



# **Constitution**

**Health Care Consumers' Association of the A.C.T.  
Incorporated**

*October 2015*

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## 1. Title

The name of the Association will be the Health Care Consumers' Association of the ACT (hereinafter referred to as the Association.)

## 2. Definitions

The following definitions apply unless otherwise stated:

|                                  |   |
|----------------------------------|---|
| <b>Financial Year</b>            | the year ending on 30th June  |
| <b>Member</b>                    | a Member, however described, of the Association   |
| <b>Ordinary Executive Member</b> | a Member of the Executive Committee who is not an office-bearer of the Association as referred to in paragraph 9.2.   |
| <b>The Act</b>                   | the <i>Associations Incorporations Act 1991</i> of the Australian Capital Territory   |
| <b>The Regulations</b>           | the <i>Associations Incorporations Regulations 1991</i> of the Australian Capital Territory   |
| <b>Health Worker</b>             | <p>a person who, to practice his/her profession in the health field, requires the approval of a State or Territory Registration Board</p> <p>a person who is employed by the Commonwealth Department of Health or any State Department of Health or Area Health Authority</p> <p>a person who derives his/her major source of income from an organisation responsible for the care or treatment of patients</p> |
| <b>Executive Director</b>        | a person appointed by the Executive Committee (with or without remuneration) to manage the business of the Association  |

## **In These Rules**

|  |  |
|--|--|
| <b>Reference to a function</b>                                 | includes a reference to a power, authority and duty  |
| <b>Reference to the exercise of a function</b>                 | includes, where the function is a power, authority or duty, a reference to the exercise of that power or authority or the performance of the duty. |
| <b>The provisions of the <i>Legislation Act 2001 (ACT)</i></b> | apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act  |

## **3. Aims and Objectives**

### **3.1. Aims**

The Association's aims are to:

3.1.1. Increase the participation of health consumers in local and national policy, planning and service decisions which affect their health, through the provision of training, information, advocacy and consumer participation.

3.1.2. Advocate a health promotion approach which recognises the importance of the social determinants of health, in the development and implementation of policy and services in all areas of government to achieve improved health and wellbeing outcomes for all consumers.

3.1.3. Promote social justice and equitable distribution of resources to reduce inequalities in the health system affecting Australians, especially disadvantaged and vulnerable health consumers.

3.1.4. Promote the prevention and management of illness and disease by developing and disseminating information on effective consumer-centred health care.

3.1.5. Encourage the development of appropriate, safe and high quality health care services that will be:

- i) Effective in enhancing the capacity of people to participate as fully as possible in community life;

- ii) Respectful of human rights;
- iii) Responsive to the needs and preferences of health care consumers;
- iv) Culturally relevant;
- v) Equitable and universally accessible; and
- vi) Cost effective and affordable.

3.1.6 Advocate for health services that support consumers to be empowered and have control of their health.

## **3.2. Objectives**

The Association's objectives are to:

- 3.2.1 Provide an independent, credible and informed consumer perspective in policy development, planning and services.
- 3.2.2 Facilitate and develop the capacity of consumers to participate in policy, planning and service decisions that affect their health and improve the quality, safety and availability of health services as well as wellbeing outcomes for consumers in the ACT and region.
- 3.2.3 Develop and promote an understanding of consumer experiences, views, and identify priorities and goals by consulting with consumers especially those living with chronic diseases and chronic conditions.
- 3.2.4 Facilitate and encourage innovative research into health care issues of concern to consumers and build the capacity of consumers to participate in research that improves the quality and safety of health care and health equity.
- 3.2.5 Promote and improve health literacy of the community, to empower consumers to navigate the health system effectively, efficiently and with confidence to improve their health and wellbeing.
- 3.2.6 Promote the inclusion and advancement of the social determinants of health in all areas of government, health providers, stakeholders and community.
- 3.2.7 Provide opportunities for health consumers to participate in systemic policy and advocacy endeavours by working with government, providers and stakeholders to achieve an appropriate, equitable, accessible, safe, quality and consumer-centred care health system for all consumers in the ACT and the region.
- 3.2.8 Develop the capacity of health consumer representatives to participate in policy development, research and health system development to improve the health system.

