CONSTITUTION OF

Health Information Management Association of Australia Limited

Australian Business Number (ABN) 54 008 451 910

A company limited by guarantee

himaa.org.au

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Preliminary

1. Name of the Company

The name of the Company is Health Information Management Association of Australia Limited.

2. Type of company

The company is a not-for-profit public company limited by guarantee, established to operate as a registered charity.

Definitions and interpretations

3. Definitions

In this Constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

Board means the Directors acting as a board, and ***Directors*** has similar meaning.

Business Day means a day on which banks are open for business, other than a Saturday, Sunday or public holiday in the location of the Company's registered office.

Branch means a branch of the Company established in any State or Territory, or other jurisdiction as determined by the Directors from time to time.

Branch committee means the committee as approved by the Directors and operated by a Branch.

Branch terms of reference means the terms of reference approved by the Directors from time to time as the rules for the regulation of the conduct of a Branch and its Branch members.

Clinical Coder means a person recognised by the Company as a "Clinical Coder" and whose role involves reviewing patient health records and assigning standardised codes to diagnoses, procedures and interventions in accordance with relevant standards and classifications as determined by the Company from time to time.

Clinical Documentation Specialist means a person recognised by the Company as a "Clinical Documentation Specialist" and whose role involves reviewing, auditing and improving the quality, completeness and accuracy of clinical documentation in patient health records, working collaboratively with clinical and multidisciplinary teams to support patient safety, accurate clinical coding and compliance with activity-based funding requirements.

Company means the Company referred to in clause 1.

Company Secretary means the person appointed as the company secretary of the Company in accordance with clause 58.

Corporations Act means the *Corporations Act 2001* (Cth).

Chairperson means the individual appointed under clause 40.

Director means a director of the Company.

Health Information Manager means a person recognised by the Company as a "Health Information Manager" and whose role typically involves collecting, classifying, analysing and managing health information to meet the medical, legal, ethical, financial and administrative requirements of the healthcare system.

HIMAA Accredited Program means a degree or other education course in health information management (which may include clinical coding, health business management, or information systems/IT) that have alignment with HIMAA competency and professional standards and that succeed in achieving professional accreditation by HIMAA or are approved by another entity designated by HIMAA from time to time.

HIMAA Approved Program means courses in health information management at the vocational education and training level of tertiary education (which may include clinical coding, clinical documentation improvement, health business management, or information systems/IT) that have alignment with HIMAA competency and professional standards and that succeed in achieving HIMAA Approved Program status with HIMAA or are approved by another entity designated by HIMAA from time to time.

Member has the meaning given by clause 11 and, for the avoidance of doubt, includes all Membership Categories.

Membership Category means any category of Membership, as referred to in clause 11.

Office Bearers has the meaning given by clause 61.

President means the person elected as such pursuant to this Constitution.

Special Resolution means a resolution on one of the matters specified in clause 4(e):

(a) of which notice has been given under clause 26.2(d), and

(b) that has been passed by at least 75% of the votes cast by Voting Members present and entitled to vote on the resolution.

Surplus Assets means any Company assets that remain after paying all the Company's debts and other liabilities, including the costs of winding up.

Vice President means the person elected as such pursuant to this Constitution.

Virtual Meeting Platform means any technology or combination of technologies that allows members to participate in a meeting, including by asking questions verbally and in writing, without being physically present at the meeting.

Voting Members means those Members who are entitled to attend and vote at the Company's general meetings.

4. Reading this Constitution with the Corporations Act

(a) The replaceable rules set out in the Corporations Act do not apply to the Company.

(b) While the Company is a registered charity, the ACNC Act and the Corporations Act override any clauses in this Constitution that are inconsistent with those Acts, as they apply to a registered charity.

(c) If the Company is not a registered charity (even if it remains charitable), the Corporations Act overrides any clause in this Constitution which is inconsistent with that Act.

(d) Unless otherwise stated, a word or expression that is defined in the Corporations Act or used in that Act and covering the same subject has the same meaning as in this Constitution.

(e) Subject to and without limiting the Corporations Act, the following decisions require a Special Resolution:

i. adopting, modifying, or repealing the Company's constitution;

ii. changing the Company's name;

iii. converting company type; and

iv. commencing a members' voluntary winding up.

5. Signing documents

(a) Where this Constitution says that an individual (such as a Member or Director) must sign a document, the individual may:

i. sign a physical form of the document by hand; or

ii. sign an electronic form of the document using an electronic signature, in a way that identifies each person and indicates their intention.

(b) Individuals may also sign separate copies of a physical or electronic document if each copy has the same wording.

