
Associations Incorporation Act 1984 (NSW)

Incorporated Association Limited by Guarantee

CONSTITUTION
OF
CLINICAL CODERS' SOCIETY OF AUSTRALIA INCORPORATED
INC9888190

INTRODUCTION

1. Definitions and interpretation

1.1 In these rules unless the context otherwise requires:

- (1) **“Act”** means the *Associations Incorporation Act 1984 (NSW)*;
- (2) **“Association”** means Clinical Coders' Society of Australia Incorporated;
- (3) **“committee”** means the committee for the time being of the Association or the committee assembled as a managing committee;
- (4) **“Recognised Course”** means a clinical coder or health information management course as approved by the committee for the purposes of these rules;
- (5) **“Register”** means the register of members kept in accordance with rule 14;
- (6) **“seal”** means the common seal of the Association and includes any official seal of the Association
- (7) **“Secretary”** means any person appointed to perform the duties of a secretary of the Association and includes an Honorary Secretary.

1.2 Except so far as the contrary intention appears in these rules:

- (1) an expression has in these rules the same meaning as in the Act;
- (2) of an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.3 Headings are for convenience only and do not affect the interpretation of these rules.

1.4 Reference to:

- (1) one gender includes each other gender;
- (2) the singular includes the plural and the plural includes the singular; and
- (3) a person includes a body corporate.

2. Objects

2.1 The primary object for which the Association is established is to provide a forum and support for clinical coders and those interested in the coding of health care data.

2.2 The Association will fulfil the object set out in rule 2.1 through the pursuit of the following specific objectives:

- (1) to advise Health Information Management Association of Australia ACN 008 451 910 (“**HIMAA**”) on issues related to the coder workforce and coding policy;
- (2) to act as an advisory body to members on professional issues;
- (3) to establish links with other organisations and groups which have common areas of interest in clinical coding to exchange information and work together on common goals;
- (4) to promote understanding of the value of quality coded data and its importance to health care services;
- (5) to provide resources and activities to enable members to update their skills and knowledge;
- (6) to provide advice and support to coder training programs;
- (7) to encourage members to research and publish on topics related to clinical coding;
- (8) to promote a high standard of coding performance and ethical behaviour amongst members;
- (9) to define and promote the Association and its members in the health care community;
- (10) to promote the growth of the Association and strengthen membership through active recruitment;
- (11) to assist HIMAA in the maintenance of a national system of coder accreditation; and
- (12) to liaise with organisations representing the industrial interests of members.

3. Application of Income and Property

- 3.1 The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of the objects of the Association as set out in this constitution.

4. No Distribution to Members

- 4.1 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the Association.

- 4.2 Rule 4.1 does not prevent:

- (1) the payment in good faith of remuneration to any officer, servant or member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;
- (2) the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this rule by the constitution on money borrowed from any member of the Association; or
- (3) the payment of reasonable and proper rent for premises demised or let by any member to the Association.

5. Limited Liability

- 5.1 The liability of the members is limited.

6. Guarantee

- 6.1 Every member of the Association undertakes to contribute such amount as may be required, not exceeding \$10.00, to the property of the Association in the event of its being wound up while he or she is a member or within 1 year after he or she ceases to be a member for payment:

- (1) of the debts and liabilities of the Association or the previous Company (contracted before he or she ceases to be a member);
- (2) of the costs, charges and expenses of winding up; and
- (3) for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP

7. Number of Members

- 7.1 There is no limit on the number of members of the Association.

8. Membership

8.1 The members of the Association are:

- (1) the subscribers to the constitution; and
- (2) such other persons the committee admit to membership in accordance with these rules.

9. Categories of Membership

9.1 There are 2 categories of members, being:

- (1) ordinary members; and
- (2) student members.

9.2 Additional categories of members, if recommended by the committee, may be created from time to time by the members in general meeting.

10. Application for Ordinary Membership

10.1 Any individual who is not less than 18 years of age at the date of application may apply for ordinary membership of the Association.

11. Application for Student Membership

11.1 Any individual who is:

- (1) not less than 18 years of age at the date of application; and
- (2) enrolled in a Recognised Course at the date of application;

may apply for a student membership of the Association.

12. Form of Application

12.1 An application for membership must be:

- (1) in writing in a form approved by the committee;
- (2) signed by the applicant;

13. Admission to Membership

- 13.1 The committee must consider an application for membership as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.
- 13.2 The committee need give no reason for the rejection of an application.
- 13.3 If an application for membership is rejected the Secretary must notify the applicant in writing.
- 13.4 If an applicant is accepted for membership the Secretary must:
- (1) notify the applicant in writing; and
 - (2) request payment of:
 - (a) the application fee, if any, determined in accordance with rule 16.1; and
 - (b) the annual subscription, determined in accordance with rules 17.1 and 12.4.
- 13.5 The applicant becomes a member upon payment of the application fee, if any, and the annual subscription. The name and details of the member must be entered into the Register.
- 13.6 If payment of the application fee, if any, and the annual subscription is not received within 2 months after the date of the giving of the notice referred to in rule 13.4 the committee may revoke their acceptance of the applicant for membership.

14. Register of Members

- 14.1 A register of members of the Association must be kept in accordance with the Act.
- 14.2 The following must be entered in the Register in respect of each member:
- (1) the full name of the member;
 - (2) the address of the member;
 - (3) the category of the membership;
 - (4) the date of admission to and cessation of membership; and
 - (5) the date of last payment of the member's annual subscription.

