



INC9888190

CONSTITUTION
OF
CLINICAL CODERS'
SOCIETY OF
AUSTRALIA
INCORPORATED



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Associations Incorporation Act 2009 (NSW)

Incorporated Association Limited by Guarantee

CONSTITUTION

OF

CLINICAL CODERS' SOCIETY OF AUSTRALIA INCORPORATED

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INTRODUCTION

1. Definitions and interpretation

1.1 In these rules unless the context otherwise requires:

- (1) **“Act”** means the *Associations Incorporation Act 2009 (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 all 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 relevant organisations on issues relating to the coder workforce and coding policy;
- (2) to act as an advisory and education body to members on professional issues;
- (3) to establish links with other organisations which have an interest in clinical coding;
- (4) to promote understanding of the value of quality coded data;
- (5) to provide support to coder training programs;
- (6) to promote ethical and quality amongst members;
- (7) to strengthen membership through active recruitment;
- (8) to liaise with organisations representing the industrial interests of members;
- (9) to encourage research and publications among its members;
- (10) to promote Clinical Coders within their workplace community.

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) if rent is payable to a Committee member for the purpose of conducting Association business, a Lease must be provided to the Committee to provide evidence of an arm length commercial transaction.

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) honorary 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. Form of Application

11.1 The Membership Application form available via the Association website must be:

- (1) in writing in a form signed by the applicant; or
- (2) submitted via approved electronic form.

12. Admission to Membership

12.1 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.

12.2 The committee need give no reason for the rejection of an application.

12.3 If an application for membership is rejected the Secretary or nominated committee member must notify the applicant in writing.

12.4 If an applicant is accepted for membership the Secretary must:

- (1) notify the applicant in writing; and
- (2) request payment of:

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- (a) the application fee, if any, determined in accordance with rule 15.1; and
 - (b) the annual subscription, determined in accordance with rules 16.1.

12.5 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.

12.6 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 12.4 the committee may revoke their acceptance of the applicant for membership.

13. Register of Members

13.1 A register of members of the Association must be kept in accordance with the Act.

13.2 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.

14. Notification of Changes

14.1 The committee may also enter in the Register such other information as the committee require, including an email address, if any, and the telephone number of the member.

14.2 Each ordinary member must notify the Secretary in writing of any change in that person's name, address or an email address, if any, within 1 month after the change.

14.3 All notices given in accordance with rules 95 and 96 to the address last notified shall be considered fully received.

APPLICATION FEE AND ANNUAL SUBSCRIPTION

15. Application Fee

15.1 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.

15.2 Until the committee otherwise prescribe the application fee for an ordinary member is \$50.

16. Annual Subscription

16.1 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.

16.2 Until the committee otherwise recommend and the Association otherwise resolves, the annual subscription payable for:

- (1) an ordinary member is \$50.00; and
- (2) no annual subscription is raised for an honorary member.

16.3 All annual subscriptions are due and payable in advance on 1 July in each year.

16.4 If a person applies for membership of the Association during the months of April to June inclusive the annual subscription payable will not be required until the following financial year.

17. Unpaid Annual Subscriptions

17.1 If:

- (1) the annual subscription of a member remains unpaid after 1 July; and
- (2) a notice of default is given to the member pursuant to a resolution of the committee requesting the member to pay its annual subscription within 7 days from date of the notice and the member fails to comply;

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 within 3 months, else a new application should be made to the Committee for membership.

CESSATION OF MEMBERSHIP

18. Resignation

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

18.2 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. Failure to Pay

19.1 If a member has not paid all arrears of annual subscriptions in accordance with rule 17 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 3 months after the date of notification under rule 17.1(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.

20. Cessation of Membership

20.1 A member ceases to be a member:

- (1) on the death of the member; or
- (2) if the member is expelled under rule 21.6.

21. Disciplining Members

21.1 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.

21.2 In exercising their powers under rule 21.1 the committee may not fine a member an amount exceeding the annual subscription of an ordinary member of the Association.

21.3 At least 1 week before the meeting of the committee at which a resolution of the nature referred to in rule 21.1 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.

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- 21.4 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.
- 21.5 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.
- 21.6 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 sanctioned accordingly and in the case of a resolution for expulsion the member shall be expelled and the member's name removed from the Register.
- 21.7 If any member ceases to be a member in accordance with rule 21.6 the committee may reinstate the member on an application from the member and restore the name of that member to the Register upon and subject to such terms and conditions as they think fit.

22. Resolution of internal disputes

- 22.1 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*.
- 22.2 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.

23. Effect of Cessation of Membership

- 23.1 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

24. Convening of General Meetings

- 24.1 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.
- 24.2 Any committee member may whenever he or she thinks fit convene a general meeting.

