and
- the Treasurer

Constitution

Clause 57.2

At the first Board Meeting following the Annual General Meeting, the Board shall call for nominations from the General Directors of the Board for one (1) of their number for the position of President, one (1) for the position of Vice President, one (1) for the position of Secretary, and one (1) for the position of Treasurer.

Nominations

Immediately following the Annual General Meeting, the Board shall call for nominations from the General Directors of the Board for one (1) of their number for the position of President, one (1) for the position of Vice President, one (1) for the position of Secretary, and one (1) for the position of Treasurer.

Nominations to these office bearer positions close four (4) business days from the close of the Annual General Meeting.

Nominations for the position of President, Vice President, Secretary and Treasurer including:

- nomination form (proposed and seconded by current Directors, not including the nominee),
- a statement describing the nominee's skills and experience against each of the key selection criteria, outlined in the Appendices of By-Law 2024-04, and statement outlining the nominee's interest areas, areas of expertise, anticipated contribution and vision for Developmental Educators Australia Inc,
- a declaration of any potential conflicts of interest with matters pertaining to Association business

Nominations need to be received by the General Manager within four (4) days of the close of the Annual General Meeting. See election nomination forms (Appendix 3 and 4). These must be marked PRIVATE AND CONFIDENTIAL.

Where there is more than one nomination for a given position, an election by the Board will be held, via electronic means. Appointment to the position of President will be made by majority vote, with a preferential voting system used to appoint one (1) Vice President, one (1) Secretary, and one (1) Treasurer. All Directors will be invited to vote for their preferred candidates. Individual votes will remain confidential.

To ensure Directors can make an informed decision, all voting Directors will be provided with office bearer nominations, in full. Directors nominated for election to President, Vice President, Secretary or Treasurer are not excluded from voting. Voting will remain open for a period of four (4) business days.

In the event of no nominations being received by the due date or elected by the Board, the Board Executive Subcommittee, on behalf of Board, will invite a Director to stand for election.

In order to ensure seamless governance of the Association, during the nomination and voting period, a caretaker governance structure will be implemented, utilising Board Executive positions in place prior to the Annual General Meeting, providing these Directors remain on the Board.

There is no limit to the number of terms a President, Vice-President, Secretary or Treasurer can hold office.

In the event that an office bearer retires or is removed from the position prior to the end of term, an appointment from amongst the Board will be made and will hold office until the next Annual General Meeting of the Company.

Office bearers shall not hold office beyond their retirement or removal from the Board as a Director.

President

Nominations from members of the Board will be called for the position of President.

To be considered for election, nominations must be received by the General Manager within four (4) business days of the close of the Annual General Meeting and consist of the following:

- Nomination form for President election (proposed and seconded by current Directors, not including the nominee),
- A statement describing the nominee's skills and experience against each of the key selection criteria, outlined in By-Law 2024-04, Election of Officer Bearers, Appendix 1, and statement outlining the nominee's interest areas, areas of expertise, anticipated contribution and vision for Developmental Educators Australia Inc,
- A declaration of any potential conflicts of interest with matters pertaining to Association business.

All nominations will be considered against the selection criteria outlined in Appendix 1.

In the event that a nomination from the General Directors cannot be made for the position of President, a nomination of a Voting Member can be made by a Director, provided that the maximum number of Directors would not then be exceeded if this nomination is accepted by the Board.

If in the event above, where a Voting Member is appointed by the Board to the position of President, that Voting Member will also be appointed as a General Director.

The President takes office immediately following election and holds office for a period of up to two (2) years, after which time they are eligible for re-nomination for a further period of two (2) years if elected or re-elected as a General Director.

Vice Presidents

Nominations from members of the Board will be called for the Vice President position.

To be considered for election, nominations must be received by the General Manager within four (4) business days of the close of the Annual General Meeting and consist of the following:

- Nomination form for Vice President election (proposed and seconded by current Directors, not including the nominee),
- A statement describing the nominee's skills and experience against each of the key selection criteria, outlined in By-Law 2024-04, Election of Officer Bearers, Appendix 2, and statement outlining the nominee's interest areas, areas of expertise, anticipated contribution and vision for Developmental Educators Australia Inc,
- A declaration of any potential conflicts of interest with matters pertaining to Association business.

All nominations will be considered against the selection criteria outlined in Appendix 2.

The elected Vice President takes office immediately following election and hold(s) office for a one (1) year period.

Appendix 1: Selection Criteria for President

Appendix 2: Selection Criteria for Vice President

Appendix 3: Nomination form for President election

Appendix 4: Nomination form for Vice President election

Developmental Educators Australia Inc President

Key Selection Criteria

1. **Mandatory criteria:**

- Current voting member of Developmental Educators Australia Inc, with a sound understanding of the current context in which Developmental Educators Australia Inc operates
- Demonstrated understanding of and commitment to Developmental Educators Australia Inc vision and strategic objectives.
- Demonstrated understanding of and adherence to Developmental Educators Australia Inc Code of Ethics, holding the status of being a member in good standing.
- Minimum of 7 years' experience in disability and developmental education practice.
- High level management and leadership experience including effective leadership of teams and strategic projects.
- Demonstrated capacity to apply high level analytical, investigative and problem- solving skills to complex issues.
- Demonstrated ability to effectively consult, influence, collaborate and negotiate with people and organisations at all levels including those in positions of prominence.
- Highly developed verbal and written communication skills including the capability for public speaking.
- Superior organisational and time-management skills.
- Experience in business strategy, budgeting and financial management.

2. **Desirable Criteria:**

- Previous voluntary involvement with Developmental Educators Australia Inc.
- Experience in successfully leading and implementing change.
- Broad, well established networks within and external to disability and developmental education.

