



CORPORATIONS ACT 2001
A Public Company Limited by Guarantee

CONSTITUTION
OF
National Disability Research Partnership Ltd

ABN: 72 675 635 702
ACN: 675 635 702

20 March 2024

Preliminary	6
1 Name of the company.....	6
2 Type of company.....	6
3 Limited liability of members	6
4 Member’s Contribution	6
5 Reading this constitution with the <i>Corporations Act</i>	6
6 Definitions.....	7
Charitable purposes, principles, and powers	7
7 Objectives.....	7
8 Guiding Principles	7
9 Powers.....	8
10 Not-for-profit	9
11 Amending the constitution	9
12 Reviews of this constitution.....	9
Members	9
13 Membership.....	9
14 Who can be a member.....	9
15 Categories of membership.....	10
16 Organisation Members	10
17 Individual Members	10
18 Members’ Charter.....	11
19 How to apply to become a member	11
20 Approval to become a member	11
21 When someone stops being a member	11
22 Membership fee.....	12
23 Company register of members	12
General meetings of members	13
24 General meetings called by directors	13
25 General meetings called by members	13
26 Annual general meeting.....	14
27 How do organisations who are members attend meetings and vote?	14
28 Notice of general meetings.....	15
29 What is needed to achieve a quorum at a general meeting?.....	16
30 What happens if a quorum cannot be met?.....	16

31	Using technology to hold meetings	17
32	Auditor’s right to attend meetings	17
33	Chair for general meetings.....	17
34	Role of the Chair	17
35	Adjournment of meetings.....	17
	Members’ resolutions and statements	18
36	Members’ resolutions and statements.....	18
37	Company must give notice of proposed resolution or distribute statement	18
38	Circular resolutions of members.....	19
	Voting at general meetings	19
39	How many votes a member has	19
40	Chair’s extra vote at general meetings	20
41	Challenge to member’s right to vote	20
42	How voting is carried out.....	20
43	When and how a vote for a poll must be held.....	20
44	Appointment of proxy.....	21
45	Voting by proxy	21
	Directors	22
46	Number of directors.....	22
47	The board	22
48	Directors on registration and Interim Board	22
49	Chair	23
50	Independent Directors.....	23
51	Nomination Committee	23
52	Appointment of Commonwealth, State or Territory Directors	24
53	Board representative requirements	24
54	Director nomination requirements.....	24
55	Vacancies	25
56	When a director stops being a director	25
57	Removal of directors.....	26
	Powers of directors	26
58	Powers of directors	26
59	Delegation of directors’ powers	27
60	Director remuneration.....	27
61	Payments to directors.....	27
62	Reports or documents to be approved by members.....	28

Duties of directors.....	28
63 Duties of directors.....	28
64 Conflicts of interest.....	28
Board meetings.....	29
65 When the board meets.....	29
66 Calling board meetings.....	29
67 Chair for board meetings.....	29
68 Quorum at board meetings.....	29
69 Using technology to hold board meetings.....	30
70 Passing directors’ resolutions.....	30
71 Chair’s casting vote.....	30
72 Circular resolutions of directors.....	30
Secretary.....	31
73 Appointment and role of secretary.....	31
Dispute resolution and disciplinary procedures.....	31
74 Dispute resolution.....	31
75 Disciplining members.....	32
Minutes and records.....	34
76 Minutes and records.....	34
77 Financial and related records.....	34
By-laws.....	35
78 By-laws.....	35
Notice.....	35
79 What is notice.....	35
80 Notice to the company.....	35
81 Notice to members.....	35
82 When notice is taken to be given.....	36
Financial year.....	36
83 Company’s financial year.....	36
Indemnity, insurance, access, funding and legal information.....	36
84 Indemnity.....	36
85 Insurance.....	37
86 Directors’ access to documents.....	37
87 Funding.....	37
Winding up.....	37
88 Surplus assets not to be distributed to members.....	37

89	Distribution of surplus assets.....	37
	Definitions and Interpretations.....	39
90	Definitions.....	39
91	Understanding the rules	41
92	Sending things by mail or electronically	42
	Signatures.....	42
93	Counterparts	42
94	Signing.....	42
95	Schedule 1 – Founding Members	43
96	Schedule 2 – Interim Directors	44

Preliminary

1 Name of the company

1.1 The name of the **company** is National Disability Research Partnership Ltd (the **company**).

2 Type of company

2.1 The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3 Limited liability of members

3.1 The liability of **members** is limited to the amount of the guarantee in rule 4.

4 Member's Contribution

4.1 Every **member** of the **company** agrees to contribute to the assets of the **company** in the event of the **company** being wound up:

- (1) while they are a **member**, or
- (2) within 1 year after ceasing to be a **member**, for:
 - (a) payment of the debts and liabilities of the **company** (contracted before the time at which the **member** ceases to be a **member**)
 - (b) the costs, charges and expenses of winding up, and
 - (c) the adjustment of the rights of the contributories among themselves.

4.2 The maximum a **member** is required to contribute under the rule 4.1 is one dollar (\$1.00).

5 Reading this constitution with the *Corporations Act*

5.1 The replaceable rules set out in the *Corporations Act* do not apply to the **company**.

5.2 While the **company** is a **registered charity**, the *ACNC Act* and the *Corporations Act* override any rules in this constitution which are inconsistent with those Acts.

5.3 If the **company** is not a **registered charity** (even if it remains a charity), the *Corporations Act* overrides any rule in this constitution which is inconsistent with that Act.

5.4 A word or expression in this constitution that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in the **Corporations Act**.

6 Definitions

6.1 In this constitution, words and phrases have the same meaning set out in rule 90 and 91.

Charitable purposes, principles, and powers

7 Objectives

7.1 The **National Disability Research Partnership Ltd** is established to be a for the purpose of facilitating a collaborative and inclusive disability research program that builds evidence for policy and practice that advances the rights of people with disability. The company will deliver on this objective by pursuing the following charitable purpose(s):

- (1) funding disability research done by and with people with disability
- (2) implementing the **National Disability Research Partnership Ltd** research agenda
- (3) strengthening disability research capacity, and
- (4) making findings accessible to the disability community, policy and decision makers to advance knowledge.

7.2 The **company** will establish and maintain a Research Fund for the specific purpose of funding disability research.

7.3 The **company** is established as a charitable institution, pursues charitable purposes only and applies its income in promoting those purposes.