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- 24.3 Except as provided in the Act no member is and no members together are entitled to convene a general meeting.

25. Notice of General Meetings

- 25.1 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.
- 25.2 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.

26. Accidental Omission to Give Notice

- 26.1 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.

27. Postponement of General Meetings

- 27.1 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.
- 27.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 31 or rule 34) 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.

28. Technology

- 28.1 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.

29. Representation of Member

- 29.1 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

30. Quorum

- 30.1 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.
- 30.2 Five per cent representation of members constitute a quorum.

31. Absence of Quorum

- 31.1 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.

32. Ordinary and Special Business

- 32.1 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's 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.
- 32.2 All other business transacted at an annual general meeting and all business transacted at any other general meeting is special.

33. Chairperson of General Meeting

- 33.1 The President of the Association, if present, presides as chairperson at every general meeting.
- 33.2 Where a general meeting is held and:

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- (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.

34. Adjournment of Meetings

- 34.1 The Chairperson may with the consent of the members present at any meeting in which a quorum is present, and must if so directed by the meeting, adjourn the meeting from time to time and/or from place to place, but no business may be transacted at resumption of any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 34.2 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.
- 34.3 Except as provided by rule 34.2, 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

35. Voting Rights

- 35.1 Subject to rule 36 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.

36. Voting Disqualification

- 36.1 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.

37. Power to Demand a Poll

- 37.1 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.

38. Evidence of Resolutions

- 38.1 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.

39. Conduct of Poll

- 39.1 If a poll is duly demanded, it must be taken in such manner and subject to rule 39.2 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.
- 39.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.
- 39.3 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.
- 39.4 The demand for a poll may be withdrawn.

40. Casting Vote

- 40.1 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.

41. Objections to Exercise of Voting Rights

- 41.1 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.
- 41.2 The objection must be referred to the chairperson of the meeting, whose decision is final.

PROXIES

42. Appointment of Proxy

- 42.1 A member may appoint 1 proxy. A proxy need not be a member.

43. Deposit of Proxy and Attorney Instrument

- 43.1 Written authority appointing a proxy is only valid with signed validation of the person appointing the proxy and deposited to the Committee (in accordance with rule 43.2) not less than 24 hours before the time of the holding of the meeting or adjourned meeting, at which the person names as the proxy proposes to vote.
- 43.2 For the purpose of rule 43.1 it is sufficient if the proxy is received at any of the following:
- (1) the Association's registered office; or
 - (2) an email address specified for the purpose in the notice of meeting.
- 43.3 If the proxy is required to be accompanied by other documents then these documents may also be received in accordance with rule 43.2.

44. Proxy Instrument to be in Writing

- 44.1 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.

45. Form of Proxy

- 45.1 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.
- 45.2 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.
- 45.3 Despite rule 45.1 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:



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Meeting Proxy

Please return this completed form to Admin@ccsofa.org.au

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 _____ 20__ 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.

46. Effect of Proxy Instrument

- 46.1 A instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 46.2 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.
- 46.3 A proxy may be revoked at any time by notice in writing to the Association.

47. Voting Rights of Proxies and Attorneys

- 47.1 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.
- 47.2 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite:

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- (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

48. Number of Committee

- 48.1 The number of the committee must be a minimum of 6.
- 48.2 The Association in general meeting may by resolution increase or reduce the number of committee but the number may not be reduced below 3.

49. Constitution of the Managing Committee

- 49.1 The first committee, other than the committee member referred to in rule 50.1(b), are appointed in writing by the subscribers to the constitution of the Association.
- 49.2 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.

50. Elected and Ex-officio Committee

- 50.1 Subject to rule 49 the committee of the Association are elected in accordance with these rules ("**elected committee**") being:
 - (1) One member whose address in the Register is in New South Wales;
 - (2) other members whose address in the Register include but not limited to Victoria, Queensland, Western Australia, South Australia, Tasmania, Australian Capital Territory, or Northern Territory.

51. Each of whom must be a member of the Association; Election of Managing Committee

- 51.1 The managing committee are elected at each annual general meeting of the Association.
- 51.2 An elected committee member holds office until the termination of the next annual general meeting held after his or her election.

51.3 Subject to rule 50 a retiring elected committee member is eligible for re-election.

52. Nomination for Election

52.1 Each candidate for election as an elected committee member must be proposed and seconded by an ordinary member.

52.2 No member may propose more than 1 person as a candidate but may second more than 1 nomination.

52.3 A nomination of a candidate for election must:

- (1) be in writing;
- (2) be signed by the candidate; and
- (3) be signed by the proposer and seconder.

52.4 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.

52.5 A list of the candidates' names in alphabetical order together with the proposers and seconders' names must be sent to members with the notice of the annual general meeting.