15. Notification of Changes

- 15.1 The committee may also enter in the Register such other information as the committee require, including the facsimile number, if any, and the telephone number of the member.
- 15.2 Each ordinary member must notify the Secretary in writing of any change in that person's name, address or facsimile number, if any, within 1 month after the change.
- 15.3 All notices given in accordance with rules 97 and 98 to the address last notified shall be considered fully received.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

16. Application Fee

- 16.1 The application fee payable by each applicant for membership is such sum as the committee prescribe from time to time in respect of each category of membership.
- 16.2 Until the committee otherwise prescribe the application fee for:
 - (1) an ordinary member is \$30; and
 - (2) a student member is \$30.

17. Annual Subscription

- 17.1 The annual subscription payable by a member of the Association is such sum as is recommended by the committee and approved by the Association in general meeting.
- 17.2 Until the committee otherwise recommend and the Association otherwise resolves, the annual subscription payable for:
 - (1) an ordinary member is \$60.00; and
 - (2) a student member is \$30.00.
- 17.3 All annual subscriptions are due and payable in advance on 1 July in each year.
- 17.4 If a person applies for membership of the Association during the months of January to June inclusive the committee may reduce the annual subscription payable by the applicant in such manner as they think fit.
- 17.5 For the purpose of rule 17.2(2), a student member may be required by the committee to provide such evidence as the committee require to prove that at the date of payment of the annual subscription the student member is enrolled in a Recognised Course.

18. Unpaid Annual Subscriptions

18.1 If:

- (1) the annual subscription of a member remains unpaid for 2 months after it becomes payable; and
- (2) a notice of default is given to the member pursuant to a resolution of the committee;

the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the committee think fit to do so.

CESSATION OF MEMBERSHIP

19. Resignation

19.1 A member may resign from membership of the Association by giving written notice to the Secretary.

19.2 The resignation of a member is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

19.3 Unless the committee determine otherwise, an individual who as at the date of payment of an annual subscription is not under rule 17.5 enrolled in a Recognised Course:

- (1) ceases to be a student member with immediate effect; but
- (2) becomes an ordinary member with immediate effect on the payment of the amount of the annual subscription payable by an ordinary member.

20. Failure to Pay

20.1 If a member has not paid all arrears of annual subscriptions in accordance with rule 18 or, if paid, the member's rights and privileges are not reinstated:

- (1) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under rule 18.1(2); and
- (2) the member ceases to be a member and member's name shall be removed from the Register at the expiration of the 6 months period.

21. Cessation of Membership

21.1 A member ceases to be a member:

- (1) on the death of the member; or

-
- (2) if the member is expelled under rule 22.6.

22. Disciplining Members

22.1 If any member:

- (1) wilfully refuses or neglects to comply with the provisions of the constitution, these rules or any by-laws adopted by the Association from time to time; or
- (2) is guilty of any conduct which, in the opinion of the committee, is unbecoming of a member, unethical or prejudicial to the interest of the Association,

the committee may resolve to censure, fine, suspend or expel the member from the Association and, in the case of expulsion, to remove the member's name from the Register.

22.2 In exercising their powers under rule 22.1 the committee may not fine a member an amount exceeding the annual subscription of an ordinary member of the Association.

22.3 At least 1 week before the meeting of the committee at which a resolution of the nature referred to in rule 22.1 is passed the committee must give to the member notice of:

- (1) the meeting;
- (2) what is alleged against the member; and
- (3) the intended resolution.

22.4 At the meeting and before the passing of the resolution the member must have an opportunity of giving orally or in writing any explanation or defence the member thinks fit.

22.5 A member may by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the committee, elect to have the question dealt with by the Association in general meeting and in that event, a general meeting of the Association must be called for that purpose.

22.6 If at the meeting such a resolution is passed by a majority of 2/3 of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for expulsion the member shall be expelled and the member's name removed from the Register.

22.7 If any member ceases to be a member in accordance with rule 22.6 the committee may reinstate the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.

23. Resolution of internal disputes

- 23.1 Disputes between members (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*.
- 23.2 At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

24. Effect of Cessation of Membership

- 24.1 If any member ceases to be a member within the provisions of these rules the member remains liable to pay to the Association for any moneys whatsoever which, at the time of the member ceasing to be a member, the member owes to the Association on any account whatsoever and for any sum not exceeding \$10.00 for which the member is liable under rule 6 of the constitution.

GENERAL MEETINGS

25. Convening of General Meetings

- 25.1 Except as permitted by law a general meeting, to be called the “annual general meeting”, must be held at least once in every calendar year.
- 25.2 Any committee member may whenever he or she thinks fit convene a general meeting.
- 25.3 Except as provided in the Act no member is and no members together are entitled to convene a general meeting.

26. Notice of General Meetings

- 26.1 Except where the Act requires that more than 14 clear days’ notice be given and except where the Act allows a shorter notice to be given by agreement, at least 14 days’ notice (exclusive of the day on which the notice is served or deemed served and of the day for which notice is given) of a general meeting must be given to such persons as are entitled to receive notices from the Association.
- 26.2 A notice of a general meeting must specify the place, the day and the hour of meeting and, in the case of special business, the general nature of the special business.

27. Accidental Omission to Give Notice

- 27.1 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these rules or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

28. Postponement of General Meetings

- 28.1 The committee may postpone the holding of any general meeting whenever they think fit (other than a meeting requisitioned by members pursuant to the Act) for not more than 21 days after the date for which it was originally called.
- 28.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 32 or rule 35) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

29. Technology

- 29.1 The Association may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

30. Representation of Member

- 30.1 Any member may be represented at any general meeting of the Association by a proxy or attorney and if so represented is deemed to be personally present.

PROCEEDINGS AT GENERAL MEETING

31. Quorum

- 31.1 No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 31.2 3 members constitute a quorum.