3.2.9 Advocate on behalf of individual consumers.

## **4. Schedule of Rules of the Association**

### **4.1. Incorporation**

The Health Care Consumers' Association of the ACT is incorporated under the *Associations Incorporations Act 1991* of the Australian Capital Territory. It is for that reason that:

- 4.1.1. The Association is not formed for the purpose of trading or securing pecuniary profit to its Members.
- 4.1.2. The property and income of the Association will be applied solely towards the attainment of its Aims and Objectives and no part of that income or property will be paid or otherwise distributed, directly or indirectly, to its Members except in good faith to promote the attainment of these Aims and Objectives.
- 4.1.3. No Member of the Association is liable to contribute towards payment of the debts or liabilities of the Association beyond subscriptions and accounts due and payable by that Member to the Association.
- 4.1.4. This Constitution is subject to the provisions of the *Associations Incorporations Act 1991*.

## **5. Powers of the Association**

In addition to the powers conferred by the Act, other Laws and Rules elsewhere stated the Association has powers that are reasonably required for carrying out the Aims and Objectives without limiting the generality of any of the above.

These powers include:

- 5.1.1. Receiving money and grants.
- 5.1.2. Acquiring and disposing of real and personal property.
- 5.1.3. Borrowing money and charging its property by way of security.
- 5.1.4. Accepting donations of property and money.
- 5.1.5. Enter into agreements with other organisations for the provision of services to the Association's Members.

- 5.1.6. Engaging and dismissing employees of the Association, and to determine the terms of employment.

## **6. Membership**

The Association has three categories of Membership: individual, organisation and honorary life Members.

All categories of Members are bound by this Constitution and the Rules on signature of the application form and acceptance as members of the Association.

### **6.1. Individual Membership**

Individual Members are ordinary Members of the community. They will be entitled to one (1) vote at any General meeting of the Association.

A person may be admitted to Association Membership if he/she:

- 6.1.1. Agrees to accept and fully support the Aims and Objectives of the Association.
- 6.1.2. Has applied in accordance with the application process.
- 6.1.3. The Executive Committee has approved the individual for Membership of the Association.

### **6.2. Organisational Membership**

Organisational Members are organisations that have aims and objectives that are significantly in harmony with the policies of the Association and have an interest in health matters. The organisation will be entitled to nominate two representatives to the Association who will have one vote each at any meeting of the Association. Each Organisational Member may alter its accredited representative/s by advising the Association in writing.

An organisation may be admitted to Association Membership if it:

- 6.2.1. Agrees to accept and fully supports the Aims and Objectives of the Association
- 6.2.2. Does not act primarily as the representative of professional health care workers, health care providers or commercial health interests.
- 6.2.3. Has applied in accordance with the application process.

- 6.2.4. Has been approved by the Executive Committee for Membership of the Association.

### **6.3. Honorary Life Member**

- 6.3.1. An Honorary Life Member will be a person who has contributed significantly to the work of the Association and continues to uphold its aims and objectives.
- 6.3.2. The Honorary Life Member will be nominated by the Membership to the Executive Committee and accepted by majority vote by the Executive Committee. The vote being affirmed, the Membership fees will be waived.
- 6.3.3. Benefits conferred to Honorary Life Member(s) will be determined by the Executive Committee and may vary from time to time. An Honorary Life Member is accorded full Membership rights and privileges including (1) vote in General Meetings of the Association.

### **6.4. Application for Membership**

- 6.4.1. An application for Membership will be made in writing on the prescribed form and applicant will be asked to pay Membership fees as set out in 6.8. The Executive Committee will consider the application at the earliest opportunity.
- 6.4.2. Once an application is approved, the applicant's name will be added to the Membership register as a financial Member.

### **6.5. Membership Refusal**

An applicant who is refused membership by the Executive Committee may appeal in writing, within twenty-eight days of being notified, to a General Meeting of Members for a decision that is decided by a simple majority vote.

### **6.6. Membership Entitlements are not Transferable**

A right, privilege or obligation held by any Member is not transferable to another person or organisation, and terminates when Membership ceases.

### **6.7. Cessation and Resignation of Membership**

6.7.1. Membership will cease if:

- i) an individual Member dies; or
- ii) an Organisational Member is wound up;
- iii) a Member/Organisational Member resigns; or
- iv) a Member/Organisational Member is expelled from the Association.