53. Election Procedure - Committee

53.1 If the number of candidates for election as the elected committee under any of rules 50.1(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.

53.2 If there is no candidate for election as an elected committee member under one or more of rules 50.1(1)(a) to (b), a casual vacancy occurs and the provisions of rule 59 apply.

53.3 If the number of candidates for election as the elected committee under any of rule 50.1(1)(a) to (b) is greater than 6, a ballot must be held for the election of the candidates.

53.4 If a ballot is required balloting lists must be prepared listing the names of the candidates only in alphabetical order as shown in the Register for the candidates.

53.5 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.

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- 53.6 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.
- 53.7 The committee must appoint 2 returning officers to be present at the annual general meeting.
- 53.8 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.
- 53.9 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.

54. Office Bearers

- 54.1 The office bearers of the Association are:
- (1) the President;
 - (2) the Honorary Treasurer; and
 - (3) the Honorary Secretary.

55. Election at Committee Meeting

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

56. Eligibility and Nomination

- 56.1 Any committee member is eligible for election to each position of the office bearers.
- 56.2 Each committee member standing for election as an office bearer must be proposed by another committee member.
- 56.3 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.
- 56.4 A nomination may be:

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- (1) in writing, received by the Secretary or President 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.

57. Election Procedure - Office Bearers

- 57.1 The election of the office bearers is held in the order in which the positions are listed in rule 54.1.
- 57.2 If there is only 1 candidate for election to any position of office bearer that person is deemed elected to that position.
- 57.3 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.
- 57.4 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.
- 57.5 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.
- 57.6 Subject to this rule 57 a ballot is conducted in such manner as the committee determine.

GENERAL PROVISIONS AS TO MANAGING COMMITTEE MEMBERSHIP

58. Casual Vacancies

- 58.1 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 50, 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;
- 58.2 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.

59. Insufficient Committee

59.1 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.

60. Resignation of Committee Member

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

61. Removal of Committee

61.1 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.

62. Vacation of Office of Committee Member

62.1 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 50; or
- (4) holds any office of profit under the Association.

63. Remuneration and Expenses of Committee

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

63.2 Despite rule 63.1 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 on provision of evidence of any expense properly incurred and of which reimbursement is requested for.

PUBLIC OFFICER

64. Power to Appoint

- 64.1 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.

65. Not a Member of the Committee

- 65.1 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.

66. Temporary Appointments

- 66.1 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.

67. Powers of Public Officer

- 67.1 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.
- 67.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the committee.
- 67.3 The committee may at any time withdraw or vary any of the powers so conferred on a public officer.

68. Remuneration of Public Officer

- 68.1 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

69. General Business Management

- 69.1 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.

- 69.2 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.

70. Borrowing Powers

- 70.1 Without limiting the generality of rule 69.1, 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.
- 70.2 If the Association borrows money from any member the maximum rate of interest payable by the Association is 5% per annum.

71. Negotiable Instruments

- 71.1 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.

72. Appointment of Attorney

- 72.1 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.
- 72.2 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

73. Meetings of Committee

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

74. Convening of Meeting

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

75. Notice of Meeting

75.1 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 an electronic email address at which he or she may be given notice.

75.2 Any notice of a meeting of committee may be given in writing or orally, and whether by electronic email, telephone or any other means of communication including electronic transmission.

76. Quorum

76.1 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.

77. Chairperson at Committee' Meetings

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

77.2 At a meeting of committee if:

- (1) no President has been elected as provided by rule 55; 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.

78. Voting

- 78.1 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.
- 78.2 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.

79. Teleconference Meeting of Committee

- 79.1 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 79.1. The following provisions apply to a telecommunication meeting:
- (1) all the committee members 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 members 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 members taking part in the meeting must be able to hear and be heard by each of the other committee members 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.
- 79.2 If the Secretary is not present at a telecommunication meeting one of the committee members present must take minutes of the meeting.
- 79.3 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.

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- 79.4 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.
- 79.5 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.

80. Circulated Resolutions

- 80.1 If all the committee at the time present in Australia and any committee member absent from Australia who has left a electronic email address 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.
- 80.2 For the purposes of rule 80.1, 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.
- 80.3 A reference in rule 80.1 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.
- 80.4 Every resolution passed under rule 80.1 must as soon as practicable be entered in the minutes of the committee' meetings.

81. Sub-Committees of Managing Committee

- 81.1 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.
- 81.2 Any sub-committee formed under rule 81 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.
- 81.3 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.

81.4 Without limiting rule 81.1 the committee may establish any special interest committees or groups in the manner they think fit.

82. Regional Branches and Administration

82.1 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.

82.2 Without limiting the operation of rule 82.1 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.

82.3 A local committee or branch may remove any person appointed under rule 82.1 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.