8 Guiding Principles

8.1 All activities and decisions being made on behalf of the **company** will be guided by the **Guiding Principles**. These principles are:

- (1) Advance high quality research that informs disability policy and practice in Australia
 - (a) Promote collaborative research across Australia
 - (b) Implement the **National Disability Research Partnership Ltd** research agenda
 - (c) Build an evidence base that informs Australian disability policy and practice

- (2) Value the knowledge of people with disability in research
 - (a) Respect different sources and forms of knowledge and research
 - (b) Support research that gives people with disability real decision-making power
 - (c) Support research that involves a wide range of people with disability, including those who are often left out or are not well represented in research
 - (d) Make sure people with disability are paid properly for their research work
- (3) Strengthen disability research capacity
 - (a) Build an active and connected community of disability researchers
 - (b) Build career pathways for researchers with disability
 - (c) Strengthen Australia's capacity to conduct disability research
 - (d) Build capacity in the community to develop and use evidence produced by research
- (4) Share research findings widely in useful and accessible ways
 - (a) Make information available in accessible and useful ways
 - (b) Share what we learn with the disability and wider community
 - (c) Use a range of new and traditional ways to share research findings

8.2 These principles may be amended by the board from time to time, and any amendments will be publicly available.

9 Powers

9.1 The **company** has the following powers, which may only be used to carry out its charitable purposes set out in rule 7:

- (1) the powers of an individual, and
- (2) all the powers of a **company** limited by guarantee under the **Corporations Act**.

10 Not-for-profit

10.1 **Members** cannot be given any of the income or assets of the **National Disability Research Partnership Ltd**, unless rule 10.2 or rule 89 applies.

10.2 Rule 10.1 does not stop the **company** from doing the following things, provided they are done in good faith:

- (1) paying a **member** for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
- (2) making a payment to a **member** in carrying out the **company's** charitable purpose(s).

11 Amending the constitution

11.1 Subject to rule 11.2, the **members** may amend this constitution by passing a **special resolution**.

11.2 The **members** must not pass a **special resolution** that amends this constitution if passing it means the **company** would no longer be a charity.

12 Reviews of this constitution

12.1 This constitution shall be subject to periodic review at most by the **board** every 3 years after the date it has been signed.

12.2 The **board** may from time to time initiate a review of this constitution if they think a specific change is necessary.

Members

13 Membership

13.1 The **members** of the **company** are:

- (1) The **Founding Members** listed in **Schedule 1** of this constitution, and
- (2) Those approved to become **members** under rule 20.

14 Who can be a member

14.1 An organisation or person who:

- (1) supports the purposes of the **National Disability Research Partnership Ltd**, and

(2) meets the eligibility criteria either under rule 16 or 17.

15 Categories of membership

15.1 Upon registration of the **company**, there are 2 categories of membership:

(1) **Organisation Members**, and

(2) **Individual Members**.

15.2 Unless **Organisation Members** or **Individual Members** are specifically referred to under any rule within this constitution, reference to **member** or **members** means both categories.

16 Organisation Members

16.1 To be eligible to become an **Organisation Member**, they must be an entity which meets one of the following criteria:

(1) Has a primary purpose of conducting research, including a focus on disability policy and practice relevant research

(2) Has a primary purpose of advocating for people with disability, their families and carers

(3) Is a national peak organisation that represents:

(a) disability service providers,

(b) professional groups providing services to people with disability, or

(c) employees providing services to people with disability.

(4) Is set up to distribute funds for charitable purposes; or

(5) Is a Commonwealth, State or Territory Government body or agency.

17 Individual Members

17.1 To be eligible to become an **Individual Member**, a person must be:

(1) listed as a **Founding Member** in **Schedule 1** of this constitution, or

(2) recommended by the **Nominations Committee** or the **Commonwealth** for appointment as a **director** of the **company**.

18 Members' Charter

18.1 The **Members' Charter** sets out the rights and responsibilities of **members**.

18.2 The **board** may from time to time vary, add, or remove components of the **Members' Charter**.

19 How to apply to become a member

19.1 Any organisation or person that wants to be a **member** must fill out a membership form and send it to the **company secretary**, either by post or email.

19.2 The person must:

- (1) agree with the **Members' Charter**
- (2) agree to pay the membership fee (if any), and
- (3) agree to pay the **members'** contribution under rule 4.

20 Approval to become a member

20.1 The **board** decides who can become a **member**.

20.2 The **board** will consider all applications for membership at the next **board meeting** after the application is received.

20.3 If the **board** approves someone being a member, the **secretary** will:

- (1) tell the new member in writing
- (2) update the **company register of members** with their details, and
- (3) collect the membership fee (if any).

20.4 If the **board** says no to someone being a member, they do not need to tell them why.

20.5 If the **board** says no to someone being a member, the **secretary** will:

- (1) tell them in writing, and
- (2) give back the membership fee (if any) collected by the **company**.

21 When someone stops being a member

21.1 A **member** can stop being a **member** by telling the **secretary** in writing they want to stop being a **member**.

21.2 A **member** immediately stops being a **member** if any of these matters apply:

- (1) they are expelled under rule 75.6 (4)
- (2) the **National Disability Research Partnership Ltd** is wound up or otherwise dissolved or deregistered
- (3) their membership has expired
- (4) they have not responded within 3 months to a written request from the **CEO** (or delegate) to confirm they still want to be a **member**, or
- (5) if they are an **Organisation Member** and their organisation becomes insolvent, is wound up or ceases to exist, or
- (6) if they are an **Individual Member** and:
 - (a) they die
 - (b) they stop being a **director** under rule 56 and have not immediately been reappointed as a **director** on the same day
 - (c) they are banned or disqualified by a regulatory authority for being a **director**, or
 - (d) were recommended as a **director** under rule 17.1 but were not appointed as a **director** either under rule 49, 50, 52 or 55.

22 Membership fee

22.1 The **board** decides if **members** need to pay a fee to:

- (1) apply to be a **member**, or
- (2) continue to be a **member**.

22.2 The **board** decides what the fees will be, and when they are due.

22.3 An organisation or person must pay the fee if there is one.

23 Company register of members

23.1 The **company** must establish and maintain a **register of members**. The **register of members** must be kept by the **secretary** and must contain:

- (1) for each current **member**:
 - (a) name of organisation or person
 - (b) address
 - (c) any alternative address nominated by the **member** for the service of notices

- (d) any such information as the **board** requires to determine eligibility for membership, and
 - (e) date the **member** was entered on to the register.
 - (2) For each organisation or person who stopped being a **member** in the last 7 years:
 - (a) name of the organisation or person
 - (b) address
 - (c) any alternative address nominated by the **member** for the service of notices
 - (d) any such information as the **board** requires to determine eligibility for membership, and
 - (e) dates the membership started and ended.
- 23.2 The **company** must give current **members** access to the **register of members**.
- 23.3 Information that is accessed from the **register of members** must only be used in a manner relevant to the interests or rights of **members**.

General meetings of members

24 General meetings called by directors

- 24.1 The **board** may pass a **directors'** resolution to call a **general meeting**.
- 24.2 The **board** can do this at any time and must adhere to any other rule specified under this constitution.

25 General meetings called by members

- 25.1 **Members** can ask to have a **general meeting**.
- 25.2 The **members** must write to the **board** to request a meeting.
- 25.3 At least 25% (for example 5 out of 20) of the total current **members** must ask for the **general meeting**.
- 25.4 The **members** who make the request for a **general meeting** must:
- (1) state in the request any resolution to be proposed at the meeting
 - (2) sign the request, and
 - (3) give the request to the **company secretary**.

25.5 Separate copies of a document setting out the request may be signed by **members** if the wording of the request is the same in each copy.