6.7.2. Where any Member fails to renew by September 30, their Membership will lapse and will not be reinstated until the fee is paid.

6.7.3. A Member is required to notify the Association, in writing, by phone or electronically, of their resignation and the date from when it takes effect. Where a Membership ceases, the Association will record the date on the Membership register.

## **6.8. Membership Fees**

6.8.1. The membership period is three years. Renewal of membership is due on 1 July in the year of expiry.

6.8.2. The Membership fee will be determined every three years by resolution of the Executive Committee prior to the end of the membership period. If this does not occur, the fee fixed for the previous membership term will apply

6.8.3. A membership fee becomes payable on 1 July and covers membership to 30 June three years later.

6.8.4. When a person becomes a member from 1 April to 30 June in the year that the three year membership term finishes the membership fee does not need to be renewed on 1 July for the following membership period.

## **6.9. Members' Liabilities**

No Member is liable for the payment of the debts, liabilities, costs, charges or expenses incurred for winding up the Association. Payment is limited to the amount, if any, unpaid by a Member in respect of Membership fees.

## **6.10. Disciplining of Members**

6.10.1. Where the Executive Committee forms the opinion that a Member:

- i) has as persistently refused or neglected to comply with a provision of these Rules; or;

- ii) has acted wilfully and persistently in a manner prejudicial to the interests of the Association.
- 6.10.2. The Executive Committee by resolution may:
- i) expel the Member from the Association; or
  - ii) suspend the Member from rights and privileges of the Association for a specified period.
- 6.10.3. Where the Executive Committee passes a resolution under sub-section 6.10.2 (i) or 6.10.2 (ii) the Association will as soon as practicable send a notice in writing to be served on the Member setting out:
- i) the resolution made by the Executive Committee and the grounds on which it is based.
  - ii) the right of the Member to address the Executive Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after the notice has been served of the date, place and time of that meeting.

The notice will inform the Member that they may do the following:

- i) attend and speak at that meeting.
  - ii) bring a support person; and/or
  - iii) submit to the Executive Committee at or prior to the date of that meeting written representations relating to the resolution.
- 6.10.4. Subject to section 50 of the Act (pertaining to the rules of natural justice), at a meeting of the Executive Committee mentioned in sub-section 6.10.2(ii), the Executive Committee will:
- i) allow the Member mentioned in sub-section 6.10.2 (i) or 6.10.2 (ii) an opportunity to make oral representations;
  - ii) give due consideration to any written representations submitted to the Executive Committee by that Member at or prior to the meeting.
  - iii) by resolution, determine whether to confirm or to revoke the resolution of the Executive Committee made under sub-section 6.10.2(i) or 6.10.2(ii).
  - iv) where the Executive Committee confirms a resolution under sub-section 6.10.2 (i), the Association will inform the Member within

seven (7) days in writing of that decision and or the Member's right of appeal under section 6.11.

- 6.10.5. A resolution confirmed by the Executive Committee under sub-section 6.10.14 will not be effective:
- i) until the period by which the Member is entitled to appeal against the resolution has expired.
  - ii) when the Member exercises the right of appeal within the allowable time and the Association has not yet confirmed the resolution.

## **6.11. Right of Appeal of Disciplined Member**

- 6.11.1. A Member may appeal to the Association in a General Meeting against a resolution of the Executive Committee that is reached under sub-section 6.10.13. Within seven (7) days after notice of the resolution is served on the Member, by lodging the appeal with the Association.
- 6.11.2. Upon receipt of a notice under sub-section 6.10.1-2., the Association will notify the Executive Committee which will convene a General Meeting of the Association. This will be held within twenty-one (21) days after the date that the Association received the notice or as soon as possible after that date.
- 6.11.3. At a General Meeting of the Association convened under sub-section 10.2.1-2:
- i) no business other than the question of the appeal will be transacted;
  - ii) the Executive Committee and the Member will be given the opportunity to make representations in relation to the appeal orally, in writing, or both;
  - iii) the Members present will vote by secret ballot on the question of whether the resolution made under sub-section 6.11.1-2 will be confirmed or revoked;
  - iv) if the meeting passes a special resolution favouring confirmation, the resolution made under sub-section 6.10.13 becomes effective.