32. Absence of Quorum

- 32.1 If a quorum is not present within 30 minutes after the time appointed for the meeting:
- (1) where the meeting was convened upon the requisition of members the meeting is dissolved; or
 - (2) in any other case:
 - (a) the meeting stands adjourned to the day, and at the time and place, which the committee determine or, if no determination is made by the committee, to the same day in the next week at the same time and place; and
 - (b) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting the meeting is dissolved.

33. Ordinary and Special Business

33.1 The business of an annual general meeting is:

- (1) to receive and consider the profit and loss account the balance sheet, the reports of the committee and the committee' statement required by the Act to be attached to the accounts of the Association;
- (2) to elect committee in place of those retiring or otherwise; and
- (3) to transact any other business which under these rules or the Act ought to be transacted at an annual general meeting.

33.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

34. Chairperson of General Meeting

34.1 The President of the Association, if present, presides as chairperson at every general meeting.

34.2 Where a general meeting is held and:

- (1) there is no President of the Association; or
- (2) the President is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Secretary of the Association if present presides as chairperson of the meeting or, if the Secretary is not present or is unwilling to act, the members present must elect any one of their number to be chairperson of the meeting.

35. Adjournment of Meetings

35.1 The chairperson may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

35.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

35.3 Except as provided by rule 35.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

36. Voting Rights

- 36.1 Subject to rule 37 at any general meeting of members each member present on a show of hands has 1 vote and on a poll each member present has 1 vote.

37. Voting Disqualification

- 37.1 A member is not entitled to vote at a general meeting if the annual subscription of the member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

38. Power to Demand a Poll

- 38.1 At any general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (1) by the chairperson; or
- (2) by at least 3 members.

39. Evidence of Resolutions

- 39.1 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, signed by the chairperson of that or the next succeeding meeting, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

40. Conduct of Poll

- 40.1 If a poll is duly demanded, it must be taken in such manner and subject to rule 40.2 either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- 40.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.
- 40.3 The demand for a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 40.4 The demand for a poll may be withdrawn.

41. Casting Vote

41.1 In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to use of the casting vote and as to the way in which it is used.

42. Objections to Exercise of Voting Rights

42.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

42.2 The objection must be referred to the chairperson of the meeting, whose decision is final.

42.3 A vote not disallowed following the objection is valid for all purposes.

PROXIES

43. Appointment of Proxy

43.1 A member may appoint 1 proxy. A proxy need not be a member.

44. Deposit of Proxy and Attorney Instrument

44.1 An instrument appointing a proxy may not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or proof of the power or authority to the satisfaction of the committee is or are deposited at the registered office of the Association or at any other place specified for that purpose in the notice convening the meeting not less than 24 hours before the time for the holding of the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote.

44.2 For the purpose of rule 44.1 it is sufficient if the proxy is received at any of the following:

- (1) the Association's registered office;
- (2) a facsimile number at the Association's registered office; or
- (3) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.

44.3 If the proxy is required to be accompanied by other documents then these documents may also be received in accordance with rule 44.2.

45. Proxy Instrument to be in Writing

45.1 An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing.

46. Form of Proxy

46.1 The instrument of proxy must be in the form determined by the committee but the form must:

- (1) enable the member to specify the manner in which the proxy must vote in respect of a particular transaction; and
- (2) leave a blank for the member to fill in the name of the person primarily appointed as proxy.

46.2 The form may provide that if the member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chairperson of the meeting is appointed proxy.

46.3 Despite rule 46.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

CLINICAL CODERS' SOCIETY OF AUSTRALIA INCORPORATED	
I	of
being a member of the abovenamed association, appoint	
	of
or, in his or her absence,	of
as my/its proxy to vote for me/it on my/its behalf at the *annual general /*general meeting of	
the association to be held on	19
	and at any adjournment of that
	meeting.
† This form is to be used *in favour of /*against the resolution.	
Signed on	20
* Strike out whichever is not desired.	
† To be inserted if desired.	

47. Effect of Proxy Instrument

47.1 A instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.

47.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

47.3 A proxy may be revoked at any time by notice in writing to the Association.

48. Voting Rights of Proxies and Attorneys

48.1 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

48.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

- (1) the previous death or unsoundness of mind of the principal; or
- (2) the revocation of the instrument (or of the authority under which the instrument was executed) or of the power;

if the Association has not received written notification of the death, unsoundness of mind or revocation at the registered office of the Association before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

MANAGING COMMITTEE AND OFFICE BEARERS

49. Number of Committee

49.1 The number of the committee must be 8.

49.2 The Association in general meeting may by resolution increase or reduce the number of committee but the number may not be reduced below 3.

50. Constitution of the Managing Committee

50.1 The first committee, other than the committee member referred to in rule 51.1(2), are appointed in writing by the subscribers to the constitution of the Association.

50.2 The first committee hold office until the termination of the first annual general meeting of the Association but, subject to these rules, are eligible for election at that meeting.

51. Elected and Ex-officio Committee

51.1 Subject to rule 50 the 8 committee of the Association are:

- (1) 7 committee elected in accordance with these rules ("**elected committee**") being:
 - (a) 1 member whose address in the Register is in New South Wales;
 - (b) 6 members whose address in the Register is in Victoria, Queensland, Western Australia, South Australia, Tasmania, Australian Capital Territory, or Northern Territory;

each of whom must be a member of the Association; and

- (2) 1 committee member appointed as an ex-officio under rule 52 (“**ex-officio committee member**”).