83. Validation of Acts of Committee

83.1 All legal 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

84. Prohibition on Being Present or Voting

84.1 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

84.2 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.

85. Existence of Interest

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

85.2 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.

85.3 The committee member is not because of entering into any relationship or transaction referred to in rule 85.2.

(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.

85.4 For the purpose of this rule 85 “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.

86. Disclosure of Interest

86.1 The nature of the committee member’s interest as referred to in rule 85.2 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.

86.2 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.

86.3 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

87. Formalities Omitted

- 87.1 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

88. Terms of Office of Secretary

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

MINUTES

89. Minutes to be Kept

- 89.1 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 months after the relevant meeting is held, in corporate record kept for that purpose; and
 - (2) those minutes to be endorsed by the committee at the next succeeding meeting.
- 89.2 Without limiting rule 89.1(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

90. Association Seal

- 90.1 The committee must provide for the safe custody of the seal according to the Act.
- 90.2 The seal of the Association may not be affixed to any instrument except by the authority of a resolution of the committee.
- 90.3 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.

91. Affixing of Seal by the Interested Committee Member

- 91.1 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

92. Accounts

- 92.1 The committee must cause proper accounting and other records to be kept in accordance with the Act.
- 92.2 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.

93. Audit

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

94. Rights of Inspection

- 94.1 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

95. Service of Notices

95.1 The Association may give the notice of meeting to a member:

- (1) personally;
- (2) by sending it to the electronic address (if any) nominated by the member; or
- (3) posting it to the Association website.

96. Method of Service

96.1 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.

96.2 If a notice is sent by an email address, 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 an email address, the Association's computer reports that delivery has failed; or
- (2) in either case the addressee notifies the Association immediately that the notice was not fully received in a legible form.

96.3 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.

97. Persons Entitled to Notice of General Meeting

97.1 Notice of every general meeting must be given in the manner authorised by rules 95 and 96 to every member.

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

INDEMNITY AND INSURANCE

98. Indemnity

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

- (1) every person who is or has been an officer of the Association; and

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- (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).

98.2 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 98.2(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 98.2(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 98.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

98.3 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 98.1;
- (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;

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- (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.

98.4 In rule 98.3, "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 98.4(1) or 98.4(2) above may be initiated.

99. Insurance

99.1 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.

99.2 In the case of a director, any premium paid under this rule is not remuneration for the purpose of rule 63.1.

100. Committee Member Voting on Contract of Insurance

100.1 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.

101. Liability

101.1 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.

102. Meaning of “Officer”

102.1 For the purposes of rules 98, 99, 100 and 101, “**officer**” means a managing committee member, secretary or public officer.

103. Funds – source

103.1 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.

103.2 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.

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

104. Funds – management

104.1 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.

104.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be agreed to 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

105. Winding Up

- 105.1 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.
- 105.2 If the members do not make the necessary determination under rule 105.1, the Association may apply to the Supreme Court to determine the institution or institutions.
- 105.3 No institution is eligible to receive property under this rule 105 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.

SIGNING

106. Signing and Subscription

106.1 The full names, addresses and occupations of the original subscribers from 1996 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)
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106.2 The full names, addresses, occupations and committee position of the subscribers to the current document are as follows:

Name	Address	Occupation	Committee position
Chris MOSER	P.O. Box 709 Indooroopilly QLD 4068	Principal Statistical Data Quality Officer	President
Mal TUNE	93 Kitchener St Tugun, QLD 4224	Clinical Coder	Finance Officer
Julie Ann TURTLE	Level 2, 22 Elizabeth St, Hobart, TAS 7000	Clinical Coding Auditor/Educator	Committee Member
Lynette GREEN	PO Box 256 Coolalinga NT 0839	Advanced Clinical Coder	Committee Member
Kaylene WALK	PMB Bundaberg, QLD 4670	Senior Clinical Coder	Committee Member
Jessica KEARNEY	31 Fingleton Crescent, Gordon, ACT 2906	Health Information Services Manager	Committee Member
Nadine SMITH	29 Kalmia court Elanora QLD 4221	Health Information Manager	Committee Member
Nidhi NAYANI	88 Newham Road, Mount Gravatt East, QLD 4122	Coding Quality Coordinator	Committee Member
Leandra BLAKE	63 Cabarita Road, Bogangar NSW 2488	Clinical Coder	Committee Member

Name	Address	Occupation	Committee position
Julie MOORE	Cancer Alliance Queensland, Burke St Centre, 199 Ipswich Road, Woolloongabba, QLD 4102	Cancer Control Information Manager	Committee Member
Mitchell TUNE	93 Kitchener Street, Tugun QLD 4224	Accountant	Membership/Finance Officer