## **7. The Management of the Association**

- 7.1.1. The final responsibility for the management of the Association in all respects rests with the Members in General Meeting.

- 7.1.2. All financial individual, organisational Members and Life Members are entitled to attend, participate and vote in General Meetings of the Association.
- 7.1.3. A quorum for a General Meeting is ten (10) financial Members or 75% of the Membership, whichever is the lesser.

## **8. Income and Property**

- 8.1.1. The income and property, however derived, will go solely towards promoting the Aims and Objectives of the Association. No portion will be paid, transferred directly or indirectly, by dividend or bonus, or otherwise, to any Member of the Association or their representatives.
- 8.1.2. This does not prevent remuneration in good faith to a Member in return for services rendered to the Association. Or for goods supplied to the Association by a Member or other service for the ordinary practice of business as approved by the Executive Committee.
- 8.1.3. This rule does not prevent the reimbursement by the Association for out-of-pocket costs incurred by Members of the Executive Committee, as is approved by the Executive Committee.

## **9. The Executive Committee**

### **9.1. Powers of the Executive Committee**

The Executive Committee will, subject to the Act, the Regulations, and these Rules exercise all functions that can be exercised by the Association by:

- (i) employing or dismissing at its discretion an Executive Director and / or other persons in order to carry out the daily policy, research, liaison, secretarial and financial activities of the Association; and give direction to its Executive Director;
- (ii) appointing sub-committees that are considered desirable for the efficient running of the Association, determine their Membership and terms of references;
- (iii) constructing, maintaining and altering buildings or works as required;
- (iv) buying, selling, supplying, and dealing in goods, solely for advancing the Aims and Objectives of the Association;
- (v) publishing hard copy and electronic documents as the Executive Committee considers desirable;

- (vi) investing any money of the Association as it sees fit;
- (vii) making gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph 78(1)(a) of *the Income Tax Assessment Act 1936 (Commonwealth)* relates;
- (viii) entering into any arrangements with any authorities or governments, Municipal, Territorial and State that the Executive Committee that meet the Aims and Objectives of the Association;
- (ix) establishing or aiding and supporting any other similar association formed for or in support of the Aims and Objectives of the Association.

## **9.2. Membership of the Executive Committee**

9.2.1. The office-bearers of the Association will be:

- i) President, who cannot be a health worker;
- ii) Vice President;
- iii) Treasurer.

9.2.2. The Executive Committee will consist of the three office-bearers, and up to six (6) other Members, who will be elected pursuant to section 9.3 or appointed in accordance with section 9.3.

9.2.3. Not more than two (2) Members of the Executive Committee will be health workers.

9.2.4. Employees of the Association are excluded from being elected as an office-bearer or a Member of the Executive Committee.

9.2.5. The President and Vice President shall be elected for a two year term of office at the Annual General Meeting occurring in even calendar years.

9.2.6. The Treasurer shall be elected for a two year term of office at the Annual General Meeting occurring in odd calendar years.

9.2.7. In the event of a vacancy in the Membership of the Executive Committee, it may appoint a Member of the Association to fill the vacancy. The Member appointed will hold office, subject to these Rules, until the commencement of the Annual General Meeting that follows the date of the appointment.

- 9.2.8. When a member of the Executive Committee resigns one year before their term finishes, the Executive Committee can co-opt a new member until the Annual General Meeting and the position will be open for nominations at the Annual General Meeting for one year term.
- 9.2.9. Any act, thing done, suffered, or purported to have been done, by the Executive Committee or sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that is afterwards discovered in the appointment or qualification of any Member of the Executive Committee or sub-committee.

