

**Health Consumers Alliance of South Australia Incorporated
CONSTITUTION
(Adopted AGM 23 November 2015)**

1. Name

The name of the Incorporated Association is **Health Consumers Alliance of South Australia** referred to herein as “the Association”.

2. Definitions

“**Board**” means the group of members elected, appointed or co-opted to govern the Association.

“**Member**” means a general member of the Association inclusive of full and associate members.

“**Health consumer**” means patients and potential patients, carers, organisations representing consumers’ interests, members of the public who are targets of health promotion programmes or participants in health and medical research.

“**Community organisation**” means a not-for-profit non-government community based body or a self help group whose objectives include the representation of the opinions of health consumers and/or is capable of reflecting consumer and community opinions on health matters.

“**Full member**” means a member of the Association, inclusive of individual and organisational members, who are entitled to vote.

“**Associate member**” means a member of the Association, inclusive of individual and Organisational members, who are not entitled to vote.

“**Sector representative**” means an individual with demonstrated understanding of and commitment to promoting and strengthening the influence of health consumers in health planning and decision-making.

“**The Act**” means the Associations Incorporation Act 1985.

“**General meeting**” means a general meeting, inclusive of annual and special general meetings, of the members of the Association convened in accordance with these rules.

“**Special resolution**” means a resolution that requires 21 days notice and three-quarters majority vote.

“**Month**” means a calendar month.

“Year” means a financial year from July 1 to June 30.

3. Objects of the Association

The objects of the Association are:

- 3.1 To improve the wellbeing and health of all South Australians, in particular, the health outcomes for disadvantaged and vulnerable health consumers.
- 3.2 To act as the Peak Body for health consumers in South Australia providing a respected and informed consumer voice and promoting health consumer participation in health planning and policy development, and individual care and treatment.
- 3.3 To advocate for equitable and safe, quality, person-centred health care to government, public, private and non-government health service providers, and other stakeholders.
- 3.4 To provide advice, support and training to health consumers to assist them to influence changes in the health system for the benefit of all South Australians.
- 3.5 To promote the voice of South Australian health consumers locally, regionally and nationally.
- 3.6 To provide opportunities for health consumers to participate in the Association’s systemic policy and advocacy work.
- 3.7 To provide information and advocacy support services for health consumers experiencing problems with the health system, particularly disadvantaged and vulnerable health consumers.
- 3.8 To provided information and education resources that promote and improve health literacy.
- 3.9 To develop alliances and partnerships with others interested in health consumer issues.
- 3.10 To promote greater public discussion about health priorities and equitable distribution of health resources.

4. Scope of the Association

- 4.1 The geographic scope of the Association is within the state of South Australia.

4.2 Health services include those delivered from the public, private and non-government sectors including, but not limited to, physical health, mental health, Aboriginal and Torres Strait Islander health, child, youth and migrant health.

5. Powers of the Association

5.1.1 The Association shall have all the powers conferred by Section 25 of the Act.

6. Membership

6.1 Types

6.1.1 **Full membership** of the Association is open to any **individual** who supports the objects of the Association and agrees to be bound by its rules but excludes individuals who are by definition only eligible for Associate membership.

6.1.2 **Full membership** of the Association is open to any **organisation** that is a community organisation that supports the objects of the Association and agrees to be bound by its rules but excludes organisations that are by definition only eligible for Associate membership.

6.1.3 **Associate membership** is open to any **individual** who is primarily a representative of health professional, provider or “for profit” interests and supports the objects of the Association and agrees to be bound by its rules.

6.1.4 **Associate membership** is open to any **organisation** that is a commercial for profit health care provider, a government department, statutory authority, agency or service provider that supports the objects of the Association and agrees to be bound by its rules. Membership (full and associate) **is not open** to individuals who have been expelled from the Association.

6.1.5 Membership (full and associate) **is not open** to individuals who have ceased employment with the Association within the preceding 12 months of the start of a new financial year for which memberships are being received.