52. Ex-Officio Committee Member

- 52.1 Health Information Management Association of Australia ACN 008 451 910 (“**HIMAA**”) is at all times entitled to appoint 1 person (“**ex-officio committee member**”) to the committee of the Association.
- 52.2 The appointment of the ex-officio must be consented to by the ex-officio committee member in writing.
- 52.3 HIMAA may revoke or suspend the appointment of the ex-officio committee member at any time.
- 52.4 Every appointment, revocation or suspension under this rule 52 must be made by notice in writing left at the registered office of the Association.

53. Election of Managing Committee

- 53.1 The managing committee are elected at each annual general meeting of the Association.
- 53.2 An elected committee member holds office until the termination of the next annual general meeting held after his or her election.
- 53.3 Subject to rule 51 a retiring elected committee member is eligible for re-election.

54. Nomination for Election

- 54.1 Each candidate for election as an elected committee member must be proposed and seconded by an ordinary member.
- 54.2 No member may propose more than 1 person as a candidate but may second more than 1 nomination.
- 54.3 A nomination of a candidate for election must:
- (1) be in writing;
 - (2) name the State or Territory shown in the Register for the candidate;
 - (3) be signed by the candidate; and
 - (4) be signed by the proposer and seconder.
- 54.4 A nomination of a candidate for election must be received by the Secretary or at the registered office of the Association or at such other place stipulated by the committee

from time to time and notified to the members not later than 5.00 pm on the day which is 21 days prior to the annual general meeting at which the candidate seeks election.

- 54.5 A list of the candidates' names in alphabetical order together with the proposers and seconders' names, and the State or Territory shown in the Register for the candidate must be sent to members with the notice of the annual general meeting.

55. Election Procedure - Committee

- 55.1 If the number of candidates for election as the elected committee under any of rules 51.1(1)(a) to (b) inclusive is 1 and 5, the chairperson of the annual general meeting must declare each of those candidates to be duly elected as committee.
- 55.2 If there is no candidate for election as an elected committee member under one or more of rules 51.1(1)(a) to (b), a casual vacancy occurs and the provisions of rule 60 apply.
- 55.3 If the number of candidates for election as the elected committee under any of rule 51.1(1)(a) to (b) is greater than 6, a ballot must be held for the election of the candidates.
- 55.4 If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order in respect of whom that State or Territory is shown in the Register for the candidates.
- 55.5 The ballot papers must be sent by post to each person entitled to vote at least 14 days prior to the date of the annual general meeting.
- 55.6 Any person entitled to vote and voting at the ballot must forward the completed ballot papers so that they are received by the Secretary, or at the registered office or such other place stipulated in the ballot papers, not less than 24 hours prior to the meeting.
- 55.7 The committee must appoint 2 returning officers to be present at the annual general meeting.
- 55.8 The candidates receiving the greater number of votes cast in his or her favour must be declared by the chairperson of the annual general meeting to be elected as an elected committee member.
- 55.9 In the case of equality of votes the returning officers, prior to the declaration of the result of the ballot, must select by lot from such candidates in respect of whom there is all equality of votes, the candidate who is to be elected.

56. Office Bearers

- 56.1 The office bearers of the Association are:
- (1) the President;
 - (2) the Honorary Treasurer; and

(3) the Honorary Secretary.

57. Election at Committee Meeting

- 57.1 The first office bearers are elected at the first meeting of the committee held after incorporation of the Association.
- 57.2 Thereafter the office bearers are elected at the first meeting of the committee held after the annual general meeting at which they were elected.
- 57.3 The committee present must appoint one of their number to act as chairperson of the meeting for the purpose of the election.

58. Eligibility and Nomination

- 58.1 Any committee member is eligible for election to each position of the office bearers.
- 58.2 Each committee member standing for election as an office bearer must be proposed by another committee member.
- 58.3 If a committee member stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.
- 58.4 A nomination may be:
- (1) in writing, received by the Secretary not less than 24 hours prior to the committee meeting at which the election is to take place and signed by the candidate and the proposer; or
 - (2) made orally at the meeting, provided that the candidate is present and consents to the nomination.

59. Election Procedure - Office Bearers

- 59.1 The election of the office bearers is held in the order in which the positions are listed in rule 56.1.
- 59.2 If there is only 1 candidate for election to any position of office bearer that person is deemed elected to that position.
- 59.3 If there is more than 1 candidate for election to any position of office bearer a ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- 59.4 In the case of an equality of votes in respect of any position a further ballot must be held forthwith but if there is still an equality of votes the successful candidate must be determined by lot.
- 59.5 If a committee member is elected to a position as office bearer then his or her nomination, if any, for any other position is deemed to have been withdrawn upon

such election and prior to the election held in respect of such other position or positions.

- 59.6 Subject to this rule 59 a ballot is conducted in such manner as the committee determine.

GENERAL PROVISIONS AS TO MANAGING COMMITTEE MEMBERSHIP

60. Casual Vacancies

- 60.1 The Association in general meeting may by resolution and the committee may at any time appoint any member qualified to be a committee member under rule 51, to fill a casual vacancy in the elected committee, but so that:

- (1) the total number of committee does not at any time exceed the number fixed in accordance with these rules; and
- (2) as far as possible, the State or Territory shown in the Register in respect of the committee member is the same as that of the member ceasing to be a committee member.

- 60.2 A person who is so appointed holds office until the termination of the annual general meeting next held after his or her appointment but is eligible for election at that meeting.

61. Insufficient Committee

- 61.1 In the event of a vacancy or vacancies in the office of a committee member or offices of committee, the remaining committee may act, but if the number of remaining committee is not sufficient to constitute a quorum at a meeting of committee, they may act only for the purpose of increasing the number of committee to a number sufficient to constitute such a quorum or convening a general meeting of the Association.

