# CONSTITUTION OF THE
# HEALTH INFORMATICS SOCIETY OF AUSTRALIA LIMITED

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# Name, Status & Interpretation

## 1 NAME

The name of the Company is the Health Informatics Society of Australia Limited.

## 2 STATUS

HISA is a company limited by guarantee to:

- Operate predominantly for the promotion, development and attainment of its objects.
- Apply its income and any surplus in promoting its objects.
- Not carried on for the purpose of profit/gain to its individual members.

## 3 INTERPRETATION

In this constitution:

“Board” means the Board of HISA.

“Health Informatics” describes a scientific discipline dealing with the collection, storage, retrieval, communication and optimal use of health related information, data and knowledge. The discipline utilises the technologies and methodologies of the information sciences for the purposes of problem solving, decision-making and assuring highest quality health care in all basic and applied areas of biomedical science.

“Board Member” means a member of the Board elected pursuant to Clause 54.

“HISA” means the Health Informatics Society of Australia Limited.

“Branch” means the Branch described in Clause 73.

“Branch Committee” means the Branch Committee described in Clause 81.

“Financial Members” means any Member who must pay subscription fees under this Constitution.

“Law” means the Corporations Law.

"Member" means a Member of HISA.

"Membership" has a corresponding meaning to Member.

"Office Bearers" means the Chairperson, Vice-Chairperson, Secretary and Treasurer.

“Returning Officer” means a Member appointed by the Board, a Branch Committee or a SIG Committee to assist in the conduct of election processes.

"SIG" means the Special Interest Groups described in Clause 73,

"State" means any state or territory of Australia.

# Society Objectives

## 4 OBJECTS AND PURPOSES

The objectives of HISA are for better health though the sharing of knowledge and advancement of education in health informatics and digital health. HISA does this through:

(a) providing a national focus for Health Informatics including e-health activities;
(b) providing advocacy for and the promotion of Health Informatics;
(c) providing information collection, dissemination and communication;
(d) providing education curriculum development, teaching and training;
(e) providing standards promotion, advice, implementation and evaluation;
(f) providing research & development promotion, support and coordination;
(g) providing liaison with other bodies and authorities;
(h) providing and publishing resources using print and electronic media;
(i) providing support, advice & assistance to Members and others; and
(j) providing representation for Members, on external bodies and to government;

# Liability of Members

## 5 LIABILITY

Each Ordinary Member undertakes to contribute to HISA in the event of HISA being wound up while being a Member or within one year of ceasing to be a Member for the payment of debts and liabilities of HISA (before ceasing to be a Member), charges and expenses of winding up to an amount not exceeding fifty dollars (AUD$50.00).

# Membership

## 6 MEMBERSHIP

Membership of HISA is open to any individual or group with an interest in Health Informatics and who agrees to be bound by the objects and purposes of HISA described under Clause 4.

(a) Members shall comprise:

(i) Ordinary Member — a Member who subscribes as an individual;

(ii) Student Member — a full time student enrolled in academic institution approved by the Board;

(iii) Organisational Member — an incorporated association, society, institution, organisation, or company, whose objectives are similar to those of HISA and which assumes the entitlements of an Ordinary Member;

(iv) Honorary Life Member — an individual who is granted Membership by the Board because of distinguished service to HISA or to Health Informatics.

(v) Reciprocal Member – a member of an Organisation approved by the Board for reciprocal membership.

(vi) Affiliate Member – an individual who receives a restricted range of membership entitlements.

(b) An application for Ordinary, Organisational, Student or Affiliate Membership shall be made by the applicant or the applicant's duly authorised representative, and shall be in such form as the Board shall prescribe from time to time. Applications for Membership will be made to the Board or a representative appointed by the Board. Upon receipt of the application by the Board or its designated representative and upon payment of the first annual subscription the applicant shall be deemed to be a Member.

## 7 REJECTION OF AN APPLICATION FOR MEMBERSHIP

(a) The Board may reject an application for Membership in its absolute discretion.

(b) No reason need be given by the Board in deciding to reject an application for Membership.

(c) Any fees paid by the applicant will be returned upon the Board's decision to reject.

## 8 COMMENCEMENT OF MEMBERSHIP

(a) Membership will commence on the date of receipt of the application for Membership.

(b) An individual is admitted to and becomes an Honorary Life Member on the date of the meeting at which the Board grants the Honorary Life Membership.

## 9 ALLOCATION TO A BRANCH

Members are not required to belong to a Branch. Members may choose to belong to one or more Branches. Where a member chooses to belong to one or more Branches, they must nominate a primary Branch for the purpose of voting.

## 10 SUBSCRIPTIONS

(a) The Board shall determine annual subscription fees for all Membership categories from time to time.

(b) The subscription fees for each form of Membership shall be payable at such time as the Board shall determine from time to time.

## 11 REGISTER OF MEMBERS

(a) The Secretary shall keep or cause to be kept a register of Members in which shall be entered the full name, address and date of entry of each Member, the category of Membership and, in the case of Ordinary, Student or Honorary Life Members, the Branch and/or SIG of which that person is a Member.

(b) The register of Members may be inspected by any Member on reasonable notice to the Secretary.

(c) Access to an electronic version of the Membership list will be provided to the Secretary of each Branch Committee.

(d) HISA will provide the names and addresses and the date of commencement of Membership of any new Members to the relevant Branch Secretary within thirty (30) days of commencement of Membership.

## 12 RESIGNATION AND CESSATION OF MEMBERSHIP

(a) A Member may resign as a Member of HISA at any time by notifying a Branch Secretary or the Secretary in writing.

(b) A Member who is expelled as a Member of HISA remains liable for any fees which are due and unpaid at the date of expulsion.

# Rights of Members

## 13 RIGHTS OF MEMBERS

(a) An Ordinary Member has all the rights granted to Members by this Constitution, including the right to vote in any poll or election, be an elected Member and/or officer of a Branch Committee or of the Board.

