



## **HEALTH CONSUMERS ALLIANCE OF SOUTH AUSTRALIA INC.**

### **CONSTITUTION**

Incorporated 18 September 2002

#### **1. NAME**

The name of the Association is the Health Consumers Alliance of South Australia Incorporated.

#### **2. DEFINITIONS**

“Association” shall mean the Health Consumers Alliance of South Australia Incorporated.

#### **3. OBJECTS**

##### **3.1. The aims of the Association are to:**

- 3.1.1. Provide a strong independent and effective voice for consumers and community groups in the South Australian health system.
- 3.1.2. Promote a just and equitable distribution of resources to redress the inequalities in the health status of different groups within the Australian population.
- 3.1.3. Enhance the capacity and promote the rights of consumers and community groups to be involved in health research, policy, planning and service decisions and evaluation.
- 3.1.4. Develop alliances and partnerships with key stakeholders to further consumers' health interests.

##### **3.2. The purposes of the Association are to:**

- 3.2.1. Play an active role in the development of policy affecting health consumers.
- 3.2.2. Strongly advocate on health issues at the policy and systems level.
- 3.2.3. Take up systemic implications from individual consumer issues.
- 3.2.4. Encourage and support public discussion and debate about:
  - (a) health legislation
  - (b) health issues
  - (c) health services and policy
  - (d) consumer and community participation.
- 3.2.5. Consult with and support consumers and community groups in the development of health policy and priorities.
- 3.2.6. Recognise and support the efforts of the less powerful social and population groups in South Australia in addressing their health needs.
- 3.2.7. Promote public awareness of government health policy and legislation.
- 3.2.8. Provide education and support for consumers and community groups in their efforts to achieve beneficial changes in the health system.
- 3.2.9. Promote and use research on health issues from a consumer perspective.



3.2.10. Monitor and ensure the implementation and operation of policies which affect health consumers.

#### **4. MEMBERSHIP**

**4.1. The Association shall consist of voting members (individual or organisational members), and associate members (non-voting).**

##### **4.2. Voting members**

###### **4.2.1. Individual members**

An Individual member shall be a person who has applied in writing for membership, agreed to accept the above Objects and paid the prescribed membership fee.

###### **4.2.2. Organisational members**

An Organisational member shall be an organisation that has:

- (a) applied in writing for membership
- (b) agreed to accept the above Objects
- (c) paid the prescribed membership fee
- (d) has rules that require at least two consumers to be represented on the governing body of its organisation as voting members; and
- (e) whose primary interest is to promote consumers' health interests.

##### **4.3. Associate members (non-voting members)**

An Associate member shall be an organisation that has:

- (a). applied in writing for associate membership
- (b) agreed to accept the above Objects
- (c) paid the prescribed membership fee; and
- (d) is either a commercial for profit health care organisation, or a government health care provider organisation, or a government department or statutory authority, or an organisation of health or health related professionals.

##### **4.4. Approval to join HCA**

Applications to join the Association either as voting or associate members shall be forwarded to the Management Committee which shall admit new members by a majority vote of those present.

##### **4.5 Membership Fees**

Members shall pay such fees (including joining fees) as are determined by the Association at a General Meeting.

##### **4.6. Register of Members**

A register of members shall be kept for inspection by members of the Association.

##### **4.7. Resignation**

Members of the Association may resign from the Association in accordance with the resignation procedure established by the Management Committee.

##### **4.8 Removal from Membership**

4.8.1. The Management Committee may remove from the register of members of the Association any member of the Association who:



- (a) no longer complies with the membership requirements of the Association, or
- (b) acts in a manner which is contrary to the Constitution of the Association.

4.8.2. As soon as practicable, the member shall be advised of the decision.

#### **4.9. Appeal**

4.9.1. Any member of the Association who feels aggrieved by a decision of the Management Committee pursuant to clause 4.8 of this Constitution may by notice in writing to the Association within 30 (thirty) days from the date of notification of the decision appeal against such decision.

4.9.2. Such notice shall state the ground of the appeal and such appeal shall be heard by an Appeals Committee comprising 3 (three) members of the Association who are not current members of the Management Committee, drawn from a panel of 6 (six) members who are elected at the Annual General Meeting of the Association.

4.9.3. The 3 (three) members comprising any Appeals Committee shall be drawn by lot by the Chairperson of the Association or his or her nominee.

4.9.4. A member of the pool referred to in clause 4.9.2 above shall not be eligible for an Appeals Committee hearing where he or she has a clear conflict of interest in the particular appeal case.

