



NATIONAL ETHNIC DISABILITY ALLIANCE

CONSTITUTION

Amended 17 November 2016

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PART I – PRELIMINARY

1 The Association

- 1) The name of the incorporated Association is the National Ethnic Disability Alliance Incorporated (NEDA).
- 2) NEDA is the national consumer-based peak body for people from a non-English speaking background (CaLD/NESB) with disability, their families and carers.
- 3) The founding members of NEDA were: Action on Disability within Ethnic Communities (Victoria), Ethnic Disability Advocacy Centre (Western Australia), Multicultural Advocacy & Liaison Service of South Australia (South Australia) and Multicultural Disability Advocacy Association (New South Wales).

2 Interpretation

- 1) In these rules, unless a contrary intention appears:

“Associate Member” means a non-voting member of NEDA.

“CaLD” means the status to be attributed to people in the following categories:

- i. Born in Australia, mainly speaks English at home;
- ii. Born in Australia, mostly speaks a language other than English at home;
- iii. Born overseas, primarily speaks English at home;
- iv. Born overseas, mostly speaks a language other than English at home; or
- v. Born in Main English Speaking Country, speaks a language other than English at home.

“Community member” means an individual non-voting member of NEDA.

“Consumer” means a person from CaLD/NESB with disability, or a carer or family member of a person from CaLD/NESB with disability who is a consumer or potential consumer of services.

“Council” is a committee of NEDA created to control and manage the affairs of NEDA as specified within these rules.

“Councillor” is a representative of a member on the Council and includes the Community members’ Councillor.

“Disability” means, in reference to people, as *those who have long-term physical, mental, intellectual or sensory impairments which, in interaction with various barriers, may hinder their full and effective participation in society on an equal basis with others.*

[based on a Social model of disability from The United Nations, Convention on the Rights of Persons with Disabilities, 2006]

“Financial Year” means the year ending 30th of June.

“Member” means an Organisational member, Associate member or a Community member of NEDA.

“NESB”, means a person:

- i. born overseas and whose language or cultural background is not English or Anglo Celtic / Saxon;
- ii. born in Australia and the first language or culture of at least one of the person’s parents is not English or Anglo Celtic / Saxon; or
- iii. born in Australia with a linguistic or cultural background other than English or Anglo Celtic / Saxon who wishes to be identified as such.

“Ordinary Councillor” means a Councillor who is not an office-bearer of NEDA as referred to in rule 14.

“Organisational member” means a voting member of NEDA.

“Secretary” means the person holding office under these rules as Secretary of NEDA or, where no such person holds that office, the Public Officer of NEDA.

“State” means any State within Australia.

“Territory” means the Australian Capital Territory or the Northern Territory.

“The Act” means the *Associations Incorporation Act 1991* (ACT).

“The Association” means the National Ethnic Disability Alliance Incorporated.

“The Regulations” means the Associations Incorporation Regulations.

2) In these rules:

- a) a reference to a function includes a reference to a power, authority or duty;
- b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or the authority or the performance of the duty.

3 Objects and Principles

- 1) The objects of NEDA are as follows:
 - a) to contribute to the development of an inclusive Australian society where cultural diversity and disability rights are valued as essential aspects of that society;
 - b) to represent the rights and interests of people from CaLD/NESB with disability, their families and carers throughout Australia;
 - c) to advocate at the federal level for the rights and interests of people from CaLD/NESB with disability, their families and carers, so that they can participate fully in all aspects of social, economic, political and cultural life; and
 - d) to provide policy advice to the federal government and relevant agencies to secure equitable outcomes for people from CaLD/NESB with disability, their families and carers.
 - e) to include as part of these objects of NEDA any aspect of those matters that has an international aspect as far as the rights and interests of people from CaLD/NESB with disability, their families and carers are concerned and/or as regards to any representations to be made or any policy advice to be given on behalf of NEDA.
- 2) The principles which underpin the objects of NEDA are:
 - a) people from CaLD/NESB with disability, their families and carers, are individuals who have the right to be respected for their worth and dignity as human beings;
 - b) people from CaLD/NESB with disability, their families and carers have the right to be free from all forms of discrimination; and
 - c) the interests of all people in society are best served by establishing equal rights and opportunities for people from CaLD/NESB with disability.
- 3) In carrying out its objects, the representatives of members of NEDA shall:
 - a) take into account the experience of people from CaLD/NESB with disability, their families and carers;
 - b) be accountable to people from CaLD/NESB with disability, their families and carers and to the agencies which provide NEDA's funds; and
 - c) be open and honest in their relationships with people from CaLD/NESB with disability, their families and carers, with the members of NEDA, with the agencies which provide its funding and with each other.