6.1.6 Membership (full and associate) **is not open** to individuals who are employees of the Association. Membership of the Association will be suspended on the first day of employment for employees who were members at the time of their employment. The suspended membership may be reactivated subject to 6.1.4.

6.2 Application for membership and membership renewal

- 6.2.1 Individuals or organisations applying for membership (new and renewal) of the Association must do so in writing on the prescribed form and pay the prescribed fee set and reviewed from time to time by the Board.
- 6.2.2 Applications from organisations seeking new membership or renewing membership must be signed by the Senior Officer of that organisation and countersigned by the Chairperson if it is an Incorporated Association.
- 6.2.3 Applications from organisations seeking new membership or renewing membership must include a nomination of an organisation representative who will attend general meetings and, in the case of a full member, vote on its behalf and receive correspondence from the Association.
- 6.2.4 Applications for new membership must be considered and endorsed by the Board and recorded in the minutes of the meeting.
- 6.2.5 Applications for new membership or renewal of membership from an organisation will not be accepted if the organisation nominates a representative who has, within the preceding 12 months, been a member who was expelled from the Association or whose employment with the Association has been terminated within the preceding 12 months or where the nominated representative is a current employee of the Association.
- 6.2.6 Member organisations are required to formally advise the Association when there is a change of organisation representative; the new representative must be a person acceptable to the Board pursuant to 6.2.5.
- 6.2.7 Applications for new membership can only be considered up to one month before an Annual General Meeting. Applications for new membership received during the one month prior to an Annual General Meeting shall be processed after the Annual General Meeting.
- 6.2.8 Applications for membership will not be considered from the floor during a general meeting.
- 6.2.9 The Board retains the discretionary right to not accept or endorse any application for new membership (including full and associate).
- 6.2.10 Renewal notices will be sent to registered members within the first month of a new financial year. Only members with a current financial registration at the time of the Annual General Meeting will be eligible to vote, nominate members to the Board or be nominated to the Board regardless of their previous status as a financial member of the Association.

6.2.11 All individuals and organisations applying for membership will receive written advice on the outcome of their application.

6.3 Resignations and suspensions of membership

6.3.1 A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.

6.3.2 Any resignation received prior to a general meeting will be processed before the general meeting.

6.3.3 Members must suspend their membership when they commence a contract of employment with the Association. Membership status may be reactivated at the conclusion of the contract of employment subject to the rules of the Association.

6.3.4 Nominated representatives of organisational members (full and associate) must cease being the nominated representative of that member when they commence a contract of employment with the Association and the member will be advised to nominate a new representative subject to the rules of the Association.

6.3.5 Membership will be suspended upon advice that a member has breached a section of the Act that carries a penalty, either financial or imprisonment, during the period of an investigation into the offence.

6.4 Expulsion of a member

6.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

6.4.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.

6.4.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 6.4.4, cease to be a member 14 days after the Board has communicated its determination to the member.

6.4.4 It shall be open to a member to appeal to the Association at a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member.

6.4.5 In the event of an appeal under 6.4.4, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association at a general meeting after the appellant has been heard by the members of the Association, and in such event membership

will be terminated at the date of the general meeting at which the determination of the Board is upheld.

6.5 Register of members

6.5.1 A register of members must be kept and contain:

- (a) The name and address of each member.
- (b) The date on which each member was admitted to the Association.
- (c) If applicable, the date of and reason(s) for termination of membership.

6.5.2 From time to time, as the Board sees fit, the register of members shall be audited to ensure accuracy of the information held and the ongoing commitment of members by completing a membership renewal form.

6.5.3 All members named in the register of members will be informed of any and all general meetings and from time to time receive other correspondence from the Association.

6.6 Rights and liabilities of members

6.6.1 Membership of an incorporated association does not confer on a member, except as may be provided by the rules of the association, any right, title or interests in any real or personal property of the association.