### **9.3. Election of Executive Committee Members**

- 9.3.1. Election of the Executive Committee will take place at the Annual General Meeting, according to these Rules for all positions which are declared vacant at that meeting.
- 9.3.2. At Annual General Meetings in even calendar years three (3) ordinary Members of the Executive Committee will be elected for two-year terms.
- 9.3.3. At Annual General Meetings in odd calendar years three (3) ordinary Members of the Executive Committee will be elected for two-year terms.
- 9.3.4. Officer-bearers and ordinary Committee Members will be eligible for re-election, subject to the following:
- i) a person shall not serve for more than three consecutive terms of office on the General Committee;
  - ii) a person who is ineligible to serve on the General Committee because of the operation of paragraph i) may serve on the General Committee again after the expiration of one year of office in which they are not an officer or a Member of the General Committee.
- 9.3.5. Nominations will be signed by two (2) Members of the Association and accompanied by the written consent of the candidate, and need to be delivered to the Association not less than seven (7) days prior to the date of the Annual General Meeting.
- 9.3.6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be declared elected.
- 9.3.7. If insufficient nominations are received to fill all vacancies for the Executive Committee, the nominated candidates will be declared elected and further nominations will be called from Members present at the Annual General Meeting.

- 9.3.8. If insufficient further nominations are received, any vacant positions on the Executive Committee will be deemed vacant, and may be filled as specified in 9.2.6.
- 9.3.9. If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.
- 9.3.10. The ballot for the election of Executive Committee Members will be conducted at the Annual General Meeting in a manner the Executive Committee may direct.
- 9.3.11. A person is not eligible to hold simultaneously more than one position on the Executive Committee.

#### **9.4. Removal of Executive Committee Members**

- 9.4.1. The Rules for Disciplining of Members (6.10) and Right of Appeal (6.11) will also apply to Executive Committee Members.
- 9.4.2. The Association in a General Meeting may, by resolution, subject to section 50 of the Act, remove any Member of the Executive Committee from office, before the Member's term expires providing three fifths of the Members present and voting at the General Meeting do vote affirmatively to remove them.
- 9.4.3. No General Meeting can remove a Member of the Executive Committee unless the Member has been given a full and fair opportunity to present a rebuttal, justification, reason or explanation for the alleged conduct to warrant passing such a resolution.

#### **9.5. Executive Committee Meetings**

- 9.5.1. The Executive Committee will meet at least four (4) times in a year, at a place and time the Executive Committee determines.
- 9.5.2. Special meetings of the Executive Committee will be convened at the written request of any two Members of the Committee.
- 9.5.3. Oral or written notice of a meeting of the Executive Committee will be given to each Member of the Committee, at least forty-eight (48) hours in advance. Another period may apply if unanimously agreed on by the Members of the Committee before the time appointed for holding the meeting.

- 9.5.4. Notice of a meeting will specify the general nature of the business to be transacted. No other business will be transacted at that meeting, except business the attending Committee Members unanimously agree to transact.
- 9.5.5. A quorum for transacting business at a meeting of the Executive Committee is five (5).
- 9.5.6. No business will be transacted by the Committee unless a quorum is present and within half an hour of the time appointed for the meeting. If a quorum is not then present, the meeting will lapse and stands adjourned until further notice.
- 9.5.7. At meetings of the Executive Committee:
- i) the President will preside; or
  - ii) or in the absence of the President, the Vice-President will preside; or
  - iii) if the President and the Vice-President are absent, one (1) of the remaining Members of the Executive Committee may be chosen by the Members present to preside.
- 9.5.8. The Executive Director or a designated employee of the Association will be responsible for keeping minutes of all meetings and will also maintain the books and financial records of the Association.
- 9.5.9. Contemporaneous communication by telephone, audio-visual or other instantaneous telecommunication by a quorum of Committee Members present is deemed to constitute a meeting of the Executive Committee. All telecommunication meetings must be consistent with the provisions of the Rules. The additional Rules applying these types of meetings are:
- i) Committee Members are entitled to receive notice of a telecommunication meeting;
  - ii) Committee Members participating in the meeting must be linked in a compatible instantaneous way for the purpose of the meeting;
  - iii) notice of the meeting may be given by telephone or other electronic means;
  - iv) at the commencement of the meeting each Committee Member taking part in the meeting is deemed to be present for the entirety of the meeting;

- v) at the commencement of the meeting, each Committee Member must announce his or her presence to all other Committee Members. Withdrawing from the meeting requires the Member to notify the others who are present;
  - vi) minutes of proceedings at a meeting are to be confirmed at the next meeting of that Committee.
- 9.5.10. Any resolution in writing signed by all of the Executive Committee, will be valid and effectual as though it had been passed at a Committee meeting that was called and convened. Committee Members will indicate their agreement or disagreement to the resolution:
- i) these written resolutions or circular resolutions may be distributed in person, by post, by email, or other electronic means and will be deemed to be resolved at the next meeting with a quorum;
  - ii) these types of resolutions are included in the Minutes of the next Committee meeting.