4 Membership

- 1) There shall be 3 categories of membership of NEDA:
 - a) Organisational membership;
 - b) Associate membership; and
 - c) Community membership.

Organisational members

- 2) NEDA shall have no more than one Organisational member from each State and Territory.
- 3) An Organisational member is qualified to be a member if it is:
 - a) a CaLD/NESB - disability advocacy organisation;
 - b) an incorporated body; and
 - c) has been approved by the Council for membership of NEDA.
- 4) In the event that a State or Territory does not have a member which is a CaLD/NESB - disability advocacy organisation, an organisation from that State or Territory may be qualified to be an Organisational member if it is:
 - a) a disability advocacy organisation; or
 - b) a CaLD/NESB advocacy organisation,and meets the other criteria in sub-rule (2).
- 5) Where the Council approves an application for Organisational membership from a CaLD/NESB-disability advocacy organisation from a State or Territory, and that State or Territory is already represented by a member ("the current member") that had qualified for membership pursuant to sub-rule (3), the current member shall cease to be an Organisational member from the date that the CaLD/NESB - disability advocacy organisation is recorded on the register as an Organisational member. The Council may, at its discretion, invite the outgoing Organisational member to become an Associate member.

Associate members

- 6) The Council may admit Associate members, being individuals or incorporated bodies, provided that Associate members:
 - a) must agree with the objects and principles of the NEDA Constitution, principles and objectives of NEDA's Strategic Plan;
 - b) shall not have the power to vote at any meetings of NEDA, nor to appoint a representative to the Council; and
 - c) may include employees of Organisational members.

Community members

- 7) The Council may admit Community members, being individuals provided that such Community members:
- a) must agree with the objects and principles of the NEDA Constitution, principles and objectives of NEDA's Strategic Plan;
 - b) shall not have the power to vote at the Annual General Meeting nor at any meetings of NEDA;
 - c) subject to rule 13 shall be entitled to elect and nominate one Council member to the NEDA council; and
 - d) must re-apply for membership every two years, and within one month of the biannual anniversary of the date on which they became a member, otherwise their membership shall automatically lapse.

Membership rules and procedures

- 8) An application for membership shall be in writing in accordance with procedures established by the Council and shall include a statement of agreement with the objects and principles of NEDA.
- 9) The Council shall determine applications for membership by means of a majority vote.
- 10) If the Council approves an application for membership, unless sub-rule (11) applies, the Secretary shall notify the applicant of the approval and enter the applicant's name in the register of members in the appropriate category as soon as practicable after that decision. On the name being entered, the applicant becomes a member of NEDA.
- 11) If a membership fee has been approved by the Council then, the Secretary shall notify the applicant of the approval and request the applicant to pay the first year's annual membership fee within 28 days or such other period determined by the Council. On payment of the first year's annual membership fee within the 28 day period, the Secretary shall enter the applicant's name in the register of members in the appropriate category and, on the name being entered, the applicant becomes a member of NEDA.
- 12) The Council may, at its discretion, admit a person as an honorary life associate member of NEDA and or an honorary life Community member of NEDA.

5 Membership Entitlement Not Transferable

A right, privilege or obligation which any member has by reason of its membership of NEDA:

- a) is not capable of being transferred or transmitted to another organisation or person; and
- b) terminates upon cessation of the member's membership.

6 Cessation of Membership

A member ceases to be a member of NEDA if the member:

- a) is wound up;
- b) resigns from membership of NEDA;
- c) is expelled from NEDA,
- d) ceases to be a member by operation of sub-rule 4 (5), or
- e) fails to renew membership of NEDA.

