

Constitution

1. Name

- 1.1. The name of the Association is the Health Services Research Association of Australia and New Zealand.

2. Definitions

In this Constitution unless the contrary intention appears:

- 2.1. “the Act” means Associations Incorporation Act 1984;
- 2.2. “the Regulation” means the Associations Incorporation Regulation 1994
- 2.3 “Association” means the Health Services Research Association of Australia and New Zealand Incorporated in NSW
- 2.4 “Member” means a person or organisation admitted to membership under section 4.
- 2.5 “secretary” means the person holding office under section 6 or, if no such person holds that office, the public officer of the Association
- 2.6 “meetings” includes meetings held with attendance in person or via electronic link up
- 2.7 Communications “in writing” includes notice sent by email or other electronic format
- 2.8 “ballot” includes those conducted in written or electronic format
- 2.9 the provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution was an instrument made under the Act.

3. Objects

- 3.1. The objects of the Association are to encourage and promote the development and conduct of health services research, in order to promote improved health services delivery and improved health; and in particular to:
 - 3.1.1. Promote the development of sustainable capacity in the field of health services research;
 - 3.1.2. Facilitate and promote communication and collegiality among researchers engaged in health services research;

- 3.1.3. Facilitate and promote the regular exchange of views across researchers and policymakers, managers, clinicians and other interested parties;
 - 3.1.4. Promote the education and development of researchers and others working in health services research;
 - 3.1.5. Encourage the development of strategically important research;
 - 3.1.6. Promote excellence in health services research.
 - 3.1.7. Advocate for appropriate levels of funding for health services research in Australia and New Zealand.
- 3.2. To give effect to its objects, the Association may
- 3.2.1. Receive subscriptions from members;
 - 3.2.2. Apply for, and accept, money by way of grant, gift, bequest or otherwise;
 - 3.2.3. Use sums of money out of the Association's funds for the promotion of health services research and other related activities;
 - 3.2.4. Invest the Association's funds;
 - 3.2.5. Receive, obtain and hold land, securities and other property, real or personal;
 - 3.2.6. Hold periodic meetings of its members;
 - 3.2.7. Hold scientific conferences and other meetings;
 - 3.2.8. Publish and promote the publication of any printed or electronic material or produce and promote the production of any audio/visual material;
 - 3.2.9. Enter into any arrangement or agreement with, become a member of, subscribe to, or affiliate with, any organisation having objects consistent with those of the Association;
 - 3.2.10. Procure, transfer or deal with copyrights, privileges, exemptions, certificates, licences, patents, trademarks and the like deemed necessary or convenient for the Association;
 - 3.2.11. Insure against risks as appropriate;
 - 3.2.12. Employ staff;
 - 3.2.13. Do all other lawful things necessary.
- 3.3. The objects of the Association may be carried out in Australia and New Zealand, or elsewhere.

4. Membership

- 4.1. Any person agreeing with the objects of the Association and paying the annual membership fee is eligible to be a member and may apply to the Executive Committee in the prescribed manner.
- 4.2. Where the Executive Committee admits a person to membership, the Secretary must notify the applicant in writing, and must enter the applicant's name, address and other prescribed particulars in a Register of Members.
- 4.3. An organisation agreeing with the objects of the Association and paying the annual corporate membership fee is eligible to be a corporate member and may apply to the Executive Committee in the prescribed manner.
- 4.4. Where a member is an organisation, it may nominate a number of staff (the number to be determined by the Executive Committee from time to time) to receive free individual membership of the Association. These staff shall be named.
- 4.5. Where a member is an organisation, it may appoint one delegate to represent the organisation in any meetings of corporate members.
- 4.6. Employees and associates of each organisation which is a corporate member are entitled to join as individual members.
- 4.7. A member of the Association may resign by sending a written notice of resignation to the Secretary; upon receipt of which the Secretary must remove the name of the member from the Register of Members.
- 4.8. A person ceases to be a member of the Association if the person
 - 4.8.1. Dies;
 - 4.8.2. Is expelled from the Association.
 - 4.8.3. Does not pay the annual subscription as described in clause 5.3
- 4.9. The privileges and responsibilities of a member cannot be transferred to another person or organisation and terminate on the cessation of membership.
- 4.10. A member of the Association is not liable to contribute to the payment of the liabilities of the Association on a winding-up.
- 4.11. Each member must notify the Secretary in writing of his/her address and of any change in address.