6.6.2 Except as may be provided by the rules of the association, a member of an association is not liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of a winding up of the association.

6.6.3 This does not apply in respect of debts or liabilities incurred by or on behalf of the association prior to incorporation.

6.7 Insurance

6.7.1 The Association shall purchase and keep in force insurance against any liability incurred by a Board member or other officer of the Association acting in that capacity for the reasonable costs and expenses of defending either civil or criminal proceedings, whatever their outcome.

6.7.2 The Association shall give any officer of the Association or former officer access to any document or record for the purposes of any legal proceedings to which this clause applies.

6.8 Subscriptions and fees

6.8.1 The Board may:

- a) Fix annual membership subscriptions.
- b) Fix other fees or levies considered prudent for the management of the Association's affairs.
- c) Determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.

6.8.2 The Board may, at its discretion, fix subscribers, fees or levies at different rates or the different categories of membership.

6.8.3 On admission to membership a new member must pay the current full year's subscription, fees or levies unless the Board agrees to accept payment in instalments.

6.8.4 The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Board is satisfied that there are special reasons to do so.

7. The Board

7.1 Powers and Duties

7.1.1 The affairs of the Association shall be governed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, which are not required by the Act or by these rules, to be done by the Association in a general meeting.

7.1.2 The Board is accountable for the governance and control of the funds and other property of the Association.

7.1.3 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent as long as the interpretation is not contrary to the meaning or spirit of the Act.

7.1.4 The Board shall appoint a Public Officer as required by the Act.

7.2 Appointment

7.2.1 The Board shall be comprised of a Chairperson, a Deputy Chairperson, Treasurer, Secretary and up to six (6) Board members.

7.2.2 The Board may appoint a maximum of three (3) persons (who need not be representatives of members) with suitable sector experience, knowledge or

expertise to a position on the Board at any one time. Sector representatives will be appointed for such period and on such conditions as the Board considers appropriate. For the duration of their appointment to the Board the sector representative holds all such powers as provided within the Act and within these rules of a registered member and Board member.

- 7.2.3 The members of the Board, other than those referred to in 7.2.2, will be elected by the full membership at a general meeting.
- 7.2.4 The full members of the Association will elect from amongst the full members of the Association the Chairperson and Deputy Chairperson.
- 7.2.5 At the first meeting of the Board after the general meeting at which the members were elected the Board members will elect from amongst themselves the remaining office bearers.
- 7.2.6 Members will be appointed to the Board for a two (2) year term.
- 7.2.7 Members may nominate themselves or be nominated by a full member of the Association for re-election to the Board at the end of a two (2) year term for a maximum of three (3) consecutive terms totalling six (6) years.
- 7.2.8 Office bearers hold office for one (1) term of two (2) years. An office bearer can be re-elected to the same office for one (1) further term of two (2) years for a maximum of four (4) consecutive years. The office bearer can be re-elected to the same office after standing down for one (1) full term of two (2) years or by formal motion by the Board. An office bearer can be elected to another office bearer position without standing down for any period.
- 7.2.9 A Board member shall be a natural person.
- 7.2.10 No person shall be eligible to stand for election unless a member of the Association has nominated that person at least 14 days before the meeting at which an election is to take place or nominated by themselves at least 14 days before the said meeting by delivering the nomination of that person in writing to the Secretary of the Association.
- 7.2.11 Notice of all persons seeking election to the Board shall be given to all members of the Association at the commencement of the meeting at which the election is to take place.
- 7.2.12 The Board may co-opt a person to fill a casual vacancy for the period of time until the next general meeting of the Association where elections are to take place who is eligible for election to the Board in accordance with the rules of the Association.
- 7.2.13 With the exception of the sector representatives, only full members can be considered for election to the Board or to fill a casual vacancy.