7 Resignation of Membership

- 1) If an Organisational member wishes to resign its membership of NEDA, it shall give at least one month's notice (or such shorter period as the Council determines) in writing to the Secretary of its intention and, upon the expiration of the notice period, it shall cease to be a member.
- 2) If an Organisational member ceases to be a member, the Secretary shall amend the register of members by recording the date on which the organisation ceased to be a member.
- 3) Once an Organisational member ceases to be a member it may not use the name of NEDA or any derivative of it except when referring to NEDA established within these rules.
- 4) If an Associate member or Community member wishes to resign, that member shall give notice of resignation in writing to the Secretary and, upon receipt of that notice by the Secretary, shall cease to be a member.

8 Membership Fees

- 1) The annual Organisational membership fee of NEDA shall be \$Nil or such other amount as is determined from time to time by resolution of the Council.
- 2) The annual membership fee for Associate members which are organisations shall be \$Nil or such other amount as is determined from time to time by resolution of the Council.
- 3) The membership fee for Community members or Associate members who are individuals or families shall be \$Nil or such other amount as is determined from time to time by resolution of the Council. Any such membership fee is payable only on joining NEDA and is not an annual fee.
- 4) If any annual membership fee is payable, then it is payable:
 - a) before 1 October in any calendar year, or
 - b) in the case of new Organisational members, in accordance with sub-rule 4 (11).

9 Members' Liabilities

The liability of a member to contribute towards the payment of debts and liabilities of NEDA or the costs, charges and expenses of the winding up of NEDA is limited to the amount, if any, unpaid by the member in respect of membership fees.

10 Expulsion and Disciplining of Members

- 1) Where the Council is of opinion that the member:
 - a) has persistently refused or neglected to comply with a provision of these rules; or
 - b) has persistently and wilfully acted in a manner prejudicial to the interests of NEDAthe Council may, by resolution:
 - c) expel the member from NEDA; or
 - d) suspend the member from such rights and privileges of membership of NEDA as the Council may determine for a specified period.
- 2) A resolution of the Council under sub-rule (1) is of no effect unless the Council at a meeting held not earlier than 14 days and not later than 28 days after service on the member of the notice under sub-rule (3), confirms the resolution in accordance with this rule.
- 3) Where the Council passes a resolution under sub-rule(1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member informing it of:
 - a) the resolution and the grounds on which it is based;
 - b) the date, place and time of the meeting; and
 - c) its right to send a representative to attend and speak at the meeting and/or provide written submissions to the Council at or prior to the meeting.
- 4) Subject to section 50 of the Act, a meeting of the Council mentioned in sub-rule (2) shall:
 - a) give to the member mentioned in sub-rule (1) an opportunity to make oral representations through its representative;
 - b) give due consideration to any written representations submitted to the Council by the member; and
 - c) by resolution determine whether to confirm or to revoke the resolution of the Council made under sub-rule (1).
- 5) The Secretary shall, within 7 days after the Council's decision to confirm or revoke the resolution, inform the member of the result by notice in writing.
- 6) A resolution confirmed by the Council under sub-rule (4) shall take effect immediately.

Part II – THE COUNCIL

11 Powers of National Ethnic Disability Alliance Council

NEDA shall be governed by a Council that, subject to the Act, the Regulations, these rules, and to any resolution passed by NEDA in a General Meeting:

- a) controls and manages the affairs of NEDA;
- b) may exercise all such functions as may be exercised by NEDA other than those functions that are required by these rules to be exercised by NEDA in General Meeting;
- c) has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of NEDA, including employing staff;
- d) may identify and obtain grants or other forms of income generation, including assisting State and Territory bodies to obtain grants to promote national and State or Territory agendas; and
- e) shall be guided by advice and feedback from members and reflect the interests of people with disability from CaLD/NESB backgrounds, their carers and family members.