25.6 The **board** will take reasonable steps to issue a notice for a **general meeting** called by **members** within 45 calendar days of receiving the request.

25.7 The number of members who must have requested the meeting under 25.3 is to be worked out as at midnight before the request is received by the company secretary.

26 Annual general meeting

26.1 A **general meeting**, called the **annual general meeting**, must be held:

- (1) within 12 months after registration of the **company**, and
- (2) after the first **annual general meeting**, at least once in every calendar year.

26.2 Even if these items are not set out in the notice for the meeting, the business of an **annual general meeting** may include:

- (1) a review of the **company's** activities
- (2) a review of the **company's** finances
- (3) any auditor's report
- (4) the confirmation of **director** appointments, and
- (5) the appointment and payment of **auditors**, if any.

26.3 Before or at the **annual general meeting**, the **directors** must give information to the **members** on the **company's** activities and finances during the period since the last **annual general meeting**.

26.4 The **Chair** of the **annual general meeting** must give **members** a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

27 How do organisations who are members attend meetings and vote?

27.1 When an organisation is a **member**, they nominate someone to represent them.

27.2 This person is called the **Organisation Member Representative**.

27.3 This person can:

- (1) attend meetings, and/or
- (2) place a vote on behalf of their organisation.

27.4 An **Organisation Member** can appoint more than 1 representative.

- 27.5 If the **Organisation Member** has more than 1 representative, only 1 can vote at a **general meeting**.
- 27.6 The person chosen to be an **Organisation Member Representative** can be told what to do by their organisation.
- 27.7 **Organisation Members** cannot appoint a proxy under rule 44.
- 28 Notice of general meetings**
- 28.1 The **board** must tell all the **members** there will be a meeting.
- 28.2 Notice of a **general meeting** must be given to:
- (1) each **member** entitled to vote at the meeting
 - (2) each **director**, and
 - (3) the **auditor**.
- 28.3 The notice must be sent at least 21 days before the meeting.
- 28.4 The **members** can decide that the notice will be shorter for:
- (1) an **annual general meeting**, if all **members** entitled to attend and vote agree beforehand, or
 - (2) for any other **general meeting**, if 50% of all the **members** entitled to attend and vote agree beforehand.
- 28.5 Notice of a **general meeting** must be provided at least 21 days before the meeting if a resolution will be moved to:
- (1) remove a **director**
 - (2) remove an **auditor**.
- 28.6 Notice of a **general meeting** must include:
- (1) address of the meeting (if any)
 - (2) the date
 - (3) the time
 - (4) what the meeting is about
 - (5) what **technology** will be used (if any)
- 28.7 If a notice is issued under rule 28.6 and it includes a **special resolution**, it must:
- (1) contain the words of the proposed resolution

- (2) contain a statement that **members** have the right to appoint proxies and that, if a **member** appoints a proxy:
 - (a) the proxy does not need to be a **member** of the **company**
 - (b) the proxy form must be delivered to the **company** at its registered address, or the address (including an electronic address) specified in the notice of the meeting, and
 - (c) the proxy form must be delivered to the **company** at least 48 hours before the meeting.

28.8 If a **general meeting** is adjourned (for example, postponed) for 1 month or more, the **members** must be issued a new notice to resume the meeting.

29 What is needed to achieve a quorum at a general meeting?

29.1 A quorum is achieved when at least 25% of **members** attend, either:

- (1) In person, or
- (2) Online

29.2 When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than 1 **member**).

29.3 There must be enough people for a quorum for the whole meeting.

29.4 The number of **members** (under rule 29.1) is based on total numbers of **members** the **company** has the midnight before the **general meeting** is held.

30 What happens if a quorum cannot be met?

30.1 No business may be conducted at a **general meeting** if a quorum is not achieved for the whole meeting.

30.2 The meeting must be adjourned if a quorum is not achieved within 15 minutes from the meeting start time.

30.3 The **board** will decide on a new date, time, and location for the **general meeting**.

30.4 If the **board** asked for the **general meeting** under rule 24, the meeting will be able go ahead if:

- (1) a quorum is achieved under rule 29, or
- (2) the majority of **directors** and at least 2 **members** are present.

30.5 If the **members** asked for the **general meeting** under rule 25, there will be no new meeting.

31 Using technology to hold meetings

31.1 The **company** can use **technology** to hold **general meetings** including:

- (1) by having virtual meetings using only **technology**, and
- (2) by having meetings where people can attend in person or by using **technology**.

31.2 Any **member** using **technology** gets counted as being a **member present** at the meeting and towards the quorum.

32 Auditor's right to attend meetings

32.1 The **auditor** is entitled to attend any **general meeting** and to be heard by the **members** on any part of the business of the meeting that concerns the **auditor** in their capacity as an **auditor**.

32.2 The **company** must give the **auditor** the same communication (for example, notice and papers) which a **member** is entitled to receive for the **general meeting**.

32.3 The auditor is not counted in the numbers for a quorum.

33 Chair for general meetings

33.1 The **Chair** of the **board** is entitled to chair **general meetings**.

33.2 The **members present** and entitled to vote at a **general meeting** may choose a **director** to be the chair for that meeting if:

- (1) a **Chair** has not been appointed,
- (2) the **Chair** is not present within 15 minutes after the starting time set for the meeting, or
- (3) the **Chair** is present but says they does not wish to act as **Chair** of the meeting.

34 Role of the Chair

34.1 The **Chair** is responsible for the conduct of the **general meeting**, and for this purpose must give **members** a reasonable opportunity to make comments and ask questions (including to the **auditor** (if any)).

35 Adjournment of meetings

35.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the **Chair** to adjourn it.

35.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

36 Members' resolutions and statements

36.1 **Members** with at least 25% of the votes that can be cast on a resolution may give:

- (1) notice to the **company** of a resolution they propose to move at a **general meeting (members' resolution)**, and/or
- (2) a request to the **company** that the **company** give all its **members** a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting (members' statement)**.

36.2 Notices and requests given to the **company** are to be made in a format determined by the **board**.

36.3 A notice of a **members'** resolution must include the wording of the proposed resolution and be signed by all the **members** proposing the resolution.

36.4 A request to distribute a **members'** statement must include the wording for the statement and be signed by the **members** making the request.

36.5 Separate copies of a document setting out the notice or request may be signed by **members** if the wording is the same in each copy.

36.6 If the **company** has been given notice of a **members'** resolution under rule 36.1(1), the resolution must be considered at the next **general meeting** that occurs more than 2 months after the notice is given.

36.7 The percentage of votes that **members** have (as described in rule 36.1) is to be worked out as at midnight before the request or notice is given to the **company**.

36.8 This rule does not limit any other right that a **member** has to propose a resolution at a **general meeting**.

37 Company must give notice of proposed resolution or distribute statement

37.1 If the **company** has been given a notice or request under rule 36:

- (1) in time to send the notice of proposed **members'** resolution or a copy of the **members'** statement to **members** with a notice of a meeting, the **company** must then pay the costs, or
- (2) too late to send the notice of proposed **members'** resolution or a copy of the **members'** statement to **members** with a notice of meeting, then the **members** who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in distributing the proposed **members'** resolution or a copy of the **members'** statement.