5. Membership fees

- 5.1. The Executive Committee determines the amount of the joining fee and annual subscription for each category of members.
- 5.2. The annual subscription is due and payable on the first day of the calendar year to which it relates.
- 5.3. Where a member has not paid the annual subscription fee due in any year within three months from the due date, that person or organisation ceases to be a member.

6. Executive Committee

6.1. The Executive Committee of the Association shall be the President, Past-President, Vice-President, Treasurer, Secretary, and four ordinary members and the Public Officer.

6.1.1 At least one member of the Executive Committee shall be resident in New Zealand

6.1.2 The Public Officer shall be a resident of NSW.

6.2. The Executive Committee manages the affairs of the Association.

6.3. Executive Committee members, other than the Public Officer and the Past-President, shall be elected by and from among the members of the Association in the prescribed manner and shall hold office from the end of the Annual General Meeting immediately following their election is declared until the end of the second Annual General Meeting held thereafter.

6.4. Half of the Executive Committee members shall retire each year.

6.5. The Public Officer shall be appointed by the Executive Committee and the retiring President (Past-President) of the Association shall be invited to serve on the Executive Committee until the succeeding President's term of office ends."

6.6. The office of any elected officer becomes vacant if s/he

6.6.1. Resigns the office in writing to the Secretary or President;

6.6.2. Ceases to be a member of the Association;

6.6.3. Becomes of unsound mind;

6.6.4. Becomes bankrupt;

6.7. And the Executive will appoint a member to fill a vacant office for the balance of the term of the previous officer.

6.8. An employee of the Association is not eligible for election to any Executive Office.

6.9. The President of the Association is the spokesperson for the Association, and presides over the Annual General Meeting, General Meetings, and Meetings of the Executive Committee.

6.10. If the President is absent, the Vice-President will chair that meeting. In the absence of both President and Vice-President, any Executive Officer chosen by the members present will chair that meeting.

6.11. The Treasurer is responsible for the financial management and financial policy of the Association.

6.12. The Secretary is responsible for recording the Association's membership and business, and ensuring compliance with the Constitution, by-laws, Act and other relevant statutes and regulations.

7. Interim Committee

7.1. The Interim Committee appointed by the first meeting of interested parties shall hold office until the first annual general meeting.

8. Executive Committee Meetings

8.1. A quorum shall be three members of the Committee.

8.2. If, at an Executive Committee meeting, equal votes are cast for and against a motion, that motion is lost.

8.3. If all members of the Executive Committee have signed a document containing a statement that they are in favour of a resolution set out in the document, that resolution is deemed to have been passed at a meeting of the Executive Committee held on the day the document was last signed by a member of the Executive Committee.

9. General Meetings

9.1. The Secretary must notify the members of the place, day and time of the meeting and the business to be transacted. Notice must be in writing and must be given not less than 28 days before the meeting.

9.2. A quorum will be fifteen members. If within half an hour of the appointed time for the commencement of the meeting, a quorum is not present, the meeting is to be adjourned to another time as specified by the Executive Committee.

9.3. A member may appoint a proxy to vote at a general meeting on the member's behalf. Written notice on the form appended to this Constitution must be received by the Secretary at least 48 hours before the meeting.

9.4. A motion put to the Meeting will be decided on a show of hands, unless before or on the declaration of the show of hands a poll is demanded. In the event that equal votes are cast for and against a motion, that motion is lost.