12 Composition

- 1) The Council shall be known as the “National Ethnic Disability Alliance Council”.
- 2) Subject to sub rule 5, the Council shall comprise representatives of Organisational members appointed in accordance with rule 13 and one (1) representative voted for by the Community members in accordance with rule 13. Such representatives shall be called “Councillors”.
 - 1) Each
 - a) Organisational member; and
 - b) the Community members as a wholeshall have only one voting representative on the Council.
- 3) The Council shall not be legally constituted unless at least seventy-five percent of Councillors are people with disability from a CaLD/NESB background or their carers or family members.
- 4) The Council may appoint a maximum of two Associate members of NEDA to serve on Council for a specified term as experts in an area or areas relevant to NEDA’s objectives.
- 5) Persons appointed pursuant to sub-rule 5 shall be called “Associate Councillors”.
- 6) Associate Councillors shall not have the right to vote at Council meetings.

13 Appointment of Councillors

- 2) Each Organisational member shall be entitled to nominate up to two representatives for appointment to the Council, a principal Councillor and an alternate representative.

NEDA is only responsible to cover costs for one Organisational member representative.
- 3) Such nomination shall be in writing and provided to the Secretary at least three weeks prior to the Annual General Meeting.
- 4) To qualify for nomination as a representative, a person must be:
 - a) on the Organisational member's governing body; or
 - b) selected by the Organisational member's governing body,but may not be a paid worker of the Organisational member.
- 5) Councillors shall, subject to these rules, serve for a two-year term and be eligible for reappointment to the Council for no more than three consecutive terms. The first such term shall run from the date when a Councillor is appointed until the Annual General Meeting two years after that date. The subsequent terms shall run from the Annual General Meeting until the Annual General Meeting in two year's time.
- 6) The retiring Council shall remain in office until a new Council is legally constituted at each Annual General Meeting.
- 7) If a Councillor is to vacate the position of Councillor due to the operation of sub-rule (5) then that Councillor shall remain in office until the Annual General Meeting at the end of their term and may attend that Annual General Meeting, but NEDA will not be responsible for the costs of their attendance at that Annual General Meeting if a replacement Councillor appointed by the Organisational member will also be in attendance.
- 8) The role of the alternate representative of an Organisational member is to be the proxy of the principal Councillor when unavailable and to be trained up as a potential future Councillor.

Community members' Councillor

- 9) The Councillor to be elected to represent Community members on the Council shall be elected by the Community members by secret Ballot prior to the Annual General Meeting so as to ensure that their nomination may be made to Council at least three weeks before the Annual General Meeting.
- 10) The Secretary shall organise the election of the Community members' Councillor utilising the services of the Australian Electoral Commission.
- 11) To be eligible for election by the Community members, nominees must be registered Community members of NEDA.
- 12) The Councillor elected to represent Community members shall, subject to these rules, serve for a two-year term after which a further election is to be held for the Community members to elect their subsequent Councillor for nomination to the Council. An individual may only serve as the Community members' Councillor for a maximum of two terms.

14 Office bearers

- 1) The office bearers of NEDA, also known as its Executive, are:
 - a) the President;
 - b) the Vice-President;
 - c) the Treasurer;
 - d) the Secretary; and
 - e) the Immediate Past President
- 2) The office bearers shall be elected by a majority vote of the Councillors in a secret ballot at the Annual General Meeting each year and, subject to these rules, each of them shall hold office until the following Annual General Meeting and be eligible for re-election.
- 3) Nominations for election as an office bearer must be in writing and received by the Secretary at least three weeks prior to the Annual General Meeting.
- 4) If two or more of the nominees for an office receive an equal number of votes, a second round of voting shall be conducted in which they are the only candidates. If, after the second round of voting, no-one receives a majority, the names of the candidates with equal votes shall be put into a box and the person whose name is drawn first shall be elected.
- 5) Time spent as an Office bearer does not have the effect of increasing the time that a Councillor may remain as a Councillor under sub-rule 13 (4), except in the case of the Immediate Past President as a result of the operation of sub-rule 15 (5).

15 President

- 1) The President shall be a person with disability from a CaLD/NESB background. He or she is eligible for re-election for no more than three consecutive one year terms.
- 2) The President shall be responsible for ensuring that meetings of Council are called.
- 3) Council meetings shall be chaired by the President or, in the absence of the President, by the Vice-President or, in the absence of the Vice-President by any other Councillor chosen by the Councillors present.
- 4) The President shall represent NEDA where public statements on behalf of NEDA are required in accordance with policy positions set by Council. No other Councillor shall undertake this or any other function of NEDA without the express consent of the President or the Council.
- 5) The Immediate Past President shall have the role of providing continuity for NEDA, at times of the change of office bearers, where required, and in particular, to mentor Councillors who attain roles as Office bearers. The Immediate Past President shall remain as a Councillor for a further one year after her or his Presidency, notwithstanding that her or his role as a Councillor may have expired due to the operation of sub-rule 13 (4).