Members may pass a resolution at the **general meeting** that the **company** will pay these expenses.

37.2 The **company** does not need to send the notice of proposed **members'** resolution or a copy of the **members'** statement to **members** if:

- (1) it is more than 1000 words long
- (2) the **board** consider it may be defamatory
- (3) rule 37.1(2) applies, and the **members** who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed **members'** resolution or a copy of the **members'** statement to **members**, or
- (4) in the case of a proposed **members'** resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the **members**.

38 Circular resolutions of members

38.1 Subject to rule 38.3, the **directors** may put a resolution to the **members** to pass a resolution without a **general meeting** being held (a circular resolution).

38.2 The **directors** must notify the **auditor** (if any) as soon as possible that a circular resolution has or will be put to **members** and set out the wording of the resolution.

38.3 Circular resolutions cannot be used:

- (1) for a resolution to remove an **auditor**, or remove a **director**
- (2) for passing a **special resolution**, or
- (3) where the **Corporations Act** or this constitution requires a meeting to be held.

38.4 A circular resolution is passed if all the **members** entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in rule 38.5 or rule 38.6.

38.5 **Members** may sign:

- (1) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
- (2) separate copies of that document, if the wording is the same in each copy.

38.6 The **company** may send a circular resolution by email to **members** and **members** may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

39 How many votes a member has

39.1 Each **member** has one vote.

40 Chair's extra vote at general meetings

40.1 In the case of tied vote, either under rule 42 or rule 43, the **Chair** of the **general meeting** has a casting vote in addition to any vote they have as a **member**.

40.2 The **Chair** can choose when and how they want to use their casting vote.

41 Challenge to member's right to vote

41.1 A **member** or the **Chair** may only challenge a person's right to vote at a **general meeting** at that meeting.

41.2 If a challenge is made under rule 41.1, the **Chair** must decide whether the person may vote. The **Chair's** decision is final.

42 How voting is carried out

42.1 Voting must be conducted and decided by:

- (1) a show of hands
- (2) a poll, or
- (3) another method chosen by the **Chair** that is fair and reasonable in the circumstances.

42.2 Before a vote is taken, the **Chair** must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

42.3 On a show of hands, the **Chair's** decision is conclusive evidence of the result of the vote.

42.4 The **Chair** and the meeting minutes do need to state the number or proportion of votes recorded in favour or against on a show of hands.

43 When and how a vote for a poll must be held

43.1 A vote by poll may be demanded on any resolution instead of a show of hands by:

- (1) the **Chair**
- (2) at least 5 **members present** at the meeting and entitled to vote on resolutions, or
- (3) at least 5% of **members**.

43.2 Subject to rule 43.3, a vote by poll must be taken how the **Chair** directs.

43.3 A vote by poll must be held immediately if it is demanded under rule 43.1 and it is for:

- (1) the election of a **Chair** under rule 33.2, or
- (2) request has been made to adjourn the meeting.

43.4 A demand for a vote by poll may be withdrawn.

44 Appointment of proxy

44.1 An **Individual Member** can appoint a person to attend and vote for them:

- (1) if they cannot attend a **general meeting**
- (2) a notice has been given to **members** and it includes a **special resolution**, and
- (3) they have given the **company** a completed proxy form (either by mail or electronic) at least 48 hours before the meeting.

44.2 A proxy does not need to be a **member** and can be appointed to represent more than **member**.

44.3 A completed proxy form must contain:

- (1) the **member's** name and address
- (2) the **National Disability Research Partnership Ltd's** name
- (3) the proxy's name or the name of the office held by the proxy, and
- (4) the meeting at which the appointment may be used.

44.4 A form appointing a proxy can say that a proxy must vote a certain way.

44.5 A proxy appointed to attend and vote for a **member** has the same rights as the **member** to:

- (1) speak at the meeting, and
- (2) vote (but only to the extent allowed by their appointment).

44.6 If the **Individual Member** turns up to the meeting, their proxy does not have the authority to speak and vote for that **member** while they are present at that meeting.

45 Voting by proxy

45.1 A proxy can vote under rule 42 and rule 43.

45.2 When a vote is held, a proxy:

- (1) does not need to vote, unless the proxy appointment specifies the way they must vote

- (2) if the way they must vote is specified on the proxy form, must vote that way, and
- (3) if the proxy is also an **Individual Member** or holds more than one proxy, they may cast the votes held in different ways.

Directors

46 Number of directors

- 46.1 The people on the **board** are called **directors**.
- 46.2 Subject to rule 48, the minimum number of **directors** for the **board** is 5, of which at least 3 must be **Independent Directors**.
- 46.3 The maximum number of **directors** set under this constitution is 11.

47 The board

- 47.1 The **board** is to be comprised of:
- (1) the **Chair**, who must be a person with disability
 - (2) Up to 8 **Independent Directors**, including 3 nominated by the **Disability Representative Organisations** (DROs), and
 - (3) Up to 2 **Commonwealth, State or Territory Directors**.
- 47.2 All **director** appointments are subject to the board representation requirements and nomination requirements under rule 53 and 54.

48 Directors on registration and Interim Board

- 48.1 **Directors** for the **Interim Board** are listed in **Schedule 2** and named in the application for registration of the **company**.
- 48.2 The **directors** listed under **Schedule 2** will:
- (1) serve a **term** up to 12 months
 - (2) appoint an **Interim Chair** amongst themselves.
- 48.3 The **Chair** and **directors** appointed under rule 49.1 and rule 52.1 may join the **board** (including the **Interim board**) from the date they are appointed by the **Relevant Commonwealth Minister**.
- 48.4 The minimum number of **directors** for the **Interim Board** is 3.

For clarity, **directors** for the **Interim Board** listed in **Schedule 2** are considered **Independent Directors** and are eligible for further appointments as a director.

49 Chair

- 49.1 Subject to rule 54, the **Relevant Commonwealth Minister** will appoint a person as the **Chair** of the **board**. In making this appointment the **Relevant Commonwealth Minister** may consult the **board**.
- 49.2 The **Chair** will hold office for a term of 3 years from the date they were appointed under rule 49.1.
- 49.3 Before the expiry of a **term** or upon vacancy of the **Chair**, the **board** may request the **Relevant Commonwealth Minister** appoint a person under rule 49.1.
- 49.4 The **Chair** can only be appointed for a maximum of 2 consecutive **terms** and must not act as **director** for a period which is longer than 2 Terms of Office, commencing from the date of their first appointment.
- 49.5 The **Chair** must not be employed by the Commonwealth, a State of Australia, or a Territory of Australia.
- 49.6 The **board** may appoint a **deputy chair** by passing a resolution at a **board meeting**. The **deputy chair** will fill in for the **Chair** when they are unavailable.
- 49.7 If the **Relevant Commonwealth Minister** does not appoint a **Chair** under rule 49.1 and it has been at least 11 months, the **Independent Directors** may fill the vacancy under rule 55.2.