7.2.14 Only persons who are eligible to hold a position on a Board under Section 30 of the Act can be considered for a position on the Board. This applies to full members elected by the voting members, the sector representatives appointed to the Board and full members co-opted to the Board to fill a vacancy.

7.3 Committees

7.3.1 The Board may appoint committees for such purposes and with powers and terms of reference as it determines from time to time.

7.3.2 The members of the committees need not be members of the Board.

7.3.3 The Chairperson is ex officio a member of all committees.

7.3.4 A member of a committee who is not a member of the Board has no right to vote on any determination of a committee.

7.3.5 Any determination of committees shall be by way of recommendation to the Board unless the Board has given the committee power to give effect to the determination.

7.3.6 Such a determination shall not diminish from the right of the Board to exercise powers delegated and determinations may be modified or revoked by the Board.

7.4 Proceedings of the Board

7.4.1 The Board shall convene for the dispatch of business at least six (6) times during the year.

7.4.2 The Board may function validly and exercise any of its powers, provided that the membership of the Board is not reduced below six (6) members.

7.4.3 Questions or motions arising at any meeting of the Board shall be decided by a majority of votes.

7.4.4 A quorum for a meeting of the Board shall be one half plus one of the members of the Board.

7.4.5 Each member of the Board will have one vote, while the member presiding at a meeting will have both a deliberative vote and a casting vote.

7.4.6 At least three (3) working days prior to a Board meeting each member must be given a notice of meeting setting out the nature of the business to be dealt with, a copy of the minutes of the previous meeting and any documents relevant to the business of the meeting.

- 7.4.7 At the invitation of the member presiding, a person who is not a member of the board may be present at and participate in discussion at a meeting of the Board but not vote on any determination of the Board.
- 7.4.8 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.
- 7.4.9 The Board meeting shall be chaired by the Chairperson. In the absence of the Chairperson, the meeting shall be chaired by the Deputy Chairperson. In the absence of both, the Board members present may elect one of their own to chair the meeting.

7.5 Disqualification of Board Members

- 7.5.1 The office of a Board member shall become vacant if a Board member is:
- (a) Disqualified from being a Board member as defined within the Act;
 - (b) Expelled as a member under the rules, regulations or governance policies of the Association;
 - (c) Unable to fulfil their obligations as a Board member to the Association due to ill health, incapacity, impairment or death;
 - (d) Unable to fulfil their obligations as a Board member to the Association due to incarceration or detainment.
 - (e) Absent without apology for more than three consecutive meetings.

8. The Seal

- 8.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 8.2 The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minutes or such other book of the Association. The affixing of the seal shall be attested to by two (2) members of the Board or the senior officer of the Association and one (1) member of the Board as deemed appropriate by the Board.

9. General Meetings

9.1 Annual General Meeting

- 9.1.1 The Board shall call an Annual General Meeting in accordance with the Act and these rules.

9.1.2 The order of business at the Annual General Meeting will be:

- (a) The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
- (b) The consideration of the accounts and reports of the Board and the auditor's report.
- (c) The election of the Chairperson and Deputy Chairperson.
- (d) The election of Board members.
- (e) The appointment of auditors.
- (f) The appointment of a Public Officer, if required.
- (g) Any other business requiring consideration by the Association in general meeting.

9.2 Special General Meetings

9.2.1 The Board may call a Special General Meeting of the Association at any time.

9.2.2 Upon a requisition in writing of not less than 25% of the total number of full members of the Association, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

9.2.3 Every requisition for a Special General Meeting shall state the purpose of the meeting.

9.2.4 If a Special General Meeting is not convened within one month, as required by 9.2.2 above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

9.3 Notice of General Meetings

9.3.1 Subject to 9.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.

9.3.2 Notice of a meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.

9.3.3 A notice may be given by the Association to any member by serving the member with the notice personally or by sending it by post to the address appearing in the register of members.