16 Vice-President

- 1) The Vice-President shall be a person with disability from a CaLD/NESB background. He or she is eligible for re-election for no more than three consecutive one year terms.
- 2) The Vice-President shall take on the responsibilities of the President only when the President is unavailable.

17 Secretary

- 1) The Secretary shall be a person with disability and/or from a CaLD/NESB background. He or she is eligible for re-appointment for no more than three consecutive one year terms.
- 2) The Secretary of NEDA shall, as soon as practicable after being appointed as Secretary, notify NEDA of his or her address.
- 3) The Secretary shall be responsible for minutes to be kept of:
 - a) all elections and appointments of office-bearers and ordinary Councillors;
 - b) the names of Councillors present at a Council meeting or a General Meeting; and
 - c) all proceedings at Council meetings and General Meetings.

18 Treasurer

- 1) The Treasurer shall be eligible for re-appointment for no more than three consecutive one year terms. The Secretary shall be a person with disability and/or from a CaLD/NESB background.
- 2) The Treasurer of NEDA shall:
 - a) collect and receive all monies due to NEDA and make all payments authorised by NEDA; and
 - b) keep correct accounts and books showing the financial affairs of NEDA with full details of all receipts and expenditure connected with the activities of NEDA.

19 Vacancies

- 1) For the purpose of these rules, a vacancy on the Council occurs if a Councillor:
 - a) resigns;
 - b) is removed from the Council pursuant to rule 19;
 - c) becomes an insolvent under administration within the meaning of the *Corporations Act*;
 - d) is disqualified from office under sub-section 63(1) of the Act; or
 - e) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.
- 2) A vacancy on the Council also occurs if an Organisational member of NEDA ceases to be an Organisational member.
- 3) In the event of a vacancy on the Council, the Council shall request the relevant Organisational member to nominate an alternative representative for appointment as soon as practicable.
- 4) If the Organisational member fails to nominate a representative within a period of 6 months after the occurrence of the vacancy or by the next Annual General Meeting, whichever occurs first, the Organisational member may be expelled in accordance with rule 10.
- 5) In the event that the vacancy on the Council is that of an office holder, the Council shall choose a Councillor to replace the office holder as soon as practicable in accordance with a method adopted by it for that purpose.

20 Removal of Councillors

- 1) NEDA in a General Meeting may by resolution, subject to section 50 of the Act, remove any Councillor from the Council before the expiration of his or her term.
- 2) An Organisational member may change its representative on Council in accordance with a decision made at any time by its governing body.

21 Council Meetings and Quorum

- 1) The Council shall be convened at least four times annually at such place, time and manner as the Council may determine, provided that at least one such meeting shall be a 'face to face' meeting at, or, within 6 months after NEDA's Annual General Meeting. Other meetings may, at the option of the Council, be by telephone link-up, video-conference or other means.
- 2) Additional meetings of the Council may be convened by the President or a quorum of the Council.
- 3) Oral or written notice of a meeting of the Council shall be given by the Secretary or an employee of NEDA nominated by the Secretary to each member of the Council at least seven days (or such other period as may be unanimously agreed upon by the Council) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under sub-rule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted, except business which the Councillors present at the meeting unanimously agree to treat as urgent business.
- 5) A quorum for the transaction of business at a meeting of the Council shall be a majority of the total number of Councillors
- 6) No business shall be transacted by the Council unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned to a date to be determined by the President.
- 7) If at the adjourned meeting a quorum is not present within half an hour after the appointed time for the meeting, the meeting shall be dissolved.
- 8) The President shall preside at meetings of the Council. In the absence of the President, the Vice-President shall preside and, in the absence of the President and the Vice-President, the remaining Councillors shall elect a person to preside at the meeting.
- 9) Where a Councillor cannot attend a meeting, the relevant Organisational member may nominate an alternative representative for that meeting.
- 10) Paid workers of Organisational members may attend Council meetings at the discretion of the Council. A paid worker attending a Council meeting may participate in the discussion of Council business but cannot vote and does not count towards a quorum.