6. Interpretation

In this Constitution:

(a) headings are for convenience only and do not affect the interpretation;

(b) one gender includes each other gender;

(c) a word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, and a reference to any gender denotes the other genders;

(d) an expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority;

(e) references to the word ‘include’ or ‘including’ are to be construed without limitation;

(f) where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day;

(g) a term of this document which has the effect of requiring anything to be done on or by a date which is not a Business Day must be interpreted as if it required it to be done on or by the next Business Day;

(h) the words ‘including’, ‘for example’ or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;

(i) reference to an Act includes every amendment, re-enactment or replacement of that Act and any subordinate legislation made under that Act (such as regulations); and

(j) a reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.

Charitable purposes and powers

7. Purpose

(a) The Company’s primary object is to provide a forum and support for members, including health information management professionals and other professionals interested or working in health information management.

(b) The Company may do all such other lawful things as may be incidental or conducive to the attainment of the above primary object.

8. Powers

Solely for carrying out the Company’s purposes, the Company has all the powers of a company limited by guarantee under the Corporations Act.

9. Not-for-profit

(a) The income and assets of the Company must be applied solely to carry out its purpose(s) as stated in clause 7.

(b) The Company must not distribute any income or assets directly or indirectly to its Members, except as provided in clause 87 or the following*:*

i. paying a Member for goods or services they have provided; or

ii. reimbursing a Member for expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company.

10. Amending the Constitution

(a) The Voting Members may amend this Constitution by passing a Special Resolution. However, if the Voting Members pass a Special Resolution to amend the Constitution in a way that means the Company would no longer be a registered charity, the Special Resolution will not take effect.

(b) The Company must notify all relevant regulators of any amendments to this Constitution.

(c) Any amendment to this Constitution will take effect from the date of the Special Resolution or from any later date specified in the resolution.

Members

11. Membership

(a) Unless otherwise determined by the Directors, the Company will have the categories of membership as set out in Attachment A to this Constitution.

(b) To the extent of any inconsistency between Attachment A and the remainder of this Constitution, Attachment A prevails.

(c) The Company's members (**Members**) are those persons:

i. who are members at the time of adopting this Constitution, and

ii. who are admitted as a member in accordance with this Constitution,

and have not since stopped being a Member.

12. Number of Members

The number of members is unlimited.

13. Members prior to the adoption of this Constitution

Those persons who were members of the Company prior to the date of adoption of this Constitution will automatically be admitted as Members as outlined in the table below:

Membership category prior to adoption of this Constitution	New Membership category
Full Member	Professional Member
Life Member	Life Member
Fellow Member	Fellow Member
Senior Associate	Professional Member
Associate	Associate Member
Student	Student Member

14. Register of members

The Company Secretary must keep a register of Members which includes the following information, and which may be kept in electronic format (such as via a member database or portal):

(a) for each current member:

i. name;

ii. an email address or postal address nominated by the Member for receiving notices;

iii. the relevant membership category;

iv. date the Membership started;

v. whether an approved certificate of qualification is held;

vi. the Membership number;

vii. confirmation that a certificate of membership has been issued;

viii. the date of last payment of the Member's annual subscription; and

ix. any other information as the Directors determine from time to time, and

(b) for each person who stopped being a member in the last seven years:

i. name;

ii. an email address or postal address nominated by the Member for receiving notices; and

iii. dates the Membership started and ended.

15. How to become a Member

15.1 Eligibility to become a Member

(a) Unless otherwise specified in Attachment A, the application process set out in this clause 15 applies to all Members.

(b) Any person who supports the purposes of the Company and meets the requirements of a particular Membership Category can apply in writing as set out at clause 15.1(c) below and pay any joining fee to become a Member of the Company.

(c) An application for membership must:

i. be in a form approved by the Directors;

ii. be accompanied by the requisite documentation and subscription as determined by the Directors from time to time;

iii. fully satisfy the qualifications and experience for any class of membership as determined by the Directors from time to time;

iv. be authorised by the applicant; and

v. be lodged with the Company in the manner determined by the Directors from time to time.

(d) The lodging of any application for membership is conclusive evidence that the applicant has agreed to become a Member and to be bound by the Constitution and any other rules or policies of the Company.

15.2 Applications for membership

(a) The Directors must consider each application for membership within a reasonable period after it is received and decide whether to accept or refuse the application. The Directors' decision is final.

(b) The Company must provide notice to the applicant about the decision to accept or refuse the application but is not required to provide reasons.

(c) If the application is accepted, the Company Secretary must add the applicant to the Register of Members. The date the applicant was added to the Register of Members is the day they became a Member.

16. Members' rights and opportunities

Subject to the rights and entitlements conferred on each Membership Category (including as set out in Attachment A):

(a) Members may:

i. raise a dispute using clause 21;

ii. inspect the Members' register free of charge under clause 76; and

iii. inspect the Company's records under clause 77;

(b) Voting Members may:

i. together with other members, ask the directors to call a general meeting, under clause 24; and

ii. together with other members, put forward resolutions at general meetings in accordance with the Corporations Act;

(c) all Members are entitled to be appointed as a delegate of the Company as approved by the Directors from time to time in its discretion.