- 9.3.4 Where a notice is sent by post:
- (a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (b) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 Proceedings at General Meetings

- 9.4.1 Twenty-five (25) full members, present personally or by proxy, shall constitute a quorum for the transaction of business at any general meeting.
- 9.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 9.4.3 Subject to 9.4.4, the Chairperson shall preside as the chairperson at a general meeting of the Association.
- 9.4.4 If the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chair, the Deputy Chairperson will preside at that meeting. In the absence of both, the assembled full members may elect another full member to chair the meeting.
- 9.4.5 Pursuant to 9.4.4 or in other circumstances a full member may formulate a motion for the membership to consider that a person who is not a full member of the association to chair the meeting if the circumstances support an independent chair for some or all of the meeting.

9.5 Voting at General Meetings

- 9.5.1 Subject to these rules, every full member of the Association has only one vote at a meeting of the Association.
- 9.5.2 Subject to these rules, an associate member may participate in the discussion of business at a general meeting but has no voting rights.
- 9.5.3 Subject to these rules, other persons may be invited to speak to motions and participate in the discussion of business at a general meeting but may not vote.
- 9.5.4 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of full members who vote in person or, by proxy, at that meeting.

- 9.5.5 Unless a poll is demanded by at least five full members, a question for decision at a general meeting must be determined by a show of hands.
- 9.5.6 If a poll is demanded by at least five full members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 9.5.7 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.6 Special and Ordinary Resolutions

- 9.6.1 A special resolution is required for any alterations to the Rules of the Association, changing the name of the Association, the winding down of the Association and the amalgamation of the Association.
- 9.6.2 A general meeting where a special resolution is to be proposed requires 21 days written notice to be given to members specifying the intention to propose the resolution as a special resolution.
- 9.6.3 In respect of a general meeting referred to in 9.6.1 and 9.6.2 above, a special resolution is passed only by a majority of not less than three-quarters of full members of the Association, voting in person or by proxy.
- 9.6.4 An ordinary resolution is passed by a simple majority at a general meeting.

9.7 Proxies

- 9.7.1 A full member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy and attend and vote at any general meeting of the Association.
- 9.7.2 A full member may appoint in writing the Chairperson to be their proxy to vote at any general meeting of the Association
- 9.7.3 A full member who appoints another to be their proxy pursuant to 9.7.1 and 9.7.2 may either instruct on how they intend their vote to be cast or permit the proxy to determine how the vote will be cast.

9. Minutes

- 10.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for that purpose.

- 10.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- 10.3 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- 10.4 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.

10. Financial Reporting

- 11.1 The first financial year of the Association shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- 11.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 11.3 The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General meeting.
- 11.4 The Annual (periodic) Return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.

12. Appointment of an Auditor

- 12.1 At each Annual General Meeting, the members shall appoint a person to be the auditor of the Association.
- 12.2 The auditor shall not be an officer; a partner, employer or employee of an officer; an employee; or a partner or employee of an employee of the Association.
- 12.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 12.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

13. Prohibition against Securing Profits for Members

- 13.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

14. Winding up and Amalgamation

- 14.1 The Association may be wound up or pursue amalgamation in accordance with the Act.
- 14.2 A special resolution proposed at a general meeting is required for the members to consider and determine the question of winding up or amalgamating the Association.
- 14.3 If after winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 14.4 Such organisation(s) or charity(ies) shall be identified and determined by a resolution of members in a general meeting.
- 14.5 If the Association is to amalgamate, the assets and liabilities of the Association become the assets and liabilities of the new association.
- 14.6 Surplus assets at the completion of a winding up shall not be distributed to members or former members, or associates of those persons.

15. The Rules of the Association

- 15.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescinding or replacement by substitute rules.
- 15.2 The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- 15.3 The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provision thereof.
- 15.4 An alteration to the rules (except change of name) becomes effective from the time the alteration is passed.

- 15.5 An alteration to the name of the Association becomes effective only once it is registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.