22 Voting & Decisions

- 1) Questions arising at a meeting of the Council shall be decided by a majority vote. In the event of an equality of votes, the person presiding at the meeting shall have a second or casting vote.
- 2) A Councillor must declare any potential or actual conflict of interest (whether relating to the Organisational member or the Councillor) on a question which requires a decision and shall either withdraw voluntarily from the decision-making process in relation to that question or abide by any decision by the other Councillors on his or her participation in the process.
- 3) The Council may act notwithstanding any vacancy on the Council.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Councillor.

PART III – GENERAL MEETINGS

23 Annual General Meeting

- 1) With the exception of the first Annual General Meeting of NEDA, NEDA shall, at least once in each financial year and within a period of 5 months after the expiration of each financial year of NEDA, convene an Annual General Meeting of its Organisational members and the Community members' Councillor.
- 2) NEDA shall hold its first Annual General Meeting:
 - a) within the period of 18 months after its incorporation under the Act; and
 - b) within the period of 5 months after the expiration of the first financial year of NEDA.
- 3) Subject to the Act and these rules, the Annual General Meeting shall be convened on such a date and at such place and time as the Council thinks fit.
- 4) Community members shall not be entitled to attend or vote at Annual General Meetings, but shall be represented by the elected Community members' Councillor (if any).

24 Annual General Meeting – Business

- 1) In addition to any other business, the Annual General Meeting shall:
 - a) confirm the minutes of the last preceding Annual General Meeting and or any General Meeting held since that meeting;
 - b) receive from the Council reports on the activities of NEDA during the last preceding financial year;
 - c) accept the nominated representatives of Organisational members and the Community members' Councillor to the Council;
 - d) Elect the Office bearers for the following year;
 - d) select a Public Officer for NEDA; and
 - e) receive and consider the statement of accounts and the reports that are required to be submitted to Organisational members and the Community members' Councillor pursuant to sub-section 73 (1) of the Act.
- 2) An Annual General Meeting shall be specified as such in the notice convening it in accordance with rule 25.
- 3) An Annual General Meeting shall be conducted in accordance with the provisions of this Part.

25 General Meetings

- 1) The Council may, whenever it thinks fit, convene a General Meeting of NEDA.
- 2) The Council shall, on the requisition in writing of not less than five of the total number of its Organisational members and the Community members' Councillor, convene a General Meeting of NEDA.
- 3) A requisition of Organisational members and the Community members' Councillor for a General Meeting:
 - a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by the Organisational members and the Community members' Councillor making the requisitions;
 - c) shall be lodged with the Secretary; and
 - d) may consist of several documents in a similar form, each signed by one or more of the Organisational members and the Community members' Councillor making the requisition.
- 4) If the Council fails to convene a General Meeting within one month after the date on which a requisition of Organisational members and the Community members' Councillor for the meeting is lodged with the Secretary, any one or more of the Organisational members and/or the Community members' Councillor who made the requisition may convene a meeting to be held not more than three months after that date.
- 5) A General Meeting convened by an Organisational member or Organisational members or the Community members' Councillor referred to in sub-rule (4) shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Council and any Organisational member or the Community members' Councillor who thereby incurs expense is entitled to be reimbursed by NEDA for any reasonable expense so incurred.
- 6) Community members shall not be entitled to attend or vote and General Meetings, but shall be represented by the elected Community members' Councillor (if any).

26 Notice

- 1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of NEDA, the Secretary shall, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post or e-mail to each Organisational member and the Community members' Councillor at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of NEDA, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Organisational member and the Community members' Councillor in the manner provided in sub-rule (1) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to sub-rule 23 (1).
- 4) Any member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the notice for the next General Meeting.