62. Resignation of Committee Member

- 62.1 Any committee member may retire from office upon giving notice in writing to the Association of his or her intention to do so.

63. Removal of Committee

- 63.1 Subject to the provisions of these rules and the Act the Association may by resolution passed at any general meeting remove any committee member and may appoint another person in his or her stead.

64. Vacation of Office of Committee Member

64.1 In addition to the circumstances in which the office of a committee member becomes vacant by virtue of the Act the office of a committee member becomes vacant if the committee member:

- (1) cannot act as a committee member because of the committee member's mental incapacity;
- (2) is absent from 3 consecutive meetings of committee without the prior leave of the committee or, where no leave is granted, the committee are not satisfied that such absence was justified in all the circumstances;
- (3) ceases to be qualified as a committee member in accordance with rule 51; or
- (4) holds any office of profit under the Association.

65. Remuneration and Expenses of Committee

65.1 No committee member may receive any remuneration for his or her services in his or her capacity as a committee member of the Association.

65.2 Despite rule 65.1 committee may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the committee or any sub-committee of the Association or general meetings of the Association or otherwise in connection with the business of the Association.

PUBLIC OFFICER

66. Power to Appoint

66.1 The committee may appoint any person, not being a committee member, to the position of public officer for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke the appointment.

67. Not a Member of the Committee

67.1 The public officer is not a member of the committee of the Association but may attend meetings of the committee except where the committee otherwise request.

68. Temporary Appointments

68.1 If a public officer becomes incapable of acting in that capacity the committee may appoint any other person, not being a committee member, to act temporarily as public officer.

69. Powers of Public Officer

- 69.1 The committee may, upon such terms and conditions and with such restrictions as they think fit, and within the scope of the Act, confer upon a public officer any of the powers exercisable by them.
- 69.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the committee.
- 69.3 The committee may at any time withdraw or vary any of the powers so conferred on a public officer.

70. Remuneration of Public Officer

- 70.1 Subject to the Act and to the provisions of any contract between the Association and a public officer the remuneration of the public officer is fixed by the committee.

POWERS AND DUTIES OF MANAGING COMMITTEE

71. General Business Management

- 71.1 Subject to the Act and to any other provision of these rules, the business of the Association is managed by the committee, who may pay all expenses incurred in promoting and forming the Association, and may exercise all powers of the Association which are not, by the Act or by these rules, required to be exercised by the Association in general meeting.
- 71.2 No rule made or resolution passed by the Association in general meeting can invalidate any prior act of the committee which would have been valid if that rule or resolution had not been made or passed.

72. Borrowing Powers

- 72.1 Without limiting the generality of rule 71.1, the committee may exercise all the powers of the Association to borrow money, to charge any property or business of the Association or give any other security for a debt, liability or obligation of the Association or of any other person.
- 72.2 If the Association borrows money from any member the maximum rate of interest payable by the Association is 10% per annum.

73. Negotiable Instruments

- 73.1 All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association may be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 committee or in such other manner as the committee determine from time to time.

74. Appointment of Attorney

- 74.1 The committee may appoint any person or persons to be the attorney or attorneys of the Association for the purposes, with the powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the committee), for the period and subject to the conditions they think fit.
- 74.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the committee think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

PROCEEDINGS OF MANAGING COMMITTEE

75. Meetings of Committee

- 75.1 The committee may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 75.2 The minutes of any meeting of the committee must state the method of meeting and the persons present.

76. Convening of Meeting

- 76.1 A committee member may at any time, and a Secretary must on the requisition of a committee member, convene a meeting of the committee.

77. Notice of Meeting

- 77.1 Notice of every committee' meeting must be given to each committee member except that it is not necessary to give notice of a meeting of committee to any committee member who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.
- 77.2 Any notice of a meeting of committee may be given in writing or orally, and whether by facsimile, telex, telegram, cable, telephone or any other means of communication including electronic transmission.

78. Quorum

- 78.1 At a meeting of committee, the number of committee whose presence is necessary to constitute a quorum is 3 committee entitled to vote or such greater number as is determined by the committee.

79. Chairperson at Committee' Meetings

79.1 The President is the chairperson of all meetings of the committee.

79.2 At a meeting of committee if:

- (1) no President has been elected as provided by rule 57; or
- (2) the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Secretary shall be the chairperson of the meeting, but if:

- (3) no Secretary has been elected as provided by rule 57; or
- (4) the Secretary is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the committee present may elect one of their number to be chairperson of the meeting.

80. Voting

80.1 Subject to these rules, questions arising at a meeting of committee are decided by a majority of votes of committee present and voting and any such decision is for all purposes deemed a decision of the committee.

80.2 In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote (if any), has a casting vote. The chairperson has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

81. Teleconference Meeting of Committee

81.1 For the purpose of these rules the contemporaneous linking together in oral communication by telephone, audio-visual or other instantaneous means ("**telecommunication meeting**") of a number of the committee being not less than a quorum is deemed to constitute a meeting of the committee. All the provisions of these rules relating to a meeting of the committee apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this rule 81.1. The following provisions apply to a telecommunication meeting:

- (1) all the committee for the time being entitled to receive notice of a meeting of the committee are entitled to notice of a telecommunication meeting;
- (2) all the committee participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (3) notice of the meeting may be given on the telephone or other electronic means;

-
- (4) each of the committee taking part in the meeting must be able to hear and be heard by each of the other committee taking part at the commencement of the meeting and each committee member so taking part is deemed for the purposes of these rules to be present at the meeting; and
- (5) at the commencement of the meeting each committee member must announce his or her presence to all the other committee taking part in the meeting.
- 81.2 If the Secretary is not present at a telecommunication meeting one of the committee present must take minutes of the meeting.
- 81.3 A committee member may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that committee member has previously notified the chairperson of the meeting.
- 81.4 A committee member is conclusively presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that committee member has previously obtained the express consent of the chairperson to leave the meeting.
- 81.5 A minute of the proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chairperson.

