

# Agenda Item 8.

## Special Resolutions Constitution Review

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This paper is to communicate the proposed amendments to the Constitution which are put to Members for voting as part of the 2016 AGM.

As detailed below, there are 11 modifications to the HISA Constitution which members are asked to vote on. These changes are grouped into 8 categories of changes:

- A. Voting at the national AGM
- B. Student members
- C. Special Interest Groups
- D. Branch & Board processes
- E. Branch Committees
- F. Board Casual Vacancies
- G. It's 2016 and we really don't use paper anymore (if we can help it!)
- H. Various 'clean up'

### Objectives of Changes

Overall objectives of the proposed constitutional changes are:

- A. **Voting at the national AGM** - To allow for Board elections to be conducted prior to the AGM with the results announced at the AGM (section 61).

At present, online voting pre-AGM is permitted, but voting at the AGM must also be given as an option. The changes proposed will give the Board the option to choose to have voting at the AGM, without requiring it. Online voting has been shown to increase member engagement in voting. Not requiring voting at the AGM streamlines processes, is more efficient, enables announcement of outcome of voting at the AGM and allows more time at the AGM for the annual reports and networking.

- B. **Student members** - To allow for student members to stand for and vote in branch committee elections (section 13 and 81).

The aim of this change is to increase opportunities to contribute to and be part of HISA leadership. The changes retain the current restriction on students standing for and voting in national AGMs and HISA Board leadership.

- C. **Special Interest Groups** – To document the broad responsibilities of HISA SIGs (sections 73 and 74).

- D. **Branch & Board processes** - General clean-up of the operation of Board & Branches to reflect the reality of how they work. For example, Branches do not require a treasurer as all financial matters are handled by national office (various sections).
- E. **Branch Committees** - To increase the term of Branch committees from 1 year to 2 years (section 81).  
The advantages of extending the term are to increase consistency and 'ownership' of state branch activities; with the current 1 year terms, newly elected committees only control 6 months of the annual program of activities.
- F. **Board Casual Vacancies** - To allow the Board to fill a casual vacancy without going through the full Board nomination process (section 66).  
At present members nominate to fill the vacancy and Board members choose a member from those nominees. The current process provides members with an opportunity to seek a board position without entering a competitive member voting process. However, it is a large administrative burden and is currently required, even to fill a position for just a few months. The proposed change would not require member nominations and the Board can choose how to fill the vacancy; it is purposefully non-prescriptive so successive Boards are able to modify the process as they see fit.
- G. **It's 2016 and we really don't use paper anymore (if we can help it!)** - To recognise that the operations of HISA are conducted electronically by removing references to the keeping of (paper) books (various sections).
- H. **Various 'clean up'** – clean-up of minor grammatical errors (various sections).

## Agenda Item 8 Special Resolutions

### A. Voting at the national AGM

- 1) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution section 61 to allow for Board elections to be conducted prior to the AGM with the results announced at the AGM. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendments:*

- (b) If there are more nominees than Board positions for elected Board positions, then those positions will be determined by an election *to be* held at *and/or prior to* the Annual General Meeting.
- (c) *Where* Board elections *are* held at the Annual General Meeting *they* will be conducted by the Returning Officer by secret ballot.
- ~~(e)~~(d) The Board may also provide for members to vote prior to the Annual General Meeting by such postal and/or electronic means as the Board and the Returning Officer may endorse. All ~~pre-poll~~ votes shall be delivered to the Returning Officer prior to the

commencement of the Annual General Meeting ~~and shall be counted equally along with proxy votes and votes cast at the meeting.~~

- ~~(d)~~(e) All rejected Board nominations forms will be available for scrutiny at the Annual General Meeting.

## B. Student members

- 2) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution sections 13 and 81 to allow for student members to stand for and vote in branch committee elections. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendments:*

- 13(b) A Student Member or a Reciprocal Member has the same rights as an Ordinary Member except that they cannot vote *at the national AGM, for Board positions and can not* ~~in any poll or election and cannot~~ be nominated for or be an elected Member *of the Board or vote for Board positions. Student members can vote for and be nominated for or be an elected Member of* a Branch Committee ~~or the Board.~~
- 81(b) *Positions on the branch committee for student members are capped at one (1).*

## C. Special Interest Groups

- 3) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution sections 73 and 74 to document the broad responsibilities of HISA SIGs. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendments:*