(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 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.

(c) An Honorary Life Member has the same rights as an Ordinary Member.

(d) An Affiliate Member has a restricted range of rights as determined by the Board. They cannot vote in any poll or election and cannot be nominated for or be an elected Member of a Branch Committee or the Board.

(e) Notwithstanding paragraphs 13 (a) to 13 (c) a Member who does not reside in a State or Territory has the same rights as an Ordinary Member except that they cannot vote in any poll or election and cannot be nominated for or be an elected Member of a Branch Committee or the Board.

(f) A Member cannot exercise any rights specified by this Constitution (including the right to vote at any meeting or in any election or to be nominated for election as a Member of the Board or Branch Committee or be an Office Bearer) while any Membership subscription fee remains unpaid beyond one (1) month.

(g) Where a membership subscription fee remains unpaid beyond one (1) month the membership will lapse and the Secretary will remove or cause to be removed the Member's name from the Register of members.

(h) A lapsed member can reapply to become a member of HISA.

# Expulsion or Suspension

## 14 EXPULSION OR SUSPENSION

The Board may only expel or suspend a Member if:

(a) the Board finds that the Member:

(i) has refused or neglected to comply with this Constitution ;

(ii) has been guilty of unethical conduct, professional misconduct or any act or practice or conduct which would be likely in the opinion of the Board to have the purpose or effect of bringing discredit upon HISA; or

(iii) has been guilty of any conduct which in the opinion of the Board is prejudicial to the interests HISA.

(b) at least seventy-five per cent (75%) in number of Board Members present at the meeting at which the resolution to expel or suspend the Member is proposed vote in favour of the resolution.

## 15 NOTICE OF EXPULSION OR SUSPENSION

If the Board resolves to expel or suspend a Member, the Secretary will, within fourteen (14) days of the resolution, give or cause to be given to the Member, a notice in writing:

(a) setting out the resolution, the grounds for the resolution and a statement of the facts relating to the grounds on which the resolution was based; and

(b) if the Member has been suspended or expelled under Clause 14(a)(i), (ii) or (iii), stating that the Member may appeal to the Board.

## 16 RIGHT TO APPEAL

A Member may appeal against his or her expulsion or suspension under Clause 14(a)(i), (ii), or (iii) by serving a notice in writing on the Secretary within fourteen (14) days after he or she is notified of the expulsion or suspension.

## 17 DATE, TIME AND PLACE OF APPEAL HEARING

An appeal before the Board will:

(i) be held at a date, place and time determined by the Board; and

(ii) be a fresh new hearing unless the Board otherwise directs.

## 18 NOTICE OF APPEAL HEARING

Subject to the Law, the Board shall give the Member making the appeal at least twenty one (21) days notice in writing of the date, place and time of the appeal hearing.

## 19 PROCEDURE AT APPEAL HEARING

At the hearing of the appeal:

(i) the Board will table a statement in writing setting out the grounds for the resolution and of the facts relating to the grounds on which the resolution was based;

(ii) the Board may, subject to this Constitution, regulate its own procedure;

(iii) the Board is not bound by formal rules and practices as to evidence, and may inform itself as to any matter in such manner as it thinks fit;

(iv) a Member may be represented by a qualified legal practitioner or other agent.

(v) the Board may affirm, vary or quash the resolution previously made; and

(vi) the decision of the Board will be made by majority vote and is final and binding.

## 20 DATE OF EXPULSION OR SUSPENSION

The decision of the Board to suspend or expel a Member will not take effect until:

(a) the time for lodging of the notice of appeal has expired, if the Member has not or cannot lodge an appeal; or

(b) the Board disallows the Member's appeal if the Member has so lodged an appeal.

## 21 REMOVAL FROM REGISTER

If a Member is expelled or has lapsed, the Secretary will remove or cause to be removed the Member's name from the register of Members.

# Meetings of Members

## 22 ANNUAL GENERAL MEETING

(a) Subject to the Law, a meeting of members to be called the Annual General Meeting of HISA will be convened and held in each calendar year and within five months of the end of the financial year or otherwise in accordance with the provisions of the Law.

(b) The Annual General Meeting shall be held, if reasonably practicable, in conjunction with the HISA national conference unless otherwise determined by the Board or by a meeting of Members.

(c) In the event of the Annual General Meeting being adjourned for lack of a quorum it shall be adjourned to another time during or immediately following the conference during which it was initially scheduled. In the event of a subsequent meeting failing to attract a quorum, the Annual General Meeting will be adjourned to another time and place as determined by the Board. This second adjourned Annual General Meeting shall be held no longer than one (1) calendar month following the date of the initial Annual General Meeting in any year.

## 23 DATE OF ANNUAL GENERAL MEETING

Pursuant to the above, the Members at an Annual General Meeting may set a date, time and place for the next Annual General Meeting. The Board will set a date, time and place for an Annual General Meeting if the Members fail to do so.

## 24 MEETINGS OF MEMBERS

(a) Subject to the Law, the Board may call a meeting of Members whenever it thinks fit.

(b) Subject to the Law the Board will call a meeting of Members within 21 days of a request by Members if:

(i) requested by Members with at least 5% of the votes that may be cast at a General Meeting of Members; or

(c) Subject to the Law and pursuant to Clause 24 (b) a request for a meeting of Members by Members must:

(i) be in writing to the Company; and

(ii) state any resolution to be proposed at the meeting; and

(iii) be signed by the members making the request

(d) Subject to the Law and pursuant to Clause 24 (c) a meeting of Members by Members must be held no more than two (2) months after the request to the Company

## 25 NOTICE OF MEETING

Subject to the Law, a notice of a meeting of Members must be given to all persons who are entitled to receive such a notice. Subject to the Law, such notice will be provided at least twenty one (21) days before the meeting (excluding the day on which the notice is served or deemed to be served, but including the day of the meeting). Subject to the Law, the notice must:

(a) indicate whether the meeting is a general meeting or an extraordinary meeting of Members;

(b) indicate whether the meeting has been called by the Board or as a result of a requisition of Members;

(c) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to conduct the meeting);

(d) state the general nature of the business of the meeting;

(e) if a special resolution is to be proposed at the meeting, set out the resolution and say what is to be proposed as a special resolution; and

(f) state that a vote will be held at the meeting; and

(g) that each member has a right to appoint a proxy.

