



HEALTH CONSUMERS ALLIANCE OF SOUTH AUSTRALIA INC.

CONSTITUTION

Incorporated 18 September 2002

Reviewed 2008

1. NAME

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

2. DEFINITIONS

"Act" means the South Australian Associations Incorporation Act 1985 as amended from time to time.

"Association" means the Health Consumers Alliance of South Australia Incorporated.

"Consumers" means users and potential users of health services in South Australia.

A general meeting of the Association means a meeting to which all members are duly summoned.

3. OBJECTS

The objects of the Association are to:

- 3.1 Represent the consumer voice in South Australia in health related decision making.
- 3.2 Promote the inclusion of consumer participation in health research, policy, planning and service decisions, monitoring and evaluation.
- 3.3 Provide support for consumers to effect change in areas impacting on health and wellbeing
- 3.4 Develop alliances and partnerships with key stakeholders to further consumers' health interests.
- 3.5 Do all other such things as may be incidental to the attainment of such objectives.

4. POWERS

- 4.1 The powers of the Association shall be the powers contained in the Associations Incorporations Act 1985 (SA) and without limiting those powers the Association shall be entitled to hold real or personal property open, close and operate bank accounts, invest in trustees securities and enter into any necessary or desirable contract including a contract of employment.
- 4.2 The Board shall be entitled to exercise the full powers of the Association and without limiting those powers shall have the management and control of funds and other property of the Association.

5. MEMBERSHIP

The Association shall consist of voting members (Individual or Organisational members), each member being entitled to one vote and Associate members (non-voting);

5.1 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.

5.2 Organisational members

An Organisational member shall be a health and/or community sector organisation that:

- (a) applied in writing for membership
- (b) agreed to accept the above Objects
- (c) paid the prescribed membership fee
- (d) is committed to involvement of consumers in decision making processes

5.3 Associate members (non-voting members)

An Associate member shall be an individual or organisation that:

- (a) applied in writing for associate membership
- (b) agreed to accept the above Objects
- (c) paid the prescribed membership fee
- (d) is either a commercial for profit health care organisation, or a government department, statutory authority, agency or service provider
- (e) is an individual who does not wish to have voting rights

5.4 Approval to join HCA

Applications to join the Association either as voting or associate members shall be forwarded to the Board which shall admit new members as per the voting process outlined herein.

The Board shall determine the Association policy by which membership can be reviewed, approved, suspended or revoked.

5.5 Membership Fees

Members shall pay such fees as the Board prescribes.

5.6 Register of Members

The Board shall cause a Register of all members of the Association to be kept in which will be recorded the name and address of each member, the date on which each member was admitted to the Association and if applicable, the date of, and reason(s) for, termination of membership and such other details as the Board may from time to time determine.

A member must register annually and pay the required fee.

A member must be on the Register to vote.

5.7 Resignation

Members of the Association may resign from the Association by giving written notice to the Association, with the resignation effective immediately. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.8 Removal of A Member

5.8.1 The Board may vote to 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
- (b) acts in a manner which is contrary to the Constitution of the Association
- (c) acts in a manner contrary to the Associations policies and procedures

- 5.8.2 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.
- 5.8.2.1 Particulars of the charge upon which it is proposed to expel a member shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- 5.8.2.2 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.8.3 below), cease to be a member fourteen (14) days after the Board has communicated its determination to the member.
- 5.8.3 It shall be open to a member to appeal to the Association at a general meeting against expulsion. The intention to appeal shall be communicated to the Chairperson or Public Officer of the Association within 14 days after the notification of the decision.
- 5.8.4 In the event of an appeal under 5.8.3 above, the appellant shall remain a member of the Association until a decision of the Annual General Meeting is finalised.
- 5.8.5 A member against whom the Board intends to proceed under paragraph 5.8.2 may upon being notified of the Board's intention in accordance with paragraph 5.8.2 be suspended from membership of the Association.