## **9.6. Executive Committee out of session decisions**

9.6.1. A resolution in writing approved by a number of members of the Executive Committee equal to quorum (five), shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly called and constituted provided the notice of resolution has been provided to all members. The approval of a resolution in writing may be evidenced by a single document or several like documents signed by members or by emails originating from members, or a combination of these forms of approval for the resolution. All such emails must be retained in the records of the Association.

## **9.7. Delegation by Executive Committee**

- 9.7.1. The Executive Committee may delegate, by instrument in writing, to one or more sub-committees, the exercise of functions as specified in the instrument, other than:
- i) this power of delegation:
  - ii) a function that is imposed on the Executive Committee by the Act, or by any other law of the Territory, or by resolution of the Association in General Meeting.
- 9.7.2. While a sub-committee has been delegated to, it may function in accordance with the Rules and the terms that the Executive Committee has set out in the instrument.

- 9.7.3. A delegation under this rule may be subject to conditions, limitations, the exercise of a function, a time constraint or circumstance, as specified in the instrument.
- 9.7.4. Notwithstanding any delegation under this rule, the Executive Committee may continue to exercise any function delegated.
- 9.7.5. Any action or thing done by a sub-Committee acting in the exercise of a delegation under this rule has the same force and effect, had it been done to or suffered by the Executive.
- 9.7.6. The Executive Committee by instrument in writing may revoke wholly or in part any delegation under this rule.
- 9.7.7. A sub-committee may meet and adjourn, as it deems appropriate.
- 9.7.8. The President may, or in her/his absence the Vice-President, make public statements or represent the Association in any public forum.
- 9.7.9. The Executive Committee may delegate to its Members as it determines, the right to make public statements or representations on behalf of the Association in public forums. The delegation may be given conditions and qualifications as the Committee determines.
- 9.7.10. No office-bearer of the Association or any staff member is empowered, by virtue of their appointment alone, to make any public statement or to represent the Association in any public forum.

## **9.8. Voting and Decisions**

- 9.8.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee will be determined by a simple majority of votes by Members present at the meeting.
- 9.8.2 Voting on any issue will generally be by a show of hands but if requested by any Member present it will be by a secret ballot.
- 9.8.3 Each Member present at a meeting of the Executive Committee or of any sub-Committee appointed (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the resolution will be deemed lost.

## **10. General Meetings**

### **10.1. Annual General Meetings**

- 10.1.1 An Annual General Meeting of the Association will be convened each financial year within a period of five (5) months after the expiration of each financial year.
- 10.1.2 Under section 120 of the Act in relation to extensions of time, sections (1) and (2) have effect, subject to the powers of the Registrar of Incorporated Associations.
- 10.1.3 The Annual General Meeting of the Association, subject to the Act, will be convened at a place, date and time, as decided by the Executive Committee.
- 10.1.4 The business of the Annual General Meeting will include the following:
- i) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - ii) receive the Executive Committee reports on the activities of the Association during the preceding financial year;
  - iii) receive and consider the audited statement of accounts and the financial reports that are required to be submitted to Members pursuant to subsection 73 (1) of the Act;
  - iv) elect the office bearers and other Committee members as set out in section 9.
  - v) other business for which notice has been received.

### **10.2. General Meetings**

- 10.2.1. The Executive Committee will convene a General Meeting of the Association.
- 10.2.2. The Executive Committee on request, in writing, of not less than 50 per cent of the total number of Members, will convene a General Meeting of the Association that will:
- i) state the purpose(s) of the meeting;
  - ii) be signed by the Members making the request; and