## 26 PLACE OF MEETING

Subject to the Law, HISA may hold a meeting of its Members, including an Annual General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate in the meeting.

# Proceedings at Meetings of Members

## 27 QUORUM

The quorum for a meeting of Members is twenty (20) Members present in person. The quorum must be present at all times during the meeting.

## 28 PROXIES OR REPRESENTATIVES IN QUORUM

If a person is attending as a proxy or body corporate representative, that person is only to be counted once for the purpose of determining if a quorum is present.

## 29 ADJOURNMENT FOR LACK OF QUORUM

(a) If a meeting of Members does not have a quorum present within thirty (30) minutes after the commencement time for the meeting set out in the notice of meeting:

  (i) and the meeting was called as a consequence of a requisition of Members the meeting is dissolved; or

  (ii) in all other cases, the meeting is adjourned to the same day, time and place in the next week or to a date, time and place determined by the Board.

(b) If the adjourned meeting does not have a quorum within thirty (30) minutes after the time for the commencement of the adjourned meeting, and at least three (3) Members are present then they will constitute a quorum.

(c) If there are less than three Members present at the adjourned meeting, the adjourned meeting will be dissolved.

(d) A resolution to amend this Constitution cannot be passed at an adjourned meeting unless twenty (20) Members are present in person or by proxy and vote on the resolution.

## 30 ADJOURNMENT GENERALLY

The Chairperson may, with the majority consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting. No business will be transacted at any adjourned meeting other than the business left unfinished at the time of the adjournment.

## 31 LENGTHY ADJOURNMENTS

When a meeting is adjourned for one (1) month or more, notice of the adjourned meeting must be given as if it were a new meeting and the unfinished business were the business of that meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 32 CHAIRING OF MEETING OF MEMBERS

The Chairperson, if present, will chair any meeting of Members. If the Chairperson is not present or steps down from the chair, the meeting will be chaired by:

(a) the Vice-Chairperson; or

(b) in the absence of the Vice-Chairperson, a Member elected by those Members present.

## 33 VOTING RIGHTS

(a) Subject to this Constitution, each Member present in person or by proxy at a meeting of Members or an Annual General Meeting or a Branch shall be entitled to one vote.

(b) Subject to the Law, a member being an Organisational Member shall be entitled to appoint one person who need not be a member of HISA to represent it at a particular meeting or at all meetings of HISA. Such a person shall be deemed to be a Member for all purposes until the authority to represent the Organisational Member is revoked.

## 34 RESOLUTIONS

A resolution put to the vote at a meeting of Members will be decided on a show of hands unless a poll is demanded. Before a vote is taken, the Chairperson must inform the meeting whether proxies have been received and how those proxies are to be cast.

The Board may also provide for members to vote prior to the meeting of Members by such postal and/or electronic means as the Board endorse. All pre-poll votes shall be delivered to the Secretary or their designated representative prior to the commencement of the meeting and shall be counted equally along with proxy votes and votes cast at the meeting.

## 35 RESULT ON SHOW OF HANDS

A declaration by the Chairperson will be conclusive evidence of the result on a show of hands. Neither the Chairperson nor the minutes need state the number or proportion of the votes recorded in favour or against.

## 36 DEMAND FOR POLL

(a) A poll may be demanded on any resolution including the election of the Chairperson or the adjournment of a meeting, either before or when the result on the show of hands is declared, by:

  (i) at least three Members entitled to vote on the resolution; or

  (ii) the Chairperson.

(b) A poll demanded on a matter other than the election of the Chairperson or the question of adjournment must be taken when and in the manner the Chairperson directs.

(c) A poll on the election of the Chairperson or on the question of an adjournment must be taken immediately.

(d) A demand for a poll may be withdrawn.

## 37 CHAIRPERSON'S CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson has a second or casting vote.

## 38 VOTES OF MEMBERS

At a meeting of Members:

(a) on a show of hands, each Member present in person or by proxy has one vote;

(b) on a poll, each Member present in person or by proxy has one vote;

(c) on a secret ballot, each Member present in person or by proxy has one vote.

## 39 DISALLOWANCE OF VOTE

(a) A challenge to a right to vote at a meeting of Members:

(i) may only be made at the meeting; and

(ii) must be determined by the Chairperson whose decision is final.

(b) Every vote not so disallowed is valid for all purposes.

# Proxies

## 40 APPOINTMENT OF PROXY

A Member may appoint a person as the Member's proxy to attend and vote for the Member at a meeting and at any adjournment of a meeting. An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information in a form as otherwise determined by the Board from time to time:

**HEALTH INFORMATICS SOCIETY OF AUSTRALIA *LIMITED***
**(HISA)**

I, *[name of Member]* of *[address]* am a Member of the Health Informatics Society of Australia Limited **(HISA)**.

I appoint [name of proxy] of [address]or failing him/her [name of alternate proxy] of [address] as my proxy to vote for me on my behalf at the meeting of Members of HISA, to be held on:

The day of , 20 and at any adjournment of the meeting.

My proxy is authorised to vote **in favour of / *against / *abstain/ *as* they see fit the following resolutions:

Signed this day of 20

*Note: Should you wish to direct the proxy how to vote in relation to any item of business you should indicate accordingly on the proxy form, otherwise your proxy may vote as your proxy sees fit or may abstain from voting.*

* Strike out whichever is not desired.