6. VOTING

6.1 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

6.2 Every individual and organisational member of the Association has only one vote at a meeting of the Association unless given the proxy vote of another voting member

6.3 In the case if a tied vote the Chairperson will cast the deciding vote.

7. MANAGEMENT

The management of the Association shall be vested in the Board

7.1 The Board Powers

- 7.1.1 The Board shall be entitled to exercise the full powers of the Association as per section 4.
- 7.1.2 The Board shall be able to make policies regarding the conduct of its business and the general administration of the Association.
- 7.1.3 The Board shall be able to delegate its powers to other committees or the Executive Director.
- 7.1.4 The Board may appoint an executive of the office bearers of the Association who shall meet to carry out the routine business delegated by the Board and who shall report to the subsequent Board meeting.
- 7.1.5 The Board shall manage the legal responsibilities of the Association.
- 7.1.6 The Board shall be able to approve, review and change the status of members of the Association membership as per section 5.
- 7.1.7 The Board shall be the sole authority for the interpretation of this constitution and the decision of the Board upon any question of interpretation shall be final and binding.

7.1.8 The Board shall be the sole authority for the interpretation of the categories of membership as specified in section 5 of this constitution.

7.1.9 The Board shall review and determine the Association fees from time to time.

7.2 Board Membership

7.2.1 Membership of the Board shall be determined by election and appointment

7.2.1.1 The terms of office will be one (1) year with eligibility for re-election at the next AGM.

7.2.1.2 A member previously elected to the board is not precluded from nominating for a further term as a member of the Board.

7.2.2 The Board shall comprise not less than 8 or not more than 10 members comprising:

(a) The Chairperson

(b) The Deputy Chairperson

(c) The Treasurer

(e) The Executive Director – an employee of the Association appointed by the Board.

(f) 6 general members, 4 of which must be drawn from the membership, the other 2 of the 6 members may be co-opted or elected due to their expertise or as agreed by the Board.

7.2.3 The Board may function validly notwithstanding any vacancies so long as its number is not reduced below five (5) voting members.

7.2.4 Board members shall upon election or co-option become members in their own right and shall not in their capacity as Board members act as representatives of another organisation.

7.2.5 An office bearer or a member of the Board shall cease to hold office:

7.2.5.1 upon resignation in writing

7.2.5.2 upon absence from 3 Board meetings without explanation acceptable to the Board

7.2.5.3 upon cancellation of membership

7.2.5.4 on the date of Annual General Meeting

7.2.5.5 upon their death

7.3 Voting of the Board

7.3.1 The members of the Board will be elected by the members present and voting at the Annual General Meeting.

7.3.2 Vacancies unfilled or arising in the office bearers or other Board members may be filled by co-opting members for the unexpired remainder of the term.

7.3.3 Individuals seeking election to the Board shall be nominated by another member in writing to the Association no later than 14 days prior to the Annual General Meeting, such nominations to be signed by the proposer and nominator.

7.3.4. The office bearers of the Association as outlined in clause 9, with the exception of the Executive Director, shall be elected by the members at an Annual General Meeting prior to the election of the remainder of the Board members or failing such election shall be chosen by the Board from its members at a Board meeting held as soon as is practicable following the Annual General Meeting.

7.3.5 Board decisions shall be taken by a simple majority vote of those present with the Chairperson casting the deciding vote if required.

7.3.6 The Executive Director may vote on all decisions of the Board.

7.4 Board Meetings

7.4.1 The Board shall meet as often as may be required to conduct the business of the Association and not less than six (6) times per year.

7.4.2 A quorum of the Board shall be one half plus one of the total number of Board members at the time of the meeting.

7.4.3 The Board meetings will be chaired by the Chairperson or in their absence Deputy-Chairperson or if required a Board member selected by a vote.

8. GENERAL MEETINGS

8.1 The Annual General Meeting shall be called by the Board and held after the 30th of June and not later than the 30th of November

8.2. 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 Board members and related executive positions
- (e) appoint an auditor

All other business transacted at the Annual General Meeting shall be special business.