82. Circulated Resolutions

- 82.1 If all the committee at the time present in Australia and any committee member absent from Australia who has left a facsimile number at which he or she may be given notice have signed a document containing a statement that they are in favour of a resolution of the committee in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the committee held on the day on which the document was signed and at the time at which the document was last signed by a committee member or, if the committee signed the document on different days, on the day on which, and at the time at which, the document was last signed by a committee member.
- 82.2 For the purposes of rule 82.1, 2 or more separate documents containing statements in identical terms each of which is signed by one or more committee are deemed together to constitute one document containing a statement in those terms signed by those committee on the respective days on which they signed the separate documents.
- 82.3 A reference in rule 82.1 to all the committee does not include a reference to a committee member who, at a meeting of committee, would not be entitled to vote on the resolution.
- 82.4 Every resolution passed under rule 82.1 must as soon as practicable be entered in the minutes of the committee' meetings.

82.5 A facsimile, cable, telegram or similar means of communication addressed to or received by the Association and purporting to be signed by a committee member for the purpose of these rules is deemed to be a document in writing signed by that committee member.

83. Sub-Committees of Managing Committee

83.1 The committee may delegate any of their powers to sub-committees consisting of those committee and members they think fit and may revoke the delegation.

83.2 Any sub-committee formed under rule 83 must in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the committee.

83.3 Otherwise the meetings and proceedings of any sub-committee consisting of 2 or more members are governed by the provisions in these rules regulating the meetings and proceedings of the committee.

83.4 Without limiting rule 83.1 the committee may establish any special interest committees or groups in the manner they think fit.

84. Regional Branches and Administration

84.1 The committee may, subject to the Act, provide for the management and administration of the affairs of the Association in any specified region or locality in the manner they think fit.

84.2 Without limiting the operation of rule 84.1 the committee may:

- (1) establish any regional or local committees or branches;
- (2) appoint any members of the Association to be a member of the local committee or branch;
- (3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the committee; and
- (4) authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

84.3 A local committee or branch may remove any person appointed under rule 84.1 and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation is affected by it.

85. Validation of Acts of Committee

85.1 All acts done at any meeting of committee or of a sub-committee of committee or by any person acting as a committee member are, although it is afterwards discovered that there was some defect in the appointment or continuance in office of any of the

persons concerned or that any of them were disqualified or were not entitled to vote, as valid as if each of them had been duly appointed and had duly continued in office and was qualified to be a committee member and was entitled to vote.

MANAGING COMMITTEE' INTERESTS

86. Prohibition on Being Present or Voting

86.1 Except to the extent permitted by the Act a committee member who has a material personal interest in a matter that is being considered at a meeting of committee:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and
- (3) must not be present while the matter is being considered at the meeting

86.2 If a committee member who has a material personal interest in a matter that is being considered at a meeting of the committee is not prohibited by the Act from being present at the meeting and voting, the committee member may be present, be counted in the quorum and may be heard but may not vote on the matter.

87. Existence of Interest

87.1 A committee member may not hold any other office or place of profit under the Association in conjunction with the office of committee member

87.2 A committee member may to the extent permitted by the Act:

- (1) enter into contracts or arrangements or have dealings with the Association either as vendor, purchaser, mortgagee or otherwise; or
- (2) be interested in any contract, operation, undertaking or business entered into undertaken or assisted by the Association or in which the Association is or may be interested.

87.3 The committee member is not because of entering into any relationship or transaction referred to in rule 87.2.

- (1) disqualified from the office of committee member; or
- (2) liable to account to the Association for any profit arising from the relationship or transaction by reason of being a committee member of the Association or of the fiduciary relationship between the committee member and the Association.

87.4 For the purpose of this rule 87 "Association" includes any subsidiary of the Association and any other association in which the Association or any subsidiary of the Association is or is otherwise interested.

88. Disclosure of Interest

- 88.1 The nature of the committee member's interest as referred to in rule 87.2 must be disclosed by the committee member before or at the meeting of committee at which the question of entering into the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the committee after the committee member becomes so interested.
- 88.2 It is the duty of a committee member of the Association who is in any way whether directly or indirectly interested in a contract or proposed contract with the Association to declare the nature of his or her interest in accordance with the provisions of the Act.
- 88.3 It is the duty of a committee member of the Association who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as committee member to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Act.

INADVERTENT OMISSIONS

89. Formalities Omitted

- 89.1 If some formality required by these rules is inadvertently omitted or is not carried out the omission does not invalidate any resolution, act, matter or thing which but for the omission would have been valid unless it is proved to the satisfaction of the committee that the omission has directly prejudiced any member financially. The decision of the committee is final and binding on all members.

SECRETARY

90. Terms of Office of Secretary

- 90.1 A Secretary of the Association holds office on such terms and conditions, as to remuneration and otherwise, as the committee determine.

MINUTES

91. Minutes to be Kept

- 91.1 The committee must carry out the obligations imposed on the Association by the Act to cause:
- (1) minutes of all proceedings of general meetings and of meetings of its committee to be entered, within 1 month after the relevant meeting is held, in books kept for that purpose; and

-
- (2) those minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

91.2 Without limiting rule 91.1(1) the committee must cause minutes to be made of:

- (1) all appointments of officers and servants;
- (2) the names of the committee present at all meetings of committee and the Association; and
- (3) the method by which a meeting of committee was held.