## 41 VOTING BY PROXY

Subject to the Law, a proxy appointed to attend and vote for a Member has the same rights as the Member:

(a) to speak at the meeting; and

(b) to vote (but only to the extent allowed by the appointment); and

(c) to join in a demand for a poll.

### 42 DELIVERY OF PROXY FORM

(a) Subject to the Law, for an appointment of a proxy to be effective, the proxy's appointment must be received by the Secretary at least forty eight (48) hours before the meeting.

(b) Subject to the Law, if a meeting of Members has been adjourned, a proxy appointment received by the Secretary at least forty-eight (48) hours before the resumption of the meeting is effective for the resumed part of the meeting.

### 43 VALIDITY OF PROXY VOTE

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

(a) the Member is mentally incapacitated; or

(b) the Member revokes the proxy's appointment.

## The HISA Board

### 44 THE BOARD

The national affairs of HISA shall be managed by the Board which may exercise all such powers and do all such things that are not by this Constitution required to be done by HISA at a meeting of Members.

### 45 POWERS OF THE BOARD

(a) The Board may validly exercise any of its powers even if there is a vacancy in its numbers.

(b) The Board may make, annul or vary rules, regulations and policies in relation to the HISA. Any policies are binding on the Members.

### 46 DELEGATION OF POWERS OF THE BOARD

The Board may delegate any of its powers under this Constitution other than the power of delegation to:

(a) the Board Executive;

(b) a HISA Board Member;

(c) a sub-committee;

(d) a Branch;

(e) a Member;

(f) a HISA employee;

(g) another individual or company as determined by the Board from time to time.

### 47 BOARD SUB-COMMITTEES

(a) The Board may create sub-committees. A sub-committee may be either a standing sub-committee or an ad hoc sub-committee. The terms of reference and operational policy of a Board sub-committee will be as determined by the Board from time to time.

(b) The Board may dissolve a sub-committee constituted pursuant to paragraph (a)of this Clause.

(c) The Board may appoint any person, whether a Member or not, to a sub-committee.

(d) The Board may appoint or remove a Member of a sub-committee at any time.

(e) A Member of a sub-committee may resign from a sub-committee by giving the Company Secretary notice in writing.

## 48 INFORMATION AND ACCESS

The Board will keep all records as required by the Law and provide Members access to them as required by the Law.

## 49 REGISTERED OFFICE

The Board will maintain a registered office for HISA as required by the Law.

## 50 RECORDS

The Board will keep all records, including copies of those kept by Branches or groups constituted under this Constitution. at the registered office of HISA.

## 51 MINUTES OF BOARD MEETINGS

The Secretary will record or cause to be recorded the minutes of all Board meetings and meetings of Members. If the Secretary is not present then following agreement by the Board, one other of the Board Members will record the minutes.

## 52 BANK ACCOUNT

The Treasurer will maintain an account in the name of HISA at an authorised deposit-taking institution within the meaning of the Banking Act 1959.

## 53 ACCOUNTING & AUDIT

(a) The Treasurer will ensure that true accounts are kept of all financial matters of HISA.

(b) The Treasurer will have the accounts of HISA audited each financial year. The Treasurer will make the audited accounts available to Members as required by the Law.

# Board Composition

## 54 BOARD COMPOSITION

(a) The Board shall comprise a maximum of twelve (12) Ordinary or Honorary Life Members consisting of:

  (i) eight (8) Board positions elected by the membership at the annual general meeting.

  (ii) up to four (4) positions appointed by the Board after the annual general meeting. These positions shall be appointed by the Board at its discretion for the purpose of ensuring that the Board is broadly representative of the HISA membership including, but not limited to, its Branches and Special Interest Groups. In filling these appointed positions the Board may seek advice from a panel which may include the chairs of Branches and Special Interest Groups, and Honorary Life Members.

(b) The term of office of each elected Board Member shall be two (2) years, with half of the Board Members retiring each year. Retiring Board Members will be those holding office the longest since the last Board election.

(c) The term of office of each appointed Board member shall be until the commencement of the Annual General Meeting following their appointment.

(d) A retiring Board Member shall be eligible to stand for election to the Board.

(e) Notwithstanding paragraph (a) of this Clause the Board shall have the power to co-opt additional Board Members as necessary for the proper conduct of its affairs as determined by the Board from time to time.

(f) Co-opted Board Members are not required to be Members of HISA. Such co-opted Board Members will be appointed to the Board on an annual basis.

(g) Co-opted Board Members shall not have Board voting rights.

(h) The Board at its discretion may require co-opted Board Members to attend all or part of any Board meeting including attending for or presenting selected agenda items only.

(i) Co-opted Board Members will provide a written report to the Board as determined by the Board from time to time.

# Board Executive

## 55 OFFICE BEARERS

(a) The Board shall receive nominations for and elect a Chairperson, Vice-Chairperson, Secretary, and Treasurer from their own number at the first meeting of the Board immediately following the Annual General Meeting in each year by secret ballot.

(b) Office Bearers hold their positions until the commencement of the Board meeting at which new Office Bearers are elected.

(c) Only Board Members other than co-opted Board Members are eligible to be Office Bearers.

## 56 DIRECTORS

(a) For the purposes of the Law, a Board Member (other than a co-opted Board Member) of HISA is a Director of HISA.

(b) A Board Member (other than a co-opted Board Member) will cease to be a Director of HISA when they cease to be a Member of the Board of HISA.

## 57 COMPANY SECRETARY

The Company Secretary of HISA will be appointed by the Board.

## 58 BOARD EXECUTIVE

The Board Executive will comprise four (4) Board Members comprising the Office Bearers.

# Board Nominations & Elections

## 59 BOARD NOMINATIONS

(a) The Board shall elect a Returning Officer who shall not be a Board Member or an employee of HISA.

(b) Nominations for elected Board positions will open eight (8) weeks and close five (5) weeks prior to the Annual General Meeting unless otherwise determined by the Board.