27 General Meetings – Procedure & Quorum

- 1) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 2) A majority of the total number of Organisational members and the Community members' Councillor of NEDA constitutes a quorum for the transaction of the business of a General Meeting.
- 3) If a quorum is not present within half an hour after the time appointed for the General Meeting, the meeting, if convened upon the requisition of the Organisational members or the Community members' Councillor, shall be dissolved and in any other case shall stand adjourned to a date to be determined by the President.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Organisational members and the Community members' Councillor present (being not less than 3) shall constitute a quorum.
- 5) An Organisational member or the Community members' Councillor shall declare any potential or actual conflict of interest (whether relating to the Organisational member or its representative at the meeting) on a question which requires a decision and shall either withdraw voluntarily from the decision-making process in relation to that question or abide by any decision of the meeting on the Organisational member's or the Community members' Councillor participation in the process.

28 Presiding Member

The President shall preside at a General Meeting of NEDA. In the absence of the President, the Vice-President shall preside and, in the absence of the President and the Vice-President, the members present shall elect a person to preside at the meeting.

29 Adjournment

- 1) The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Organisational members and the Community members' Councillor present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) Where the General Meeting is adjourned for 14 days or more, the Secretary shall cause written or oral notice of the adjourned meeting to be given to each Organisational member and the Community members' Councillor of NEDA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) Except as provided in sub-rules (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Voting and Decisions

- 1) A question arising at a General Meeting of NEDA shall be decided by majority vote. In the event of an equality of votes, the President or other person presiding at the meeting shall have a second or casting vote.
- 2) All votes shall be given personally by the nominated representative of the Organisational member or the Community members' Councillor or by proxy but no Organisational member or the Community members' Councillor may hold more than 1 proxy.
- 3) An Organisational member or the Community members' Councillor are not entitled to vote at any General Meeting of NEDA unless all money due and payable by the Organisational member or the Community members' Councillor to NEDA has been paid, other than the amount of the annual subscription payable in respect of the then current year.

PART IV – MISCELLANEOUS

31 Funds – Source

- 1) The funds of NEDA shall be derived from government funding, annual subscriptions of Organisational members, associate members and Community members, donations and, subject to any resolution passed by NEDA in General Meeting and subject to section 114 of the Act, such other sources as the Council determines.
- 2) All money received by NEDA shall be deposited as soon as practicable and without deduction to NEDA's bank account.
- 3) NEDA shall, as soon as practicable after receiving money, issue an appropriate receipt.

32 Funds – Management

- 1) Subject to any resolution passed by NEDA in General Meeting, the funds of NEDA shall be used for the objects of NEDA in such a manner as the Council determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Council or employees of NEDA, authorised to do so by the Council.

33 Alterations of Objects & Rules

Neither the objects of NEDA referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

34 Common Seal

- 1) The common seal of NEDA shall be kept in the control of the Secretary.
- 2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signature of two Councillors.

35 Custody of Books

Subject to the Act, the Regulations and these rules, the Secretary shall keep in his or her control all records, books and other documents relating to NEDA.

36 Inspection of Books

The records, books and other documents of NEDA shall be open to inspection at a place in the Territory, free of charge, by a designated member or delegated representative of NEDA at any reasonable hour.

37 Service of Notices

- 1) For the purpose of these rules, a notice may be served by or on behalf of NEDA upon any member at the member's address shown in the register of members.
- 2) Where a document is sent to the member by properly addressing, pre-paying and posting by certified mail to the member a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of the post.

38 Dispute resolution

In the event of a dispute arising between members (in their capacity as members), or between a member and NEDA, or between a member and the Council, the following procedure shall apply:

- a) Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation;
- b) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation;
- c) In the event that no person can be agreed upon to mediate the dispute it must be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983 NSW.

39 Surplus Property

- 1) In the event of the dissolution or winding up of NEDA, any surplus property shall be vested in an association or associations with similar objectives to NEDA, as determined by Council at that time.
- 2) An association nominated under sub-rule (1) will fulfil the requirements specified in sub-section 92 (2) of the Act.
- 3) In accordance with sub-section 92 (3) of the Act, in the event of its dissolution or winding up, NEDA shall lodge with the Registrar General a notice in writing, signed by at least two of the former Councillors, certifying which association has been nominated and that the special resolution was duly passed.

40 Non-profit Clause

The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects (clause 3) and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.