50 Independent Directors

- 50.1 Subject to rule 54, an **Independent Director** will be appointed by passing a **directors'** resolution at a **board meeting**, following a recommendation from the **Nominations Committee**.
- 50.2 An **Independent Director** will hold office for a term up to 3 years from the date of their appointment.
- 50.3 An **Independent Director** can only be appointed for a maximum of 2 terms and must not act as **director** for a period which is longer than 2 Terms of Office, commencing from the date of their first appointment.
- 50.4 **Independent Directors** appointed under rule 50.1 are recommended by the **Nominations Committee**.
- 50.5 The **board** may decide to set shorter terms (for example, 2 years) for **Independent Directors**.

51 Nomination Committee

- 51.1 **Chair** of the **board** will be the **Chair** of the **Nominations Committee**.

51.2 The **Chair** of the **board** will ensure the composition of the **Nomination Committee** is representative of **members**.

51.3 The **Chair's** decision on what is representative is final.

51.4 The **Nominations Committee** will ensure people nominated meet the skills required to ensure the board can achieve the company's objectives.

For clarity, rule 51.2 does not require the **Nomination Committee** to have all **members** represented or be part of this committee.

52 Appointment of Commonwealth, State or Territory Directors

52.1 Subject to rule 54, the **Relevant Commonwealth Minister** may appoint up to 2 **Commonwealth, State or Territory Directors**.

52.2 The **Commonwealth, State or Territory Directors** will hold office for a **term** of up to 3 years from the date they were appointed under rule 52.1.

52.3 Before the expiry of a **term** or upon vacancy of a **Commonwealth, State or Territory Director**, the **board** may request the **Relevant Commonwealth Minister** to appoint a person under rule 52.1.

53 Board representative requirements

53.1 The majority of **directors** appointed to the **board** must be people with disability.

53.2 The **board** is to be made up of **directors** with the relevant:

- (1) experience and knowledge of disability research
- (2) technical and professional skills
- (3) knowledge and understanding of effective governance, and
- (4) attributes and competencies necessary to work with others.

People with disability are encouraged to nominate for **director** positions. The **company**, **company** staff, **secretary** and other **directors** will support them to carry out their duties.

53.3 **Directors** must be **members** of the **company**.

54 Director nomination requirements

54.1 Regardless of the nomination and appointment process outlined in this **company** constitution for the **Chair**, **Independent Directors**, or **Commonwealth, State or Territory Directors**, all nominees must prior to their appointments:

- (1) give the **company** their signed consent to act as a **director** of the **company**

- (2) confirm they are not disqualified from being a **director** under the **Corporations Act** or the **ACNC Act**, and
- (3) Meet the board representative requirements under rule 53, and
- (4) Confirm in writing their agreement with the **Guiding Principles** listed under rule 8.

55 Vacancies

55.1 A **director** may be appointed to fill a vacancy at any time in accordance with:

- (1) for the **Chair**, rule 49, unless rule 55.2 applies.
- (2) for **Independent Directors**, rule 51, or
- (3) for the **Commonwealth, State or Territory Director**, rule 52.

55.2 The **Independent Directors** may appoint a **Chair** when:

- (1) they have given at least 1 months' notice to the **Relevant Commonwealth Minister** outlining their intention to appoint a **Chair**, and
- (2) the **Chair** of the **board** (appointed under rule 49.1) has remained vacant (continuous) for at least 12 months.

55.3 Subject to rule 55.2, the **Independent Directors** may seek nominations from the **nominations committee**, then appoint a **Chair** by passing a resolution at a **board meeting**.

55.4 If rule 55.3 has been relied upon, the **board** may make any subsequent appointments for a **Chair** by passing a resolution at a **board meeting**, without the need to comply with rule 55.2.

For clarity, time spent by the **deputy chair**, **interim chair** or a **Chair** appointed under rule 33.2 or 67.3 is not counted as part of 12 months set under rule 55.2.

56 When a director stops being a director

56.1 A **director** stops being a **director** if they:

- (1) give written notice of resignation as a **director** to the **company**
- (2) die
- (3) are removed as a **director** by a resolution of the **members**
- (4) become ineligible to be a **director** of the **company** under the **Corporations Act** or the **ACNC Act**, or
- (5) their term expires.

57 Removal of directors

- 57.1 Subject to rule 36, **Members** may notify the **company** in writing they intend to put forward a resolution to remove a **director**.
- 57.2 The notice to the **company** may include information such as:
- (1) Their failure to fulfill responsibilities as a **director** (for example, attendance at **board** and committee meetings)
 - (2) The conduct and behaviour demonstrated by the **director** is not fit for a responsible person
 - (3) Failure to comply with the **Members' Charter**, or
 - (4) The person's conduct outside of the **company** has brought their position as a **director** of the **company** into disrepute.
- 57.3 The **members** must tell the **company** at least 2 months before the **general meeting** that the **members** intend to request a vote.
- 57.4 Subject to rule 28, a vote by **members** to remove a director can be held within 2 months, if the **board** decided to call a **general meeting** after the **company** has received a request from **members** to remove a director.
- 57.5 The **company** must give the **director** a copy of the notice as soon as practicable after it is received.
- 57.6 The **director** has a right to put a case to **members** by:
- (1) giving the **company** a written statement for circulation to **members**, and
 - (2) speaking to the motion at the meeting.
- 57.7 The written statement is to be circulated by the **company** to **members** by:
- (1) sending a copy to everyone who was sent the notice, providing there is time to do so, and
 - (2) if there is not time to comply with rule 57.6 (1)—having the statement distributed to **members** attending the meeting and read out at the meeting before the resolution is voted on.
- 57.8 The **director's** statement does not have to be circulated to **members** if it is more than 1,000 words long or defamatory.

Powers of directors

58 Powers of directors

- 58.1 The **directors** are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in rule 7.
- 58.2 The **directors** may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by **members**.
- 58.3 The **directors** must decide on the responsible financial management of the **company** including:
- (1) any suitable written delegations of power under rule 59, and
 - (2) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 58.4 The **directors** cannot remove a **director** or **auditor**. **Directors** and **auditors** may only be removed by a **members'** resolution at a **general meeting**.

59 Delegation of directors' powers

- 59.1 The **directors** may delegate any of their powers and functions to a committee, a **director**, an employee of the **company** (such as the Chief Executive Officer) or any other person, as they consider appropriate.
- 59.2 The delegation must be recorded in the **company's** minutes.

60 Director remuneration

- 60.1 The **Chair** and **Independent Directors** may be remunerated for their services.
- 60.2 The amount paid to **directors** under rule 60.1 will be determined by the **board**.
- 60.3 The remuneration amount paid to **directors** under rule 60.1 must be made transparent to **members**.
- 60.4 The **Commonwealth, State or Territory Directors** are not eligible to receive any remuneration for their services in their capacity as a **director** of the **company**.