(c) The Returning Officer will place a notice in a publication of HISA which is made available to all Members and forward a notice to all Members calling for nominations for election to the Board, stating the number of Board Members to be elected, the address where nominations may be lodged and the date and time when nominations will close.

## 60 BOARD NOMINATION FORMS

(a) A nomination must be in writing by mail, facsimile, e-mail or other electronic means and contain the signatures, full names and addresses of the nominee and nominator

(b) The nominee and nominator must be Ordinary Members or Honorary Life Members of HISA at the time of making the nomination.

(c) The Returning Officer will consider all nomination forms and notify a nominee if his or her nomination form is defective. If a nominee does not remedy the defective nomination form within seven (7) days the Returning Officer will reject the nomination. The Returning Officer's decision to reject a nomination will be final.

## 61 ELECTION OF BOARD MEMBERS

(a) If the number of people nominated for elected Board positions after the close of nominations is equal to or less than the number of vacant elected Board positions, no election is necessary. The Returning Officer will then declare the persons nominated to be duly elected and eligible to take office at the conclusion of the Annual General Meeting.

(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.

(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 votes shall be delivered to the Returning Officer prior to the commencement of the Annual General Meeting.

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

## 62 SCRUTINEERS FOR SECRET BALLOTS

When a secret ballot is to be held for the purposes of Clause 61(c):

(a) Each nominee for a Board position may appoint a scrutineer to act on his or her behalf at the counting of votes.

(b) The Returning Officer will inform all the scrutineers of the arrangements and actions the Returning Officer intends to take, for the counting of votes.

(c) Each scrutineer may observe the counting of ballot papers but must not touch or handle any ballot papers

(d) The decision of the Returning Officer concerning the validity of a vote is conclusive. An invalid vote is not a vote for the purpose of this Constitution.

## 63 WINNING CANDIDATES

For the purposes of Clause 61, the Returning Officer will determine Board positions on the basis that:

(a) The nominee for a Board position with the most votes will be awarded the first Board position; the candidate with the next most votes will receive the second position and so on until all Board positions are filled.

(b) In the event of an equal number of votes being counted for one or more Board positions, and where there are sufficient vacant positions remaining unfilled, each candidate will be awarded one Board position.

(c) In the event of 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.

## 64 DISSEMINATION OF BOARD ELECTION RESULTS

(a) The Returning Officer will announce the result of the Board elections at the Annual General Meeting.

(b) The Secretary will publish or cause to be published the results of the elections in a publication of HISA.

(c) Candidates who are elected at an Annual General Meeting election become Board Members at the close of the Annual General Meeting at which the election results are announced.

## 65 VACATION OF A BOARD POSITION

A Board position, whether an elected or co-opted position, is vacated if the Board Member:

(a) becomes prohibited from being a director of a company by virtue of the Law;

(b) ceases to be a Member of HISA;

(c) delivers to the Secretary or Chairperson a written, facsimile, e-mail or other appropriate notice of resignation;

(d) becomes a bankrupt or makes any arrangement or composition with his or her creditors generally;

(e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

(f) becomes permanently incapacitated by ill-health;

(g) dies;

(h) is absent without permission of the Board for three consecutive meetings;

(i) fails to declare a direct or indirect interest in any decision, contract or proposed contract with HISA unless otherwise permitted by this Constitution or the Law.

### 66 CASUAL VACANCIES

(a) A Board position which becomes vacant pursuant to Clause 65 is a casual vacancy.

(b) The Chairperson will call for nominations from Board Members to fill the vacancy from the Members at large.

(c) The Board will by ballot and simple resolution appoint a replacement to fill that vacancy.

(d) A Board Member (other than a co-opted Board Member) appointed to fill a casual vacancy will only hold office until the close of the Annual General Meeting at which the results of the next Board election are announced.

(e) At the next Board election following the creation of a casual vacancy (other than a co-opted Board Member) an election will be held to fill the casual vacancy in accordance with this constitution.

## Board Employees

### 67 BOARD EMPLOYEES

The Board will appoint such officers and employees as are required to carry out the business of HISA. Officers will be appointed under terms & conditions specified by the Board. Officers and employees may include:

A Chief Executive Officer (CEO) of HISA;

secretarial or administrative staff;

technical and other professional staff; and

consultants

### 68 CHIEF EXECUTIVE OFFICER

(a) The Chief Executive Officer will attend the registered office of HISA as determined by the Board.

(b) Unless otherwise determined by the Board, the Chief Executive Officer will also be the Company Secretary.

(c) The Chief Executive Officer cannot be a Member of the Board but may be invited by the Board to attend meetings of the Board.

(d) The Chief Executive Officer does not have a vote at Board meetings.

# Volunteers & Board Representatives to Other Organisations

## 69 VOLUNTEERS

(a) The Board or Chief Executive Officer may accept the services of volunteers to assist with HISA activities.

(b) The activities of volunteers will be determined by the Board from time to time.

(c) Volunteers cannot make any public statement relating to HISA.

(d) Volunteers cannot enter into any contractual commitments on behalf of HISA, or to give implied or actual approval to anything that would commit HISA to any undertaking or obligation.

## 70 BOARD REPRESENTATIVES TO EXTERNAL ORGANISATIONS

(a) The Board may nominate a HISA Member to be a HISA representative to an external organisation.

(b) The Board shall determine rules for the appointment of representatives to external organisations from time to time. .

(c) External organisation representatives' appointments will be for a term of one year and will be reviewed by the Board at least once per year.

(d) The Board has the unfettered and absolute right to terminate any appointment at any time without the need for any reason be given.

(e) Representatives to external organisations cannot make any public statement relating to HISA.

(f) Representatives to external organisations cannot enter into any contractual commitments on behalf of HISA, or to give implied or actual approval to anything that would commit HISA to any undertaking or obligation.