- iii) be lodged with the employee charged with notifying the Members
- 10.2.3. If the Executive Committee fails to convene a General Meeting within one (1) month after the date of a request has been made for a meeting:
- i) one or more of the Members who made the request may then convene a General Meeting to be held not later than three months after that date.
- 10.2.4. A General Meeting convened by a Member(s) section 10.2.2 will be called, as soon as practicable, in the same manner as General Meetings are convened by the Executive Committee.
- 10.2.5. A notice of the proposed business to be dealt with at a General Meeting of the Association, will be sent out at least fourteen (14) days before the date fixed for the holding that meeting. This may be done by pre-paid post, by hand, email or other instantaneous method of notification. Each Member will be notified specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 10.2.6. Notice of a special resolution will be added to the notification of a General Meeting. This will be done at least twenty one (21) days before the meeting. The notification will be in accordance with 10.2.4 specifying the intention to propose a special resolution.
- 10.2.7. No business other than that specified in the notice convening a General Meeting will be transacted except in the case of an Annual General Meeting. Other business will be transacted pursuant to section 10.2.4.
- 10.2.8. A Member desiring to bring business before a General Meeting will give notice in writing, stating that business to the Association's office. After receipt, it will then be included in the next notice calling a General Meeting.

### **10.3. General Meetings; Procedure and Quorum**

- 10.3.1. The President, or in the absence of the President, the Vice-President, will preside at each General Meeting of the Association.
- 10.3.2. If the President and the Vice-President are absent from a General Meeting, the Members present will elect one (1) of their number to preside at the meeting.

- 10.3.3. No item of business will be transacted at a General Meeting unless, a quorum of financial Members entitled under these Rules to vote, is present during the time the meeting is considering that item.
- 10.3.4. A quorum for the transaction of business for a General Meeting is prescribed in section will be 10 financial members or 75% of the membership, whichever is the lesser.
- 10.3.5. No business will be transacted by the Committee unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting will lapse and stands adjourned until further notice.

## **10.4. Adjournment**

- 10.4.1. The person presiding at a General Meeting that has a quorum with the consent of the majority of Members present can announce an adjournment. No business will be transacted after a meeting is adjourned.
- 10.4.2. Where a General Meeting is adjourned for fourteen (14) days or more, Members will be given written or oral notice of the next General Meeting where any unfinished business will be transacted.
- 10.4.3. Except as provided in section 10.4.1&2, notice of an adjournment of a General Meeting is not required to be given.

## **10.5. Making of Decisions**

- 10.5.1. A question arising at a General Meeting will be determined on a show of hands, unless before the declaration a secret ballot is requested.
- 10.5.2. A declaration by the person presiding that a resolution has, on a show of hands, been carried, carried unanimously, carried by a majority, lost, or an entry to that effect in the minute book, is evidence. This is accepted without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 10.5.3. At a General Meeting a secret ballot may be demanded by the person presiding or by not less than three (3) Members present in person or by proxy at the meeting.
- 10.5.4. Where a secret ballot is requested, it will be taken:
  - i) immediately in the case that relates to the election of the person to preside at the meeting or to the question of an adjournment;

- ii) in any other case, before the closing of a meeting and the person presiding directs, the resolution of the secret ballot on a matter, will be deemed to be a resolution of the meeting.

## **10.6. Voting**

- 10.6.1. Subject to section 10.6.4. upon any question arising at a General Meeting of the Association, an individual Member has one (1) vote only. An Organisational Member may have two representatives to a General Meeting of the Association who will, upon any question arising at a General Meeting, have one (1) vote each.
- 10.6.2. All votes will be given personally or by proxy but no Member may hold more than five (5) proxies.
- 10.6.3. In the case of a tied vote on a question at a General Meeting, the issue is resolved in the negative.
- 10.6.4. A Member or proxy is not entitled to vote at any General Meeting of the Association unless they are a financial Member.

## **10.7. Appointment of Proxies**

- 10.7.1. Each Member will be entitled to appoint another Member as proxy by notice, no later than twenty four (24) hours before the time of the meeting.
- 10.7.2. The notice appointing the proxy will be on the prescribed form.

## **11. Miscellaneous**

### **11.1. Funds and Sources**

- 11.1.1. The Association will derive funds from annual subscriptions of Members, and donations, grants and other sources the Executive Committee determines. These monies will be subject to any resolutions passed in General Meeting and subject to section 114 of the Act.
- 11.1.2. All money received by the Association will be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

- 11.1.3. After receiving any money, the Association will issue a receipt where appropriate.