- 73(c) HISA Special Interest Groups comprise individual Members of HISA with a common interest in a particular discipline, field or topic of health informatics. *The roles and responsibilities, operations and limitations of such a group will be as determined by the Board from time to time.*
- 74 BRANCH ~~AND~~ *SPECIAL INTEREST* GROUP RESPONSIBILITIES
- 74(a) The purpose of a Branch *or Special Interest Group (SIG)* is to facilitate the work of HISA.
- 74(b) The Branch *or SIG* will act at all times in the interests of Members of HISA.
- 74(e) A Branch/*SIG* shall:
- (iii) record the minutes of all ~~Branch~~ meetings;

## D. Branch & Board processes

- 4) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution section 71(e) to disable a use of proxy when a Board member is absent from electronic forum. *(Deleted text has a strikethrough)*

*Amendment:*

- ~~(iv) a Board member, if absent, may appoint a proxy to debate and vote on items conducted by electronic forum; and~~

- 5) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution section 74 to reflect how HISA financial affairs are handled. (*The additional text is italicised; deleted text has a strikethrough*)

*Amendments:*

- (d) *All financial affairs of HISA are coordinated through the national office.* ~~Monies received by a Branch other than money from membership and money from centrally co-ordinated products and services, may be retained for the discretionary use of that Branch provided always that, use of such funds is lawful and consistent with the Constitution of HISA.~~
- (e)(ii) ~~record the matters in respect of receipts and expenditure that may take place and of the assets and liabilities of the Branch within its region in accordance with such regulations or directions as are made or given by the Board from time to time;~~

- 6) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution sections 78, 79, 85, 92, 94, 96 and 97 to reflect the reality of how Board & Branches work. (*The additional text is italicised; deleted text has a strikethrough*)

*Amendments:*

- 78(b) by postal ballot of Branch Members and/or such electronic means as the ~~Branch Committee~~*Board* may endorse.
- 79 If Branch Committee *determines that* elections are to be held by postal ballot *and/or electronic means*, the ~~postal~~ ballot will be conducted in the same manner as is prescribed by the Board from time to time. Such an election must be conducted before the Annual Branch Meeting for that financial year.
- 85(b) The Annual Branch Meeting will be held sufficiently in advance of the HISA Annual General Meeting to enable the Branch to provide ~~ratified financial statements, reports and notices of Board nominees~~ to the Board.
- ~~85(c) The Annual Branch Meeting will be held sufficiently in advance of the HISA Annual General Meeting to enable the Branch to provide ratified financial statements, reports and notices of Board nominees to the Board.~~
- 92(a) a payment to a Member who is not a Board Member, as reasonable remuneration for services provided or expenses incurred by that Member otherwise ~~then~~ *than* in its capacity as a Member if the payment or reimbursement is approved by the Board ~~or~~ if the Member is a Member of a Branch, ~~by the Branch Committee for that Branch;~~
- ~~94(b) The Secretary shall check or cause to be checked at least once each year the details in the Schedule to this Constitution and shall report to the Board the correctness and currency of the Schedule.~~
- 96(c) Subject to the Law HISA may execute a document *that required Board approval* without using a common seal if the document is signed by at least two duly authorised Board Members (other than co-opted Board Members) or a duly authorised Board Member (other than a co-opted Board Member) and the Company Secretary.

97 HISA will indemnify (either directly or through one or more interposed entities) any person who is or has been a Board Member ~~or Branch Committee Member~~, out of the funds of HISA against:

- 7) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution section 83 and 92 to remove Branch Treasurer since that role is not required as all financial matters are handled by national office; and to instead have a Branch Vice-Chairperson. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendments:*

83(a) (iii) Branch ~~Treasurer~~*Vice-Chairperson.*

92(c) a payment to a Member of a Branch Committee of the nature described in paragraph (b) of this Clause as if that person were a Board Member ~~and the payment is approved by the Board Executive / Treasurer (see also comment above re: delegation)~~*Branch Committee;*

## **E. Branch Committees**

- 8) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution section 81 to increase the term of Branch committees from 1 year to 2 years. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendment:*

81(b) ~~A Branch Committee Member holds office until the close of the Annual Branch Meeting following the year in which the Branch Committee Member was elected.~~ *A Branch Committee Members holds office until the close of the Annual Branch Meeting held in the second year after the Branch Committee was elected.*

## **F. Board Casual Vacancies**

- 9) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution section 66 to allow the Board to fill a casual vacancy without going through the full Board nomination process. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendment:*