# Board Proceedings

## 71 PROCEEDINGS OF THE BOARD

(a) The Board shall meet together for the dispatch of business as often as required but on at least two (2) occasions each year.

(b) At least one (1) Board meeting each year will be face-to-face.

(c) Subject to the Law, other Board meetings may be conducted by telephone, video-conference or other appropriate electronic technologies.

(d) A quorum for a meeting of the Board shall be six (6) Board Members (other than co-opted Board Members).

(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. In all cases:

(i) the Chairperson will determine whether the motion will be circulated for resolution using an electronic discussion forum. The Chairperson's decision will be final;

(ii) the rules that determine a quorum shall apply for electronic discussion and voting on the motion;

(iii) motions that do not attract a quorum for discussion and/or voting will lapse;

(iv) resolutions made and subsequently determined using electronic discussion forum shall be listed on the next Board meeting agenda and shall be recorded in the official Minutes of that meeting.

(f) Resolutions at any Board meeting will be determined by a majority of votes.

(g) In the event of an equality of votes the Chairperson shall have a second or casting vote.

(h) A Member of the Board (other than Co-opted Board Members) having a pecuniary or other interest in any decision making, contract or agreement with HISA must disclose that interest to the Board and shall not vote with respect to that contract or agreement.

### 72 MINUTES

(a) Minutes of all proceedings of meetings of HISA including proceedings of the Board and of HISA Branches, shall be kept by the registered office of HISA.

(b) The minutes kept pursuant to this Clause shall be signed by the Chairperson or Branch Chairperson of the meeting at which the proceedings took place or by the Chairperson or Branch Chairperson of the next succeeding meeting.

(c) A Chairperson's or Branch Chairperson's signature shall be in written, electronic or other verifiable form as determined by the Board from time to time.

(d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## Branches & Special Interest Groups

### 73 BRANCHES AND SPECIAL INTEREST GROUPS

(a) HISA groups will comprise Branches and Special Interest Groups.

(b) Branches are groups of HISA Members in a State or Territory constituted as a Branch of HISA under this Constitution. Branches may be State, Territory or regionally based. There may be more than one Branch per State or Territory.

(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.

(d) A HISA Branch will comprise no less than eight (8) Financial Members of HISA who reside in the same State or Territory and who agree to co-ordinate State, Territory or regional interests, business and activities for and/or on behalf of HISA.

(e) A group of less than eight (8) financial Members may co-ordinate State, Territory or regional interests, business and activities for and/or on behalf of HISA but will not for the purposes of this Constitution constitute a Branch of HISA. The roles and responsibilities, operations and limitations of such a group will be as determined by the Board from time to time.

(f) A Special Interest Group will comprise no less than five (5) financial Members who come together for the purpose of sharing or advancing knowledge or activity in a particular topic, field or discipline of Health Informatics.

(g) A Branch or Special Interest Group will be bound by this Constitution.

(h) An application for recognition as a Branch or Special Interest Group shall be made in writing to the Board in such form as the Board shall prescribe from time to time.

(i) The Board may allocate funds to a Branch or a Special Interest Group. These funds will be allocated in accordance with a budget/financial plan submitted to and approved by the Board and following the development of a strategy for program evaluation or as otherwise determined by the Board from time to time.

### 74 BRANCH AND SPECIAL INTEREST GROUP RESPONSIBILITIES

(a) The purpose of a Branch or Special Interest Group (SIG) is to facilitate the work of HISA.

(b) The Branch or SIG will act at all times in the interests of Members of HISA.

(c) Following prior consultation with the Board, a Branch may administer the affairs of HISA for its region, subject to this Constitution and the directions of the Board.

(d) All financial affairs of HISA are coordinated through the national office.

(e) A Branch/SIG shall:

(i) not borrow funds, nor shall it have the power to bind HISA beyond the approved budget/financial plan of the Branch;

(ii) record the minutes of all meetings;

(iii) maintain regular communications with Board including the interchange of minutes of all Branch meetings.

### 75 DELEGATION OF POWER OF A BRANCH

(a) A Branch Committee may delegate any of its powers under this Constitution, other than the power of delegation, to:the Branch Executive; or

(b) a Branch sub-committee.

### 76 BRANCH SUB-COMMITTEES

A Branch Committee may create Branch sub-committees. A Branch sub-committee may be either a standing Branch sub-committees or an ad hoc Branch sub-committee.

### 77 APPOINTMENT & REMOVAL OF BRANCH SUB-COMMITTEE MEMBERS

A Branch Committee may appoint any person, whether a Member or not, to a Branch sub-committee. A Branch Committee may appoint or remove a Member to or from a Branch sub-committee at any time. A Member of a sub-committee may resign from a sub-committee by giving the Branch Committee notice in writing.

## Branch Committee Elections

### 78 TIMING OF BRANCH COMMITTEE ELECTIONS

The Branch Committee will hold a Branch Committee election during each calendar year. The election may be conducted:

(a) at an Annual Branch Meeting; or

(b) by postal ballot of Branch Members and/or such electronic means as the Board may endorse.

but in either case the declaration of the poll will take place at the Annual Branch Meeting or as soon afterwards as is practicable.

### 79 BRANCH COMMITTEE ELECTIONS BY POSTAL VOTE

If Branch Committee determines that elections are to be held by postal ballot and/or electronic means, the 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.

### 80 BRANCH COMMITTEE ELECTIONS AT THE ANNUAL BRANCH MEETING

(a) If Branch Committee elections are to be held at the Annual Branch Meeting at least twenty-one (21) days before the Annual Branch Meeting the Branch Committee will inform the Branch Members of:

(i) the election; and

(ii) the procedure for nomination of candidates.

(b) Nominations of candidates must be received by the Branch Secretary before the commencement of the Annual Branch Meeting.

(c) If the number of people nominated for the Branch Committee is less than or equal to the number of vacancies on the Branch Committee the Branch Chairperson will declare the nominees as duly elected at the Annual Branch Meeting.