61 Payments to directors

- 61.1 The **company** may also permit payments to **directors** in the following circumstances:
- (1) for the payment of out-of-pocket expenses incurred in carrying out the duties of a **director** where the payments do not exceed the amount approved by the **board**, or
 - (2) for any service rendered to the **company** in a professional or technical capacity where the provision of that service has the prior approval of the **board** and the amount payable is approved by a resolution of the **board** and is on reasonable commercial terms.

61.2 The **board** must approve all payments to **directors** under rule 60.1.

62 Reports or documents to be approved by members

62.1 The **board** will seek approval by **members' resolution** of any report or document as required by the *Charities Act*.

Duties of directors

63 Duties of directors

63.1 The **directors** must comply with their duties as **directors** under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act**.

64 Conflicts of interest

64.1 If a **director** has a conflict of interest, they must tell the **board**.

64.2 The **board** will establish and maintain a standing register of interests.

64.3 A **director** must disclose the nature and extent of any actual, potential or perceived material conflict of interest in a matter that is being considered at a **board meeting** (or that is proposed in a circular resolution):

- (1) to the other **directors**, or
- (2) if all the **directors** have the same conflict of interest, to the **members** at the next **general meeting**, or at an earlier time if reasonable to do so.

64.4 The disclosure of a conflict of interest by a **director** must be recorded in the **company's** conflict of interest (or equivalent) register.

64.5 Each **director** who has a material personal interest in a matter that is being considered at a meeting of **directors** (or that is proposed in a circular resolution) must not, except as provided under rules 64.6:

- (1) be present at the meeting while the matter is being discussed, or
- (2) vote on the matter.

64.6 A **director** may still be present and vote if:

- (1) their interest arises because they are a **member** of the **company**, and the other **members** have the same interest
- (2) their interest relates to an insurance contract that insures, or would insure, the **director** against liabilities that the **director** incurs as a **director** of the **company** (see rule 85)

- (3) their interest relates to a payment by the **company** under rule 84 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
- (4) the Australian Securities and Investments Commission (ASIC) makes an order allowing the **director** to vote on the matter, or
- (5) the **directors** who do not have a material personal interest in the matter pass a resolution that:
 - (a) identifies the **director**, the nature and extent of the **director's** interest in the matter and how it relates to the affairs of the **company**, and
 - (b) states that those **directors** are satisfied that the interest should not stop the **director** from voting or being present.

Board meetings

65 When the board meets

65.1 The **board** may decide how often, where and when it meets.

66 Calling board meetings

66.1 A **director** may call a **board meeting** by giving reasonable notice to all the other **directors**.

66.2 A **director** may give notice in writing or by any other means of communication that has previously been agreed to by the **board**.

67 Chair for board meetings

67.1 The **board Chair** will **Chair board meetings**.

67.2 If the **Chair** is unable to attend, the **deputy chair** will **chair** the meeting.

67.3 The **directors** at a **board meeting** may choose a **director** to be the **Chair** for that meeting if the elected **Chair** is:

- (1) not present within 15 minutes after the starting time set for the meeting, or
- (2) present but does not want to act as **Chair** of the meeting.

68 Quorum at board meetings

68.1 There must be quorum to hold a **board meeting**.

68.2 To have a quorum, there must be at least half the number of **directors** plus 1 of the **directors** attending.

68.3 A quorum must be present for the whole of the meeting.

69 Using technology to hold board meetings

69.1 The **board** can use technology to hold its meetings including:

- (1) by having meetings using only technology, and
- (2) by having meetings where people can attend in person or by using technology.

69.2 Anyone using technology gets counted as being at the meeting and towards the quorum.

70 Passing directors' resolutions

70.1 A **directors'** resolution must be passed by a majority of the votes cast by **directors** present and entitled to vote on the resolution.

71 Chair's casting vote

71.1 If there is a tied vote under rule 70.1, the **Chair** of the **board meeting** has a second casting vote.

71.2 The Chair can choose when and how they want to use their second casting vote under rule 71.1.

72 Circular resolutions of directors

72.1 The **directors** may decide to pass a circular resolution without having a **board meeting** .

72.2 A circular resolution is passed if all the **directors** entitled to vote on the resolution sign or otherwise agree to it by following rule 72.3 or rule 72.4.

72.3 Each **director** may sign:

- (1) a single document setting out the resolution and containing a statement that they agree to the resolution, or
- (2) separate copies of that document, if the wording of the resolution is the same in each copy.

72.4 The **company** may send a circular resolution by email to the **directors** and the **directors** may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

72.5 A circular resolution is passed when the last **director** signs or otherwise agrees to the resolution in the manner set out in rule 72.3 or rule 72.4.

Secretary

73 Appointment and role of secretary

73.1 The **company** must have at least 1 **secretary**, who may also be a **director**.

73.2 A **secretary** must be appointed by the **board** (after giving the **company** their signed consent to act as **secretary** of the **company**) and may be removed by the **directors**.

73.3 The **board** must decide the terms and conditions under which the **secretary** is appointed, including any remuneration.

73.4 The role of the **secretary** includes:

- (1) maintaining a register of the **company's members**, and
- (2) maintaining the minutes and other records of **general meetings** (including notices of meetings), **board meetings** and circular resolutions.

Dispute resolution and disciplinary procedures

74 Dispute resolution

74.1 The dispute resolution procedure in this rule applies to disputes (disagreements) under this constitution between a **member** or **director** and:

- (1) one or more **members**
- (2) one or more **directors**, or
- (3) the **company**.

74.2 A **member** cannot start a dispute resolution procedure if it is related to a disciplinary procedure currently underway under rule 75 until the disciplinary procedure is completed.

74.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

74.4 If those involved in the dispute do not resolve it under rule 74.3, they must within 10 days:

- (1) tell the **directors** about the dispute in writing
- (2) agree or request that a mediator be appointed, and
- (3) attempt in good faith to settle the dispute by mediation.

- 74.5 The mediator must:
- (1) be chosen by agreement of those involved, or
 - (2) where those involved do not agree:
 - (a) for disputes between **members**, a person chosen by the **directors**, or
 - (b) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.

- 74.6 A mediator chosen by the **directors** under rule 74.5(2)(a):
- (1) may be a **member** or former **member** of the **company**
 - (2) must not have a personal interest in the dispute, and
 - (3) must not be biased towards or against anyone involved in the dispute.

- 74.7 When conducting the mediation, the mediator must:
- (1) allow those involved a reasonable chance to be heard
 - (2) allow those involved a reasonable chance to review any written statements
 - (3) ensure that those involved are given natural justice, and
 - (4) not decide on the dispute.

75 Disciplining members

- 75.1 The **board** may decide to pass a resolution at a **board meeting** to warn, suspend, or expel a **member** from the **company**.

- 75.2 The **board** can do this when:
- (1) the **member** has breached this constitution
 - (2) the **member** has breached the **Members' Charter**, or
 - (3) the **member's** behaviour is causing, has caused, or is likely to cause harm to the **company**.