66(b) ~~The Board will call for nominations to fill the vacancy from the Members at large in accordance with Clause 59(c).~~ *The Chairperson will call for nominations from Board Members to fill the vacancy from the Members at large.*

## **G. It's 2016 and we really don't use paper anymore (if we can help it!)**

- 10) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution sections 4, 69, 70, 71, 72, 84, 90, 98 and 99 to recognise that the operations of

HISA are conducted electronically by removing references to the keeping of (paper) books. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendments:*

- 4(h) providing ~~resources~~ and publishing *resources* of a magazine and newsletters using print and electronic media;
- 69(b) The activities of volunteers will be determined by the Board from time to time. ~~The activities will be recorded in writing in a book maintained for such purposes.~~
- 70(b) The Board shall determine rules for the appointment of representatives to external organisations from time to time. ~~The rules will be in writing and kept in book maintained for such purposes.~~
- 71(e) Subject to the Law, the proceedings of Board meetings held other than by face-to-face meeting and not otherwise provided for in this Constitution will be as determined by the Board from time to time. ~~Such determinations will be set down in a book held in the registered office for such purposes.~~ In all cases:
- 72(a) Minutes of all proceedings of meetings of HISA including proceedings of the Board and of HISA Branches, shall be ~~entered within one (1) month after the relevant meeting in minute books kept for that purpose~~ *kept by the registered office of HISA.*
- 84 Each SIG and Branch shall nominate one Member as the primary point of contact between HISA and the relevant Branch or SIG. ~~The Secretary shall keep or cause to be kept a register of HISA contacts.~~
- 90(a) The Treasurer shall maintain or cause to be maintained, correct accounts ~~and books~~ showing the financial affairs of HISA with full details of all receipts and expenditure connected with the activities of HISA.
- 90(c) The audited accounts ~~and books~~ shall be available for inspection by Members of the Board at any reasonable time.
- 98(a) (iii) by sending it to the ~~facsimile number or~~ electronic address (if any) nominated by the Member.
- 99(a) (i) at least twenty-one (21) days notice is given; and where such notice makes additional reasonable allowance for receipt of such notice by mail, ~~facsimile~~ *e-mail* or other appropriate means

## H. Various 'clean up'

- 11) Notice of motion. Notice is hereby given of a special resolution to amend the HISA Constitution sections 33, 62, 63, 65, 68, 70, 71, 78, 83, 88, 91, 92 and 94 to clean-up minor grammatical errors. *(The additional text is italicised; deleted text has a strikethrough)*

*Amendments:*

- 33(a) Subject to this Constitution, each Member present in person or by proxy at a meeting *of Members or an* of Annual General Meeting or a Branch shall be entitled to one vote.
- 62 When a secret ballot is to be held for the purposes of Clause ~~61(c)~~:
- 63(a) For the purposes of Clause ~~61~~, *the Returning Officer will determine Board positions on the basis that* following a secret ballot:

- 63(c) In the event of a ~~an~~ equal number of votes being counted for one or more Board positions, and where there are not sufficient vacant positions remaining to be filled, the winning candidate or candidates will be determined by lot.
- 65(c) delivers to the Secretary or Chairperson a written, facsimile, ~~e-~~Email or other appropriate notice of resignation;
- 68(a) The Chief Executive Officer, ~~he or she~~ will attend the registered office of HISA as determined by the Board.
- 70(e) Representatives to external organisations cannot make any public statement relating to HISA.
- 71(c) Subject to the Law, ~~Other~~ Board meetings may be conducted by telephone, video-conference or other appropriate electronic technologies.
- 78 The Branch Committee will hold a Branch Committee election during each calendar year. The ~~Branch Committee may conduct a Branch Committee~~ election *may be conducted*:
- 83(b) A ~~Board~~ Member who has not been elected to a Branch Committee in his or her own right cannot be a Member of the Branch Executive.
- 88 The funds of ~~the~~ HISA shall be derived from subscriptions, fees, grants and such other sources as the Board may approve.
- 91(b) The liability for funds borrowed must not exceed the fixed and current assets of HISA.
- 92(b) (iii) provision ~~Member~~ of an indemnity against liability incurred as an officer of HISA Board Member and against legal costs incurred in defending an action for liability incurred as Board Member of HISA to the extent permitted by the Law or an insurance premium paid under a contract insuring a Board Member who is or has been a Board Member of HISA to the extent permitted by the Law;
- 94(d) A Member may inspect any of the ~~books and~~ records after reasonable notice to the appropriate officer.