9.5. The Association must hold an Annual General Meeting in each financial year.

9.6. The ordinary business of the Annual General Meeting is

9.6.1. To confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;

9.6.2. To receive and consider reports from the Executive Committee;

9.6.3. The AGM will receive accounts prepared by an independent accountant, which will be sufficient to meet the requirements of an independent audit for GST and BAS returns.

9.7. The Annual General Meeting may transact special business provided that written notice is given to members at least 14 days before the meeting.

10. Election of Executive Committee

10.1. Nominations of candidates for election as office bearers of the Association must be made in writing and signed by two members of the Association and accompanied by the written consent of the candidate.

10.2. Nominations must be delivered to the Secretary by the date specified by the Secretary in the call for nominations.

10.3. The ballot will be conducted by secret ballot, conducted prior to the annual general meeting.

10.4. If there is not a New Zealand resident among the elected office bearers, then of those candidates who are New Zealand residents the candidate with the highest number of votes will be elected to the position of ordinary committee member.

10.5. If the number of nominations received is equal to the number of positions to be filled, then the nominated members will be taken as elected.

10.6. If the number of nominations received is insufficient to fill all the positions, the candidates nominated will be taken as elected and further nominations will be received, and a secret ballot conducted, at the Annual General Meeting.

11. Income and property

11.1. The income and property of the Association must be applied solely to the objects of the Association, and no portion is to be paid or transferred to any member.

11.2. Nothing in clause 11.1 prevents payment to an employee or member of the Association of remuneration for goods supplied or services rendered; or reimbursement of expenses actually incurred on Association business or on behalf of the Association.

11.3. True accounts must be kept of

11.3.1. All money received and spent by the Association;

11.3.2. Assets and liabilities of the Association.

11.4. The accounts, records and other documents are available for inspection by members of the Association free of charge at reasonable times determined by the Executive Committee.

11.5. The Treasurer must receive all moneys paid to the Association and issue official receipts as soon as possible.

11.6. The Executive Committee must open with a bank or other financial institution an account in the name of the Association.

11.7. Payments from the funds of the Association must be by cheque drawn on the Association's account, which must be signed by two members of the Executive Committee.

11.8. The public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

12. Insurance

12.1. The Association must effect and maintain insurance under section 44 of the Act.

12.2. In addition, the Association may effect and maintain other insurance.

13. Financial Year

13.1. The financial year of the Association is the period beginning on the first day of July in each year and ending on the thirtieth day of June following.

14. Common seal

14.1. The seal of the Association must be kept in the custody of the public officer.

14.2. The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing must be attested by the signatories of two members of the Executive Committee.

15. Expulsion

15.1. The Executive Committee may expel a member from the Association if the member has been guilty of conduct detrimental to the interests of the Association.

15.2. Where the Executive Committee expels a member, the Secretary must as soon as possible notify the member in writing, specifying the grounds for expulsion.

15.3. The member may appeal against the expulsion by writing to the Secretary within 14 days of the service of that notice, demanding a General Meeting be convened for this purpose.

15.4. At a General Meeting convened under clause 15.3, the only business will be the question of the expulsion. The Executive Committee must provide the meeting with details of the grounds of and the reasons for the expulsion. The expelled member must be given an opportunity to be heard. The members present will then vote by secret ballot on whether the expulsion should be lifted or confirmed.

16. Resolution on internal disputes

16.1. Disputes between members of the Association (in their capacity as members of the Association), and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

17. Winding up

17.1. If upon winding up of the Association there remains any property after the satisfaction of all debts and liabilities, it must be transferred to some other organisation having objects consistent with the objects of the Association, as determined by members of the Association in a general meeting.

18. Constitutional change

18.1. This Constitution may be amended by resolution passed by at least two-thirds of the votes cast by members present, in person or by proxy, at a General Meeting.

18.2. The Secretary must give notice of the proposed amendment at least 28 days before the General Meeting at which the amendment is to be considered.