8.3. A Special General Meeting shall be called by the Secretary within 30 (thirty) days of receipt of a directive from the Board, or a written request by 3 (three) Board members, or 3 (three) organisational members, or either 10% (ten per cent) or 5 (five) individual members whichever is the greater, specifying the business to be conducted at the meeting. All business transacted at a Special General Meeting is deemed to be special business. No business other than that set out on the notice convening a Special General Meeting may be conducted at such meeting.

8.4. 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.

8.5. A quorum at any General Meeting shall be 20 (twenty) members or two thirds of the total membership whichever is less.

If after thirty (30) minutes from the time appointed for the meeting such quorum is not achieved:

The meeting if convened in accordance with 8.3 shall reduce the quorum to 10 (ten). If this number is not reached then a majority of the members present will decide to dissolve or adjourn the meeting for a period not exceeding 14 (fourteen) days. If a quorum for such an adjourned meeting does not reach 10 (ten) the meeting will lapse altogether.

The meeting, if an Annual General Meeting, may transact the ordinary business only and consideration of the special business shall be deferred to an adjourned meeting.

- 8.6 General Meetings shall be chaired by the Chairperson or in their absence the Deputy-Chairperson or if required by a Board member selected by a vote.

9. OFFICERS OF THE ASSOCIATION

The Officers of the Association shall be the Chairperson, Deputy Chairperson, Treasurer and Executive Director.

The following Officers shall be appointed from among the members of the Board:

9.1 A Chairperson who shall:

- 9.1.1 preside at all meetings of the Board and General Meetings of the Association and ensure that business is conducted with propriety and order;
- 9.1.2 have authority to speak on behalf of the Association and to act as the principal representative of the Association at all times subject to the prior approval or subsequent ratification by the Board.
- 9.1.3 ensure that all meetings as required under this Constitution are called and conducted in accordance with this Constitution; and
- 9.1.4 in consultation with the Executive Director prepare an agenda for all meetings and ensure in so far as is reasonably possible and in accordance with the Constitution that all members of the Association on the Board (as appropriate) are advised in good time of all matters to be raised;
- 9.1.5 oversight and ensure the maintenance of proper minutes of meetings, receive, attend to, dispatch and maintain records of all correspondence to and from the Association;
- 9.1.6 ensure the proper care and use of the Association Seal and maintain the Seal Register Book;
- 9.1.7 maintain the Register of Members.

9.2 A Deputy Chairperson who shall:

- 7.3.2.1 act in the stead of the Chairperson as required.

9.3 A Treasurer who shall ensure:

- 9.3.1 all monies received are properly paid into the correct accounts held by the Association:
- 9.3.2 records of all receipts, payments and other financial transactions of the Association are correctly maintained:
- 9.3.3 that budgets and statements are prepared and a report on the finances of the Association is given at each meeting of the Board of the Association; and
- 9.3.4 that the audited accounts are presented to the Annual General Meeting of the Association.

9.4 An officer of the Association shall hold office for not more than two consecutive terms and is precluded from nominating for a position of an officer until the next AGM following their term of expiry.

- 9.4.1 The above clause does not apply to the Executive Director who shall continue as an employee.

9.5 No person can become an officer of the Association or continue to hold office if they are a person identified in Section 30 of the Act.

10. PUBLIC OFFICER

There shall be a public officer appointed by the Board who shall be responsible for carrying out all the duties of a Public Officer as set down in the Act.

11. AMENDMENT OF CONSTITUTION

This Constitution may be repealed or amended by voting at an Annual or 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.

12. LIABILITIES, PROPERTY AND DISSOLUTION

- 12.1. 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.
- 12.2. 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 service actually rendered or to any person in furtherance of the object of the Association and without undue preference.
- 12.3. 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:
 - 12.3.1. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
 - 12.3.2. 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
- 12.4. 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) days written notice including notice of the proposed dissolution has been distributed to all members.

As amended by HCA AGM 26 November 2008