SEAL

92. Association Seal

- 92.1 The committee must provide for the safe custody of the seal according to the Act.
- 92.2 The seal of the Association may not be affixed to any instrument except by the authority of a resolution of the committee or of a sub-committee of the committee duly authorised by the committee.
- 92.3 Every instrument to which the seal is affixed must be signed by at least 1 committee member and countersigned by another committee member, a secretary or another person appointed by the committee to countersign that document or a class of documents in which that document is included.

93. Affixing of Seal by the Interested Committee Member

- 93.1 A committee member may sign or counter sign as committee member any instrument to which the common seal of the Association is affixed although the instrument relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of these as to the affixing of the common seal despite his or her interest.

ACCOUNTS, AUDIT AND RECORDS

94. Accounts

- 94.1 The committee must cause proper accounting and other records to be kept in accordance with the Act.
- 94.2 The committee must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by Act.

95. Audit

- 95.1 A registered association auditor may be appointed.
- 95.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

96. Rights of Inspection

- 96.1 Subject to the Act and the constitution the committee determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them are open to the inspection of members other than committee, and a member other than a committee member does not have the right to inspect any document of the Association except as provided by law or authorised by the committee or by the Association in general meeting.

NOTICES

97. Service of Notices

- 97.1 The Association may give the notice of meeting to a member:
- (1) personally;
 - (2) by sending it by post to the address for the member in the Register of members or the alternative address (if any) nominated by the member; or
 - (3) by sending it to the facsimile number or electronic address (if any) nominated by the member.

98. Method of Service

- 98.1 If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to be effected, on the next business day after the date of its posting.
- 98.2 If a notice is sent by facsimile or electronic mail, service of the notice is deemed to be effected on the next business day after the date of its transmission unless:
- (1) in the case of service by facsimile, the Association's facsimile machine issues a transmission report which shows that the transmission was unsuccessful; or
 - (2) in the case of service by electronic mail, the Association's computer reports that delivery has failed; or
 - (3) in either case the addressee notifies the Association immediately that the notice was not fully received in a legible form.

98.3 For the purpose of this rule 'business day' means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where the Association has its registered office.

99. Persons Entitled to Notice of General Meeting

99.1 Notice of every general meeting must be given in the manner authorised by rules 97 and 98 to:

- (1) every member;
- (2) HIMAA

99.2 No other person is entitled to receive notice of general meetings.

INDEMNITY AND INSURANCE

100. Indemnity

100.1 To the extent permitted by the Act, the Association indemnifies:

- (1) every person who is or has been an officer of the Association; and
- (2) where the committee considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Association;

against any liability incurred by that person in his or her capacity as an officer of the Association or of the related body corporate (as the case may be).

100.2 In accordance with the Act, the Association must not indemnify a person against:

- (1) any of the following liabilities incurred as an officer of the Association:
 - (a) a liability owed to the Association or a related body corporate;
 - (b) a liability that is owed to someone other than the Association or a related body corporate and did not arise out of conduct in good faith; or
- (2) legal costs incurred in defending an action for a liability incurred as an officer of the Association if the costs are incurred:
 - (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under rule 100.2(1);
 - (b) in defending or resisting criminal proceedings in which the person is found guilty;

-
- (c) in defending or resisting proceedings brought by the Office of Fair Trading or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
 - (d) in connection with proceedings for relief to the person under the Act in which the Court denies the relief.

Rule 100.2(2)(c) does not apply to costs incurred in responding to actions taken by the Office of Fair Trading or a liquidator as part of an investigation before commencing proceedings for a court order.

- (3) For the purposes of rule 100.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

100.3 An officer must:

- (1) give notice to the Association promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified under rule 100.1;
- (2) take such action as the Association reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
- (3) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Association;
- (4) allow the Association or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Association, render all reasonable assistance and co-operation to the Association or its insurers in the conduct of any Claim, including given the Association or its insurers any document, authority or direction that the Association or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;
- (5) on request by the Association or its insurers, do everything necessary or desirable which the Association reasonably requests to enable the Association or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Association or its insurers for that purpose; and
- (6) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.

100.4 In rule 100.3, "Claim" means:

- (1) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as such an officer;

-
- (2) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as that officer; or
 - (3) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in rules 100.4(1) or 100.4(2) above may be initiated.

101. Insurance

101.1 The Association may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Association or a related body corporate of the Association against any liability incurred by the person as an officer of the Association or a related body corporate except a liability (other than one for legal costs) arising out of:

- (1) conduct involving a wilful breach of duty in relation to the Association; or
- (2) a contravention of any section of the Act.

101.2 In the case of a director, any premium paid under this rule is not remuneration for the purpose of rule 65.1.

102. Committee Member Voting on Contract of Insurance

102.1 Despite anything in this constitution, a committee member is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the committee member against a liability incurred by the committee member as an officer of the Association or of a related body corporate.

103. Liability

103.1 No officer of the Association is liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

104. Meaning of “Officer”

104.1 For the purposes of rules 100, 101, 102 and 103, “**officer**” means a managing committee member, secretary or public officer.

105. Funds – source

105.1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

105.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.

105.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

106. Funds – management

106.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

106.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

WINDING UP

107. Winding Up

107.1 If upon the winding up or dissolution of the Association any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Association but must be given or transferred to some other institution or institutions determined by the members of the Association at or before the time of dissolution.

107.2 If the members do not make the necessary determination under rule 107.1, the Association may apply to the Supreme Court to determine the institution or institutions.