(d) Unless otherwise agreed by a three quarter majority of Branch Members at the Annual Branch Meeting, if the number of people nominated is greater than the number of vacancies on the Branch Committee the Branch Members will hold an election by secret ballot during the course of the Annual Branch Meeting.

(e) The Branch Chairperson will appoint two Members present to count the votes.

(f) If two or more candidates receive an equal number of votes which are greater than the number of votes received by any of the remaining candidates, the Members appointed to count the votes will decide which of those candidates are be elected by drawing of lots.

(g) The Branch Chairperson will declare the result of the election at the Annual Branch Meeting and the people elected will take office immediately after the close of the Annual Branch Meeting.

(h) The Branch Secretary will publish the results of the election in a publication of HISA.

## 81 BRANCH COMMITTEES

(a) A Branch shall have a Branch Committee which comprises not less than five (5) nor more than ten (10) Members of the Branch elected by the Members of the Branch.

(b) Positions on the branch committee for student members are capped at one (1).

(c) A Branch Committee Member holds office until the close of the Annual Branch Meeting held in the second year after the Branch Committee Member was elected.

(d) Members of the Branch Committee may not receive any payment, remuneration or other benefits from HISA except in the circumstances permitted by Clause 92.

## 82 BRANCH COMMITTEE VACANCIES

(a) A Branch Committee may appoint a Member of the Branch to fill a casual vacancy at its discretion.

(b) A Branch Committee Member appointed to fill a casual vacancy only holds office until the next Branch Committee election.

## 83 BRANCH EXECUTIVE

(a) The Branch Committee will meet as soon as convenient after each Annual Branch Meeting. At the first Branch Committee meeting the Branch Committee will elect a Branch Executive from their number as follows:

(i) Branch Chairperson;

(ii) Branch Secretary, and

(iii) Branch Vice-Chairperson.

(b) A Member who has not been elected to a Branch Committee in his or her own right cannot be a Member of the Branch Executive.

(c) The Branch Executive will hold office until the close of the next Annual Branch Meeting following the year in which the Branch Committee Member was elected.

(d) Retiring Branch Executive Members may serve more than one (1) term as a Member of the Branch Executive.

## 84 BRANCH CONTACTS

Each SIG and Branch shall nominate one Member as the primary point of contact between HISA and the relevant Branch or SIG.

# Branch Meetings

## 85 ANNUAL MEETING OF A BRANCH

(a) A Branch shall hold an Annual Branch Meeting at least once in each calendar year.

(b) The Annual Branch Meeting will be held sufficiently in advance of the HISA Annual General Meeting to enable the Branch to provide reports to the Board.

(c) The Board shall prescribe how Annual Branch Meetings shall be regulated from time to time.

## 86 BRANCH COMMITTEE MEETINGS

(a) A Branch Committee will meet at least four (4) times in each calendar year. At least one (1) meeting will be face-to-face. Meetings other than the face-to-face meeting may be conducted by telephone, email or other appropriate communication medium

(b) A Branch Committee meeting may be called at any time giving all other Branch Committee Members reasonable notice of the meeting, by:

(i) the Branch Chairperson; or

(ii) three (3) Branch Committee Members jointly;

(c) The quorum for a Branch Committee meeting is equal to half the number of Branch Committee Members plus one (1).

(d) The Branch Chairperson will chair any Branch Committee meetings that he or she attends. If the Chairperson does not attend a Branch Committee meeting the Branch Committee Member selected by those Branch Committee Members present will chair the meeting.

(e) The Branch Committee may make regulations for the calling and conduct of Branch Committee meetings and for the transaction of business at those meetings.

(f) A Branch Committee will determine any question raised by a Branch Committee Member at a Branch Committee meeting by a majority of votes of Branch Committee Members present or by proxy.

(g) In the case of an equality of votes the person chairing the meeting has a second or casting vote.

(h) The Branch Committee may validly exercise any of its powers even if any Branch Committee or Branch Executive positions are vacant.

# Financial Management

## 87 FINANCIAL YEAR

The financial year of HISA shall be based on the fiscal year July 1 to June 30 unless otherwise determined by the Board.

## 88 FUNDS

The funds of HISA shall be derived from subscriptions, fees, grants and such other sources as the Board may approve.

## 89 FINANCIAL MANAGEMENT

(a) The Treasurer shall supervise the collection and receipt of all moneys due to HISA and the making of all payments authorised by HISA.

(b) Subject to paragraph (c) all cheques and other negotiable instruments shall be signed by two persons duly authorised by the Board from time to time.

(c) Notwithstanding Clause 89 (b), the Board may determine from time to time that cheques and other negotiable instruments over a certain amount must be signed by two (2) Board Members or a Board member and the Company Secretary (other than co-opted Board Members).

## 90 FINANCIAL RECORDS

(a) The Treasurer shall maintain or cause to be maintained, correct accounts showing the financial affairs of HISA with full details of all receipts and expenditure connected with the activities of HISA.

(b) The audited accounts shall be available for inspection by the Members at the Annual General Meeting of HISA.

(c) The audited accounts shall be available for inspection by Members of the Board at any reasonable time.

## 91 BORROWING POWERS

(a) Subject to this rule HISA may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of HISA.

(b) The liability for funds borrowed must not exceed the fixed and current assets of HISA.

## 92 PAYMENTS TO MEMBERS

Except as provided in this clause no part of the income or property of HISA may be paid or transferred directly or indirectly whether by way of dividend, bonus or otherwise to any Member. The following payments or reimbursements to Members are permitted:

(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 than in its capacity as a Member if the payment or reimbursement is approved by the Board ;

(b) a payment to a Board Member for:

(i) out-of-pocket expenses incurred by the Board Member in the performance of his or her duties as a Board Member;

(ii) any service rendered to HISA by the Board Member in a professional or technical capacity, other than in his or her capacity as a Board Member, if the provision of the services and the payment is approved by the Board prior to the rendering of the service and if the payment is no more than an amount which commercially would be a reasonable payment for the services;

(iii) provision 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;

(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

(d) a payment to a Member (including a Board Member or Branch Committee Member) of any research grant or award which has been approved by the HISA Board or Branch Committee.