For clarity, this rule applies to all **members**. **Organisation Members** may also be warned, suspended, or expelled because of the actions taken by their **Organisation Member Representative**, **company** employees, **members**, responsible people, volunteers or any other individuals or group who are connected to their organisation.

- 75.3 The **secretary** will notify the **member** in writing at least 14 days before the **board** will meet to vote on a resolution to warn, suspend, or expel a **member** from the **company**.

- 75.4 The **member** will be told in writing:
- (1) the **board** is considering a resolution to warn, suspend or expel the **member**
 - (2) that this resolution will be considered at a **board meeting** and the date and time of that meeting
 - (3) what the **member** is said to have done or not done
 - (4) the nature of the resolution that has been proposed, and
 - (5) that the **member** may provide an explanation to the **board**, and details of how to do so.

75.5 Before the **board** pass any resolution under rule 75.1, the **member** must be given a chance to explain or defend themselves by:

- (1) sending the **directors**, a written explanation before that **board meetings**, and/or
- (2) speaking at the meeting.

75.6 After considering any explanation under rule 75.5, the **board** may:

- (1) take no further action
- (2) warn the **member**
- (3) suspend the **member's** rights as a **member** for a period of up to 12 months
- (4) expel the **member**
- (5) refer the decision to an unbiased, independent person on conditions that the **board** considers appropriate, or
- (6) require the matter to be determined at a **general meeting**.

For clarity, where an unbiased, independent person is engaged under rule 75.6(5), that person can only decide what actions can be taken based on the conditions set by the **board**.

75.7 The **board** cannot fine a **member**.

75.8 The **secretary** will notify the **member** in writing as soon as possible on the decision that has been made under rule 75.6.

75.9 Disciplinary procedures must be completed as soon as reasonably practical.

75.10 There will be no liability for any loss or injury suffered by the **member** because of any decision made in good faith under this rule.

Minutes and records

76 Minutes and records

76.1 The **company** must, within 1 month, make and keep the following records:

- (1) minutes of proceedings and resolutions of **general meetings**
- (2) minutes of circular resolutions of **members**
- (3) a copy of a notice of each **general meeting**, and
- (4) a copy of a **members'** statement distributed to **members** under rule 25.

76.2 The **company** must, within 1 month, make and keep the following records:

- (1) minutes of proceedings and resolutions of **board meetings** (including meetings of any committees), and
- (2) minutes of circular resolutions of **directors**.

76.3 To allow **members** to inspect the **company's** records:

- (1) the **company** must give a **member** access to the records under rule 76.1, and
- (2) the **directors** may authorise a **member** to inspect other records of the **company**, including records referred to in rule 76.1 and rule 76.2.

76.4 The **directors** must ensure that minutes of a **general meeting** or a **board** meeting are signed within a reasonable time after the meeting by:

- (1) the **Chair** of the meeting, or
- (2) the **Chair** of the next meeting.

76.5 The **directors** must ensure that minutes of the passing of a circular resolution (of **members** or **directors**) are signed by a **director** within a reasonable time after the resolution is passed.

77 Financial and related records

77.1 The **company** must make and keep written financial records that:

- (1) correctly record and explain its transactions and financial position and performance, and
- (2) enable true and fair financial statements to be prepared and to be audited.

77.2 The **company** must also keep written records that correctly record its operations.

77.3 The **company** must retain its records for at least 7 years.

77.4 The **directors** must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

78 By-laws

78.1 The **directors** may pass a resolution to make by-laws to give effect to this constitution.

78.2 **Members** and **directors** must comply with by-laws as if they were part of this constitution.

Notice

79 What is notice

79.1 Anything written to or from the **company** under any rule in this constitution is written notice and is subject to rule 80 to 82, unless specified otherwise.

79.2 Rules 80 to 82 do not apply to a notice of proxy under rule 44.1(3).

80 Notice to the company

80.1 Written notice or any communication under this constitution may be given to the **company**, the **directors**, or the **secretary** by:

- (1) delivering it to the **company's** registered office
- (2) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided, or
- (3) sending it to an email address or other electronic address notified by the **company** to the **members** as the **company's** email address or other electronic address.

81 Notice to members

81.1 Subject to rule 92, written notice or any communication under this constitution may be given to a **member**:

- (1) in person
- (2) by posting it to, or leaving it at the address of the **member** in the **register of members** or an alternative address (if any) nominated by the **member** for service of notices
- (3) sending it to the email or other electronic address nominated by the **member** as an alternative address for service of notices (if any), or

- (4) if agreed to by the **member**, by notifying the **member** at an email or other electronic address nominated by the **member**, that the notice is available at a specified place or address (including an electronic address).

81.2 If the **company** does not have an address (either, electronic or mailing address) for the **member**, the **company** is not required to give notice in person.

82 When notice is taken to be given

82.1 A notice:

- (1) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (2) sent by post, is taken to be given on last day of the interstate post standards outlined by Australian Post after it is posted with the correct payment of postage costs.
- (3) sent by email or other electronic method, is taken to be given on the business day after it is sent, and
- (4) given under rule 81.1(4) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

83 Company's financial year

83.1 The **company's** financial year is from 1 July to 30 June, unless the **directors** pass a resolution to change the financial year.

Indemnity, insurance, access, funding and legal information

84 Indemnity

84.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses, and charges) incurred by that person as an officer of the **company**.

84.2 In this rule, 'officer' means a **director** or **secretary** and includes a **director** or **secretary** after they have ceased to hold that office.

84.3 In this rule, 'to the relevant extent' means:

- (1) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and

- (2) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

84.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

85 Insurance

85.1 To the extent permitted by law (including the **Corporations Act**), and if the **directors** consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

86 Directors' access to documents

86.1 A **director** has a right of access to the financial records of the **company** at all reasonable times.

86.2 If the **directors** agree, the **company** must give a **director** or former **director** access to:

- (1) certain documents, including documents provided for or available to the **directors**, and
- (2) any other documents referred to in those documents.

87 Funding

87.1 The **company** will ensure it remains an independent charity by taking steps to:

- (1) Attract research investment from diverse sources (governments and non-government)
- (2) Promote community trust through community involvement and rigorous and ethical research approaches.

Winding up

88 Surplus assets not to be distributed to members

88.1 If the **company** is wound up, any surplus assets must not be distributed to a **member** or a former **member** of the **company**, unless that **member** or former **member** is a charity described in rule 89.1.

89 Distribution of surplus assets

- 89.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in rule 89.4) that remain after the **company** is wound up must be distributed to 1 or more charities:
- (1) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 7
 - (2) which also prohibit the distribution of any surplus assets to its **members** to at least the same extent as the **company**, and
 - (3) that is or are deductible gift recipients within the meaning of *the Income Tax Assessment Act 1997 (Cth)*.
- 89.2 The decision as to the charity or charities to be given the surplus assets must be made by a **special resolution of members** at or before the time of winding up. If the **members** do not make this decision, the **company** may apply to the Supreme Court to make this decision.
- 89.3 If the **company's** deductible gift recipient endorsement is revoked (whether or not the **company** is to be wound up), any surplus gift funds must be transferred to 1 or more charities that meet the requirements of 89.1(1), 89.1(2) and 89.1(3), as decided by the **directors**.
- 89.4 For the purpose of this rule:
- (1) 'gift funds' means:
 - (a) gifts of money or property for the principal purpose of the **company**
 - (b) contributions made in relation to a fund-raising event held for the principal purpose of the **company**, and
 - (c) money received by the **company** because of such gifts and contributions.
 - (2) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997 (Cth)*.