4.9.5. The Appeals Committee shall hear the appeal within 30 (thirty) days of the Committee receiving such notice as referred to in 4.9.1 hereof.

4.9.6. On hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard.

4.9.7. During the hearing and determination of any appeal the decision to suspend the member shall remain in force until and unless it is set aside.

### **5. VOTING**

#### **5.1. Voting shall be by a show of hands except that:**

- (a) any contested elections at an Annual General Meeting or otherwise shall be by secret ballot
- (b) the meeting may by show of hands require any other vote to be by secret ballot.

**5.2. Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson but such persons may not vote.**

### **6. MANAGEMENT**

**6.1. The Management of the Association shall be vested in the Management Committee which shall comprise not less than 9 (nine) voting members or not more than 12 (twelve) voting members who shall be elected by the members present and voting at the Annual General Meeting.**

**6.2. At least two-thirds of the membership of the Management Committee shall be comprised of representatives of organisations who are members of the Association.**

**6.3. The Management Committee shall consist of no more than 1 (one) member from each nominating organisation.**



- 6.4. The Management Committee membership shall aim to include representation of people from a non-English speaking background, an indigenous background and residents outside metropolitan Adelaide.
- 6.5. Individual members seeking election to the Management Committee shall be nominated by another member in writing to the Secretary no later than 14 days prior to the Annual General Meeting. Such nominations to be signed by the proposer and nominator.
- 6.6. Organisational members seeking election of a representative to the Management Committee shall forward their nomination in writing to the Secretary no later than 14 days prior to the Annual General Meeting. Such nomination shall be proposed in writing by the responsible officer of the member organisation.
- 6.7. Where an organisational representative of the Management Committee is unavailable for a Management Committee meeting the organisation may be represented by a proxy provided that the responsible officer of the member organisation forwards the name of the proxy in writing to the Secretary of the Association before or at the Management Committee meeting.
- 6.8. The first Management Committee of the Association shall be comprised of such persons as hold office prior to incorporation. The first Management Committee shall hold office until the first Annual General meeting after incorporation.
- 6.9. The Management Committee shall have the power to set the policy priorities of the Association.
- 6.10. The Management Committee shall establish such working parties and committees as it sees fit consistent with the furtherance of the objects of the association.
- 6.11. The office bearers of the Association shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer who shall be elected by the members at an Annual General Meeting prior to the election of the remainder of the Committee members or failing such election shall be chosen by the Management Committee from its members at a Management Committee meeting held within one (1) week following the Annual General Meeting.
- 6.12. The Management Committee shall meet as often as may be required to conduct the business of the Association and not less than 8 (eight) times per year.
- 6.13. A quorum of the Management Committee shall be one half plus one of the total number of the Management Committee members.
- 6.14. Decisions shall be taken by a simple majority vote of those present.
- 6.15. An office bearer or a member of the Management Committee shall cease to hold office upon resignation in writing, removal as a member of the Association or absence from 3 (three) Management Committee meetings without explanation acceptable to the Management Committee.
- 6.16. Vacancies unfilled or arising in the office bearers or other Management Committee members may be filled by co-opting members for the unexpired remainder of the term.
- 6.17. The Management Committee may function validly notwithstanding any vacancies so long as its number is not reduced below five (5) voting members.
- 6.18. The Management Committee may appoint sub-Committees of members and non-members (and in the case of non-members such persons must accept the objects of



the Association) for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

- 6.19. The Management Committee may appoint an executive of the office bearers of the Association who shall meet to carry out the routine business delegated by the Management Committee and who shall report to the subsequent Management Committee meeting.
- 6.20. The Management Committee shall appoint or reappoint a public officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such of the returns and notices as shall be required by the law.
- 6.21. The Annual General Meeting of the Association shall appoint an auditor to audit the Association's accounts.
- 6.22. Management Committee members shall upon election or co-option become members in their own right and shall not in their capacity as Committee members act as representatives of another organisation.