## **11.2. Management of Funds**

- 11.2.1. Subject to any resolution passed by the Association in General Meetings, the funds of the Association are to be used in pursuance of the objectives and aims of the Association in such manner as the Executive Committee determines.
- 11.2.2. Any two (2) Members of the Executive Committee or employees authorised to do so by the Executive Committee can and will sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.
- 11.2.3. HCCA will maintain a separate account for the purpose of:
- i) receiving donations and gifts of money
  - ii) receiving interest derived from donations and gifts
  - iii) payment of reasonable costs of managing donations
- 11.2.4. Any money, gifts, donations and property received as a result of Deductible Gift Recipient status shall be used only for the principal objectives and purposes of the Association.

## **11.3. Common Seal**

- 11.3.1. The Common Seal will be kept at the Association Office in a secure location as determined by the Executive Committee.
- 11.3.2. The Common Seal will not be affixed to any instrument unless authorised by the Executive Committee. The affixing of the Common Seal will be attested by the signatures of two Members of the Executive Committee at a meeting of the Committee.

## **11.4. Inspection of Records**

The records, books and other documents of the Association will be open to inspection at the Registered Office of the Association, free of charge, by a Member of the Association during the publicly advertised opening hours.

## **11.5. Service of Notices**

For the purpose of these Rules:

- 11.5.1. A notice may be issued by the Association to a Member(s) or delegate(s) by hand, post, email or any other electronic means. This will be sent to the Member(s) usual or last known place of abode or to their known electronic address.
- 11.5.2. A document sent to a person that is properly addressed and posted or electronically sent is deemed to have been served on the person, at the time that the letter would have arrived ordinarily.

## **11.6. Winding up**

- 11.6.1. At the first General Meeting after the decision to wind up or dissolve the organisation, the Association will pass a special resolution in accordance with provisions set out in the Act.
- 11.6.2. If HCCA is wound up any assets owned by the Association will be transferred or given to another organisation or organisations having objectives and purposes similar to Health Care Consumers' Association of the ACT and which have rules prohibiting the distribution of its assets and income to its members.
- 11.6.3. Upon the winding up or dissolution of the Association, any assets remaining after payment of its debts and liabilities will not be paid to or distributed among the members of the Association.
- 11.6.4. The distribution of any assets shall be determined by the majority decision of the Executive Committee
- 11.6.5. The Executive Committee shall assess and determine which organisation or organisations shall receive money or assets from the Association and their recommendation should be brought to members for a final decision at the first General Meeting after the decision to wind up or dissolve the organisation.

## **11.7. Managing Deductible Gift Recipient funds in the event of the Association being wound up or the Deductible Gift Recipient status being revoked**

- 11.7.1 If HCCA is wound up, or the endorsement of the Association as a Deductible Gift Recipient is revoked (whichever occurs first), any money, gifts, donations and property received as a result of Deductible

Gift Recipient status remaining in any account at the time after the payment of the organisation's liabilities must be transferred to another organisation or organisations with similar objectives, which are charitable at law, to which income tax deductible gifts can be made in the following ways:

- i) gifts of money or property for the principle purpose of the organisation
- ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- iii) money received by the organisation because of such gifts and contributions.

## **11.8. Public Officer**

The Association will appoint, by resolution of the Executive Committee, a Member or a person resident in the Australian Capital Territory, to be the Public Officer. If the Office becomes vacant it will within fourteen (14) days, have a person or Member appointed to fill the vacancy.

## **11.9. Appointment of an Auditor**

- 11.9.1. At every Annual General Meeting an Auditor will be appoint. They must comply with the requirements of the *Associations Incorporations Act 1991 (ACT)* and the *Registrar-General Act 1993 (ACT)*.
- 11.9.2. The Executive Committee will submit to the Auditor all the accounts, books and records of the Association at the end of each financial year.
- 11.9.3. The Auditor will provide a detailed annual balance sheet and statement of income and expenditure for presentation at the Annual General Meeting.
- 11.9.4. The Association will comply with Part 5 of the Act 1991 concerning the presentation of financial statements to the Annual General Meeting.

## **11.10. Treasurer**

- 11.10.1 The Treasurer will oversee the financial affairs of the Association and ensure that all records of income and expenditure connected with the operations and business of HCCA are accurately kept.