Definitions and Interpretations

90 Definitions

90.1 There are some words that are not easy to read or understand. These words will be in bold. Here is a list of important words and what they mean:

ACNC Act is a law for charities. The **National Disability Research Partnership Ltd** is a charity and must follow ACNC rules. The full name of the act is the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)*.

Auditor means any person appointed for to perform the duties of an **auditor** of the **company**.

Board means the **board** of **directors** of the **company**.

Board Meeting means a meeting of the **company's board**.

Chair means a person who is appointed by the **Relevant Commonwealth Minister** as the **Chair** of the **National Disability Research Partnership Ltd**.

Charities Act is the *Charities Act 2013 (Cth)* and is a law for charities.

Chief Executive Officer or CEO means an employee appointed by the **board** to manage the **National Disability Research Partnership Ltd**.

Commonwealth means the Commonwealth of Australia.

Commonwealth, State or Territory Director means a person appointed by the **Relevant Commonwealth Minister**.

Company means the **National Disability Research Partnership Ltd**. It is the **company** referred to under rule 1.

Corporations Act is the *Corporations Act 2001 (Cth)* and is a law for companies. The **National Disability Research Partnership Ltd** is a company and must follow the rules under this law.

Director means a person appointed from time to time to the **board**. They are appointed by the rules in this constitution. A director has responsibilities, obligations and duties they must fulfil under many laws.

Disability Representative Organisation is an organisation receiving Commonwealth grant funding to provide systemic advocacy for Australians with disability.

Deputy Chair means the person elected by the board to perform the role and functions of the **Chair** when the **Chair** is absent or chooses not to chair the meeting.

Execution of Documents means the signing of documents by authorised officeholders of the company in a way that meets legislative requirements.

Founding Member means a person who is named in the application for registration of the **company**, with their consent, as a proposed **member** of the **company**.

Guiding Principles means the **guiding principles** which were established to set the foundations for the **company** and were developed after significant consultation with stakeholders and drawing on the United Nations Convention on the Rights of Persons with Disabilities.

General meeting means a meeting of **members** and includes the annual general meeting.

Income Tax Assessment Act 1997 (Cth) means a tax law. It includes any changes to the Act or decisions made by the Australian Tax Office.

Interim Board means the **Interim Directors** listed in **Schedule 2** and who established the **National Disability Research Partnership Ltd**.

Interim Chair means the person elected by the **Interim Board**. They will be replaced by the **Chair** who is appointed by the **Relevant Commonwealth Minister**.

Independent Director means a **director** appointed in accordance with rule 50.

Individual Member means a **Founding Member** or a person who has been approved to become a **member** of the **National Disability Research Partnership Ltd**.

Member means a person or organisation who has been accepted to be a **member** and recorded in the **company register of members** of the **National Disability Research Partnership Ltd**.

Member present means, in connection with a general meeting, a member present in person, by representative or by proxy at the venue or venues or through **technology**.

Members' Charter means the charter governing the conduct of **members** as issued by the **company**.

Nominations Committee is a committee of the **board** created to manage the nominations of **Independent Directors**.

Notice in writing includes communication in a format approved by the **board** for transacting company business.

Objectives means the objectives of the **company** as set out in rule 7.

Organisation Member is a legal entity (for example, a not-for profit company or a research institution) that meets the eligibility criteria under rule 16 and has been accepted for membership by the board.

Organisation Member Representative is a person nominated to represent the **Organisation Member** at meetings and vote on resolutions.

Poll means using either an online, paper or combination of online and paper system to cast a vote. A system (electronic or paper) will be used to record and capture **poll** results.

Register of members means the register that must be kept under the **Corporations Act**.

Registered charity means a charity that is registered under the **ACNC Act**.

Relevant Commonwealth Minister means the Commonwealth Minister responsible for disability as part of the Australian Government.

Special resolution means a resolution:

- i. of which notice has been given under rule 28.7(1)
- ii. requires at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and
- ii. required to be passed under the **Corporations Act**.

Surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

Secretary means any person appointed to perform the duties of **secretary** of the **company** and any person appointed to act temporarily as **secretary**.

Term means a set period (for example, 3-years) during which a person will hold a position on the **board**.

Technology includes, but is not limited to, the use of digital technology to conduct a meeting virtually, in person or combination of virtually and in person, and any other assistive technology that may support full participation in the business of the company.

91 Understanding the rules

91.1 The constitution sets out the rules that guide how a **company** is run.

91.2 The rules under this section help you read the constitution.

91.3 There are headings which help you read and understand this constitution.

91.4 In the constitution, the reference to some singular words may also mean the plural equivalent, for example, “a person” may also mean more than 1 person.

91.5 When reading this constitution, take care to ensure the rules are read in full (for example, all of rule 20) and not in isolation of each other (for example, just rule 20.3).

91.6 The word “may”, is an important word to look for as it means the function can be exercised or not exercised, at discretion. The word “must”, is also another important word as it means the function is required to be exercised.

91.7 Some words are capitalised because they have a specific meaning. As an example, **Independent Director** is capitalised as it is specific to this constitution. Generic terms such as **board**, **member** or **director** are not capitalised.

91.8 The term “**Chair**” may also mean a person acting as the **Chair**, like the **deputy chair** or **interim chair**.

91.9 Where the constitution mentions a law (for example, **ACNC Act**) it includes every change to or replacement of that law and any subordinate legislation (for example, an instrument or regulation) made by that law.

91.10 The words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression.

92 Sending things by mail or electronically

92.1 If the constitution says something must be done in writing this may include sending it electronically. An example is sending it by email.

92.2 If a **member** asks for things to be sent by post, the **Corporations Act** says this must be done.

92.3 If a **member** asks for things to be sent electronically, the **Corporations Act** says this must be done.

Signatures

93 Counterparts

93.1 This constitution may be signed in any number of counterparts. Each counterpart is an original, but the counterparts together are one and the same document.

94 Signing

94.1 The persons whose names are written in **Schedule 1** agree to this constitution and to be **members** of the **company**.

94.2 The persons whose name are written in **Schedule 2** agree to this constitution and to be **Interim Directors** of the **company**.

Name

Scott Avery

Bruce Bonyhady

Lesley Chenoweth

Tessa de Vries

Helen Dickinson

Gordon Duff

Ellen Fraser-Barbour

Keran Howe

Anne Kavanagh

Elizabeth Kendall

Gwynnyth Llewellyn

Helen Christina Ryan

Jaqueline Scully

Ian Watt

Name

Keran Howe

Anne Kavanagh

Jaqueline Scully