## **7. GENERAL MEETINGS**

- 7.1. The Annual General Meeting shall be held at least once a year in each calendar year and not more than five (5) months after the close of the financial year, which shall be 30th June unless altered by the Annual General Meeting.
- 7.2. The business of the Annual General Meeting shall be:
  - (a) to confirm the minutes of the preceding Annual General Meeting
  - (b) to receive the Chairperson's report for the previous financial year
  - (c) to receive the Treasurer's report and the audited financial statements for the previous financial year together with the financial budget for the current financial year
  - (d) to elect or re-elect the Management Committee members who must consent in person or in writing; and
  - (e) to conduct any other business placed on the agenda before the commencement of the meeting.
- 7.3. A Special General Meeting shall be called by the Secretary within 30 (thirty) days of receipt of a directive from the Management Committee, or a written request by 3 (three) Management Committee members, or 6 (six) organisational members, or either 10% (ten per cent) or 10 (ten) individual members whichever is the greater, specifying the business to be conducted at the meeting.
- 7.4. Written notice of not more than 30 (thirty) days and not less than fourteen (14) days of all General Meetings shall be displayed at the premises of the Association and distributed to all registered members.
- 7.5. Members shall each be entitled to 1 (one) vote at any General meeting at which they are present.
- 7.6. A quorum at any General Meeting shall be 20 (twenty) members or two thirds of the total membership which ever is less.
- 7.7. If at any General meeting there is no quorum within 30 (thirty) minutes of the time appointed for the meeting, then a majority of the members present may decide to adjourn the meeting for a period not exceeding 14 (fourteen) days. Quorum for such an



adjourned meeting shall be reduced to 10 (ten) failing which the meeting will lapse altogether.

## **8. CHAIRPERSON**

- 8.1. The Chairperson shall chair Executive, Management Committee and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting another member shall be elected as Chairperson for that meeting.**
- 8.2. The Chairperson at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if those are equal.**
- 8.3. The Chairperson together with the Secretary shall prepare the agenda for the Management Committee and the General Meetings.**
- 8.4. The Chairperson of a meeting shall encourage full balanced participation by all members and shall decide upon matters of order.**
- 8.5. The Chairperson shall act as a spokesperson unless an alternative spokesperson has been appointed by the Management Committee or a General Meeting. The spokesperson shall make statements in accordance with the previously agreed policy.**

## **9. TREASURER**

- 9.1. The Treasurer shall ensure that monies received are paid into an account authorised by the Management Committee in the name of the Association. Payments shall be as petty cash or cheque signed by 2 (two) authorised signatories, of whom there shall be no more than 5 (five) appointed by the Management Committee or a General meeting. Major or unusual spending shall be authorised in advance by the Management Committee or at a General meeting.**
- 9.2. The Treasurer shall ensure that the records are kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.**
- 9.3. The Treasurer shall ensure all financial budgets and statements are prepared and shall submit a report on the finances to each Management Committee meeting.**
- 9.4. The Treasurer shall present audited accounts to the Annual General meeting.**

## **10. SECRETARY**

- 10.1. The Secretary shall give notice of any meetings in accordance with the provisions of this constitution.**
- 10.2. The Secretary shall ensure that records are kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Association.**
- 10.3. In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting, another member shall be elected as minute Secretary.**

## **11. AMENDMENT OF CONSTITUTION AND RULES**

- 11.1. This Constitution may be repealed or amended by resolution of three-quarters of members present and voting at a General Meeting of which not less than 21 (twenty**



one) days notice including notice of the proposed repeal or amendments has been distributed to all members.

- 11.2. Rules for the proper administration of meetings or business may be made or repealed or amended by a General Meeting or by a Management Committee Meeting subject to subsequent disallowance at a General Meeting, provided not less than 21 (twenty one) days written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

## 12. POWERS

- 12.1. Powers of the Association shall be the powers contained in the Associations Incorporations Act and without limiting those powers the Association shall be entitled to hold real or personal property open and close bank accounts invest in trustees securities and enter into any necessary or desirable contract including a contract of employment.
- 12.2. The Management Committee shall be entitled to exercise full powers of the Association and without limiting those powers shall have the management and control of funds and other property of the Association.

## 13. LIABILITIES, PROPERTY AND DISSOLUTION

- 13.1. Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability except for any liability to the Association that by law would otherwise attach to that person in respect of any negligence, default breach of duty or breach of trust of which they may be guilty in respect of the Association.
- 13.2. The income, property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the object of the Association and without undue preference.
- 13.3. On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body for promoting similar objects as shall be approved by the Association formed provided that:
- 13.3.1. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
- 13.3.2. If the Association shall have been approved pursuant to section 78 (1) of the Income Tax Assessment Act then such other body shall also be approved; and
- 13.3.3. The Association shall not be dissolved except by the approval of not less than three-quarters of members present and voting at a meeting called for that purpose of which not less than 30 (thirty) written notice including notice of the proposed dissolution has been distributed to all members.

*As amended by AGM 13/10/04*