## 93 SURPLUS INCOME AND PROPERTY ON WINDING UP

(a) If HISA is wound up, no property remaining after satisfaction of its debts may be paid or distributed to any of the Members. All such property must be given or transferred to an institution selected by the Board which has:

(i) similar objects to HISA; and

(ii) a constitution that prohibits the distribution of income and property among Members to the same as or a greater extent than this Constitution.

(iii) its income is exempt under the Income Tax Assessment Act 1936

## 94 COMPANY RECORDS

(a) The Secretary shall keep or cause to be kept books, documents and securities of HISA other than the financial records, and minutes of all proceedings of Board meetings and general meetings.

(b) The Treasurer shall be responsible for the custody of the financial records.

(c) A Member may inspect any of the records after reasonable notice to the appropriate officer.

# The Common Seal

## 95 THE COMPANY SEAL

(a) Subject to the Law HISA shall have a common seal upon which its corporate name shall appear in legible characters.

(b) Subject to the Law the seal shall not be used except with the authorisation of the Board, and every use of the seal shall be recorded in the Company Register.

(c) Subject to the Law the seal shall be kept in the custody of the Company Secretary or such other person as the Board may decide.

## 96 EXECUTION OF DOCUMENTS

(a) Subject to the Law HISA may execute a document by affixing the common seal to the document.

(b) Subject to the Law the affixing of the seal shall be by at least two duly authorised Board Members (other than co-opted Board Members) or a duly authorised Board Member (other than co-opted Board Members) and the Company Secretary. The affixing of the seal shall be recorded in the Company Register.

(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 Member (other than co-opted Board Members) or a duly authorised Board Member (other than a co-opted Board Member) and the Company Secretary.

(d) Subject to the Law a Board Member may with the prior approval of the Board sign a document to which the seal of HISA is fixed even if that Board Member has an interest in the contract or arrangement to which the document relates.

# Indemnity

## 97 EXTENT OF INDEMNITY

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

(a) liability incurred as an officer of HISA to the extent permitted by the Law; and

(b) legal costs incurred in defending an action for liability incurred as an officer of HISA to the extent permitted by the Law.

# Notices & Failure to Notify

## 98 NOTICES

(a) HISA may give notice to any Member:

(i) personally; or

(ii) by sending it by pre-paid ordinary post to the address of the Member listed in the register of Members or the alternative address (if any) nominated by the Member; or

(iii) by sending it to the electronic address (if any) nominated by the Member.

(b) Any notice sent by post is taken to be given three business days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

(c) Subject to the Law, a resolution passed at any official meeting of Members, Annual Branch meeting, HISA Board meeting or a Branch Committee meeting is valid even if, as a result of an accidental omission, a Member or Members were not notified of the meeting.

# Amendment of the Constitution

## 99 AMENDMENT OF THE CONSTITUTION

(a) Subject to the Law, this Constitution may only be amended at a General Meeting of HISA if:

(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, e-mail or other appropriate means

(ii) the notice specifies the intention to propose the resolution as a special resolution; and

(iii) the resolution is approved by at least three quarters of the votes cast at the meeting.

(b) Subject to the Law, the Constitution shall bind HISA and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

# Transitional Provisions

## 100 MEMBERSHIP

(a) A person who immediately prior to the commencement of this Constitution, was a Member of HISA in the category of “individual Member” under the previous constitution of HISA, is deemed to be an Ordinary Member under this Constitution;

(b) An association, society, institution, organisation, company or corporation whether incorporated or not, who immediately prior to the commencement of this Constitution, was a Member other than an individual Member under the previous constitution of HISA, is deemed to be an Organisational Member of HISA;

(c) A person who immediately prior to the commencement of this Constitution, was an "Honorary Life Member" of HISA under the previous constitution of HISA, is deemed to be an Honorary Life Member under this Constitution;

## 101 PAYMENT OF FEES

The Board may at its discretion proclaim any “annual subscription” paid by an individual Member or an affiliated group as defined in the previous constitution of HISA, for the financial year in which this Constitution commences, as payment of the Member’s Member subscription fee under this Constitution for that financial year.

## 102 OFFICIAL POSITIONS

(a) A person who immediately prior to the commencement of this Constitution held the position of “Board Member” under the previous constitution of HISA, is deemed to be a Board Member under this Constitution. For the purposes of this Constitution he or she shall be deemed to have commenced his or her term under this Constitution on the date that the Returning Officer or Secretary announced the Board Member as duly elected or the Board Member was otherwise appointed under the former previous constitution of HISA.

(b) The persons who immediately prior to the commencement of this Constitution are Members of the "Executive", under the previous constitution of HISA are deemed to be the Board Executive under this Constitution.

## 103 DISCIPLINARY ACTION

(a) Any Member who has been expelled or suspended under the previous constitution of HISA, shall be recognised as having been expelled or suspended under this Constitution.

(b) Disciplinary action commenced against a Member under the previous constitution of HISA, which has not yet been concluded, shall be deemed to have been commenced against the Member under the rules of this Constitution and will proceed under this Constitution.

(c) Any penalty imposed on a Member under the previous constitution of HISA, continues to be enforceable under this Constitution and the date of suspension of any Member under the previous constitution of HISA is deemed to be the date of suspension of the Member under this Constitution.

## 104 TRANSITIONAL PROVISIONS

All rules, policies, or regulations enacted by HISA as an association incorporated under the Associations Incorporation Act will be deemed to apply to HISA and to have been made under this Constitution.

**Versions:**
Original: August 2000 | Completed: January 2001
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THE END -