Developmental Educators Australia Inc

Vice President

Key Selection Criteria

1. Mandatory criteria:

- Current voting member of Developmental Educators Australia Inc, with a sound understanding of the current context in which Developmental Educators Australia Inc operates
- Demonstrated understanding of and commitment to Developmental Educators Australia Inc vision and strategic objectives.
- Demonstrated understanding of and adherence to Developmental Educators Australia Code of Ethics, holding the status of being a member in good standing.
- Minimum of 5 years' experience in disability and developmental education practice.
- Minimum of 1 year term of office on Developmental Educators Australia Inc Board of Directors.
- High level management and leadership experience including effective leadership of small teams and strategic projects.
- Demonstrated capacity to apply strategic thinking and problem-solving skills to complex issues.
- Well developed verbal and written communication
- Ability to negotiate with parties and assist in resolving issues.
- Strong organisational and time-management skills.
- Experience in business strategy, budgeting and financial management.

2. Desirable Criteria:

- Demonstrated ability to provide mentoring and coaching to professional colleagues.
- Established networks within the disability and developmental education profession.

Nomination form for President

Nomination for:	
Name of nominee	
They are a duly-elected member of the Board, or, to the best of my knowledge, entitled to vote as a Member of Developmental Educators Australia Inc	Yes / No

Proposed by:	
Name of nominator	
Signature of nominator	
Date	

Seconded by:	
Name of nominator	
Signature of nominator	
Date	

I accept this nomination for President of the Board of Directors for DEAI	
Name of nominee	
Signature of nominee	
Date	

Nomination form for Vice President

Nomination for:	
Name of nominee	
They are a duly-elected member of the Board, or, to the best of my knowledge, entitled to vote as a Member of Developmental Educators Australia Inc	Yes / No

Proposed by:	
Name of nominator	
Signature of nominator	
Date	

Seconded by:	
Name of nominator	
Signature of nominator	
Date	

I accept this nomination for Vice President of the Board of Directors for DEAI	
Name of nominee	
Signature of nominee	
Date	

By-Law No: 2024-05

Appointment of External Directors

Purpose

This By-Law is pursuant to Rule 53.3 and 54.4 of the Constitution,

This By-Law outlines the process for appointment of External Directors to the Board.

Up to three (3) External Directors can be appointed to the Board, providing that this does not then exceed the maximum number of twelve (12) Directors.

External Directors are not Voting Members of the Association and need not developmental educator.

External Directors can be appointed to the Board for their experience and skills to assist in the governance and strategic thinking of the Association.

From time to time, the Board may develop a skills-matrix to determine what skills the Association would optimally benefit from.

Selection criteria for External Directors are determined by the Board and may include those described in Appendix 1.

The Governance Subcommittee of the Board will be responsible for considering and recommending External Director nominees.

Appointment of External Directors may occur following the Annual General Meeting and must be approved by the Board by majority resolution.

Developmental Educators Australia Inc External Directors

Selection Criteria

1. Mandatory

- An understanding of Developmental Educators Australia Inc's vision and strategic objectives.
- Demonstrated capacity to contribute to Developmental Educators Australia Inc's objectives at a governance and strategic level.
- Knowledge and expertise in key areas which will add value and competence to the Developmental Educators Australia Inc's Board, e.g. financial, legal, marketing, government relations, lived experience.
- Strong organisational and time-management skills.
- Highly developed verbal and written communication skills.
- Demonstrated capacity to understand and analyse complex issues.
- Capacity to work effectively both autonomously and as a member of a team.
- Demonstrated capacity for investigative, reflective and analytical thinking and problem solving.
- Evidence of being able to apply basic business strategy/thinking and sound responsible financial management.

2. Desirable

- Previous voluntary involvement on Not-for-Profit boards.
- Ability to effectively consult and work with people at a variety of levels.
- Well established networks within professional area or aligned industry.
- Understanding of the current context in which Developmental Educators Australia Inc operates.

By-Law No: 2024-06

Classes of Membership

Purpose

This By-Law is pursuant to Clauses 11.2 and 12.1 of the Constitution.

Developmental Educators Australia shall encourage developmental educators to be Members of the Association. The Constitution, By-Laws and Policies of the Association shall be applied to matters relating to the Membership of the Association.

Pursuant to clause 11.2 of the Constitution, the Board may determine other classes or sub-classes of Membership from time to time.

The classes of Membership are:

- Life Member
- Practising Member
- Provisional Member
- Student Member
- Associate Member

This By-Law defines each class of Membership.

Pursuant to clause 12.1 of the Constitution, the qualifications required of Members and the criteria to be met for each class of Membership are specified in separate policies.

The Constitution sets out the rights and privileges of each Membership class.

Definitions

Life Member: An individual is awarded Life Membership for services to the profession. The person may belong to any class of Membership at the time Life Membership is awarded.

This is a voting class of membership.

Practising Member: Practising Membership is conferred upon a person who has:

- submitted evidence of successfully completing a full course of education recognised by the Board; and
- has met the relevant practice and Continuing Professional Development (CPD) requirements.

This is a voting class of membership

Provisional Member: Provisional Membership is conferred upon a person who has:

- submitted evidence of successfully completing a full course of education recognised by the Board; but
- has not met the relevant practice or Continuing Professional Development (CPD) requirements.

This is a voting class of membership.

Student Member: A Student Member is a person who is attending a course of education recognised by the Board to enable him or her to qualify as a practising developmental educator.

This is a non-voting class of membership.

Associate Member: An Associate Member is a person or organisation who has an interest in developmental education, and whose aims and activities are not inconsistent with the vision and mission of Developmental Educators Australia Inc.

This is a non-voting class of membership.