107.3 No institution is eligible to receive property under this rule 107 unless:

- (1) it has objects similar to the objects of the Association;
- (2) its constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under rules 3 and 4; and
- (3) if the income of the Association is exempt under section 23 of the *Income Tax Assessment Act 1936*, its income is also so exempt.

108. Limitation on Amendments

108.1 No amendments may be made to this constitution of the Association unless and until approved in writing by HIMAA and if so made without approval shall be of no force and effect.

SIGNING

109. Signing and Subscription

109.1 The full names, addresses and occupations of the original subscribers are as follows:

Name	Address	Occupation
Joan Kathleen KNIGHTS	26 Beaumarks Court Mindarie Beach WA 6030	Clinical Coder
Julie Ann TURTLE	2A Utrecht Street Loganholme QLD 4129	Clinical Coder
Lesley Anne WARD	27 Second Avenue Forestville SA 5035	Health Information Manager
Filippa Anne PRETTY	1/6 Maxim Street West Ryde NSW 2114	Health Information Manager
Valerie Mary McKAY	6/2 Satral Avenue Nhulunbuy NT 0880	Clinical Coder
Sharon CHEESEMAN	Armadale Health Service P.O. Box 460 Armadale WA 6112	Health Information Manager (Ex-officio committee member)

TABLE OF CONTENTS

CONSTITUTION 1

1. Definitions and interpretation 1

2. Objects 2

3. Application of Income and Property 3

4. No Distribution to Members 3

5. Limited Liability 3

6. Guarantee 3

7. Number of Members 3

8. Membership 4

9. Categories of Membership 4

10. Application for Ordinary Membership 4

11. Application for Student Membership 4

12. Form of Application 4

13. Admission to Membership 5

14. Register of Members 5

15. Notification of Changes 6

16. Application Fee 6

17. Annual Subscription 6

18. Unpaid Annual Subscriptions 7

19. Resignation 7

20. Failure to Pay 7

21. Cessation of Membership 7

22. Disciplining Members 8

23. Resolution of Internal Disputes 8

24. Effect of Cessation of Membership 9

25. Convening of General Meetings 9

26. Notice of General Meetings 9

27. Accidental Omission to Give Notice 9

28. Postponement of General Meetings 10

29. Technology 10

30. Representation of Member 10

31.	Quorum.....	10
32.	Absence of Quorum.....	10
33.	Ordinary and Special Business.....	11
34.	Chairperson of General Meeting	11
35.	Adjournment of Meetings.....	11
36.	Voting Rights	12
37.	Voting Disqualification	12
38.	Power to Demand a Poll.....	12
39.	Evidence of Resolutions	12
40.	Conduct of Poll	12
41.	Casting Vote	13
42.	Objections to Exercise of Voting Rights.....	13
43.	Appointment of Proxy	13
44.	Deposit of Proxy and Attorney Instrument.....	13
45.	Proxy Instrument to be in Writing.....	14
46.	Form of Proxy	14
47.	Effect of Proxy Instrument	14
48.	Voting Rights of Proxies and Attorneys	15
49.	Number of Committee.....	15
50.	Constitution of the Committee	15
51.	Elected and Ex-officio Committee.....	15
52.	Ex-Officio Committee Member.....	16
53.	Election of Elected Committee.....	16
54.	Nomination for Election.....	16
55.	Election Procedure - Committee.....	17
56.	Office Bearers.....	17
57.	Election at Committee Meeting.....	18
58.	Eligibility and Nomination.....	18
59.	Election Procedure - Office Bearers	18
60.	Casual Vacancies	19
61.	Insufficient Committee	19
62.	Resignation of Committee Member	19
63.	Removal of Committee	19
64.	Vacation of Office of Committee Member.....	20
65.	Remuneration and Expenses of Committee	20

66.	Power to Appoint	20
67.	Not a Member of the Committee.....	20
68.	Temporary Appointments	20
69.	Powers of Public Officer	21
70.	Remuneration of Public Officer.....	21
71.	General Business Management	21
72.	Borrowing Powers.....	21
73.	Negotiable Instruments.....	21
74.	Appointment of Attorney	22
75.	Meetings of Committee.....	22
76.	Convening of Meeting.....	22
77.	Notice of Meeting.....	22
78.	Quorum.....	22
79.	Chairperson at Committee' Meetings	23
80.	Voting.....	23
81.	Teleconference Meeting of Committee.....	23
82.	Circulated Resolutions.....	24
83.	Sub-Committees of Committee.....	25
84.	Regional Branches and Administration	25
85.	Validation of Acts of Committee.....	25
86.	Prohibition on Being Present or Voting.....	26
87.	Existence of Interest	26
88.	Disclosure of Interest	27
89.	Formalities Omitted.....	27
90.	Terms of Office of Secretary.....	27
91.	Minutes to be Kept.....	27
92.	Association Seal	28
93.	Affixing of Seal by the Interested Committee Member	28
94.	Accounts	28
95.	Audit.....	29
96.	Rights of Inspection	29
97.	Service of Notices	29
98.	Method of Service.....	29
99.	Persons Entitled to Notice of General Meeting.....	30
	INDEMNITY AND INSURANCE.....	30

100.	Indemnity	30
101.	Insurance	32
102.	Committee Member Voting on Contract of Insurance	32
103.	Liability.....	32
104.	Meaning of “Officer”	32
105.	Funds - Source	32
106.	Funds - Management.....	32
107.	Winding Up	33
108.	Limitation on Amendments	33
109.	Signing and Subscription	34

**CONSTITUTION
OF
CLINICAL CODERS' SOCIETY OF
AUSTRALIA INCORPORATED**

As adopted at a special resolution meeting of the Association

held on the 8th June 2007