17. Members' responsibilities

A Member must:

(a) comply with the Constitution and any policies governing the Company;

(b) notify the Company if they change their name or address for notices;

(c) treat other Members, staff, volunteers, and Directors with respect; and

(d) pay membership fees (if any) and provide the guarantee specified in clause 89.

18. Transfer of membership

Members cannot transfer their membership or their rights as members.

19. Membership fees

19.1 Directors may set fees

(a) The Directors may decide to set or change a joining fee, annual membership fee or both, and the due date for payment.

(b) The Company must give Members at least one month's notice of any new fees or changes to fees.

19.2 Failure to pay fees

(a) If a Member fails to pay the fees within two months of the due date, the Company must notify that member and provide two months from the due

date to rectify the default. If the Member fails to rectify the default, then the Member stops being a member.

(b) A Member that has not paid the required fee after the due date may not exercise any of the rights associated with their membership, including the right to exercise any vote they may have at a general meeting.

20. How to stop being a Member

A Member immediately stops being a Member if they:

(a) default on payment of the membership fee in accordance with clause 19;

(b) resign, by writing to the Company Secretary (or their delegate);

(c) have not responded within one month to a written request from the Company Secretary to confirm in writing that they want to remain a Member;

(d) become bankrupt;

(e) are expelled under clause 22;

(f) become mentally incapacitated or become a person or estate liable to be dealt with in any way under laws relating to mental health; or

(g) die.

Dispute resolution and disciplinary procedures

21. Dispute resolution

21.1 Application

(a) This procedure applies to disputes under this Constitution between a Member or Director and:

i. one or more Members;

ii. one or more Directors; or

iii. the Company itself.

(b) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 22, until that disciplinary procedure is completed.

21.2 Notice of dispute resolution

Those involved in the dispute must try to resolve it between themselves either within 14 days of becoming aware of it or within a timeframe agreed on by those involved. If the dispute cannot be resolved within 14 days or within a timeframe agreed on by those involved, they must:

(a) inform the Directors in writing;

(b) agree or request that a mediator be appointed; and

(c) attempt in good faith to settle the dispute through mediation.

21.3 Choosing a mediator

If those involved in the dispute cannot agree on the choice of mediator, then:

(a) for disputes between Members, the Directors will choose the mediator; or

(b) for other disputes, the President of the law institute or society in the state or territory in which the Company has its registered office will choose the mediator.

21.4 Conditions of choosing a mediator

A mediator chosen by a director:

(a) must not have a personal interest in the dispute; and

(b) must be unbiased.

21.5 During mediation

When conducting the mediation, the mediator must:

(a) allow those involved a reasonable chance to be heard;

(b) allow those involved a reasonable chance to review any written statements;

(c) ensure the mediation is conducted in a manner free from bias; and

(d) not make a decision on the dispute.

21.6 Obligations of each party

(a) Each party to the dispute must:

i. do their best to resolve the dispute at the mediation conference; and

ii. bear the costs of mediation as agreed between the parties.

(b) The terms of any agreement reached between the parties must be provided to the Company.

22. Disciplining Members

22.1 Directors may discipline Members

The Directors may resolve to warn or expel a Member who is not a Director from the Company if they believe:

(a) the Member has breached this Constitution; or

(b) the Member's behaviour is causing, has caused, or is likely to cause, harm to the Company.

22.2 Notification of action

At least 14 days before the Directors' meeting at which such a resolution will be considered, the Company Secretary must notify the Member in writing:

(a) that the Directors are considering a resolution to warn or expel the Member;

(b) that this resolution will be considered at a Directors' meeting, the date of which must also be provided;

(c) the claims made against the Member;

(d) the nature of the resolution that is to be proposed at the meeting; and

(e) that the Member may provide an explanation to the Directors, as well as how the Member can do so.

22.3 Member must be given opportunity to explain or defend themselves

Before the Directors pass any resolution, the Member must be given a chance to explain or defend themselves by:

(a) sending the Directors a written explanation prior to that Directors' meeting;

(b) speaking at the meeting; or

(c) both.

22.4 Directors' rights – disciplining Members

After considering any explanation provided, the Directors must decide to:

(a) take no further action;

(b) warn the Member;

(c) expel the Member;

(d) require the matter to be determined at a general meeting; or

(e) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate. This independent person can only make a decision that the Directors themselves can make under this clause.

22.5 Other

(a) The Company Secretary must give written notice to the Member of the Directors' decision as soon as possible.

(b) The Directors cannot fine a Member.

(c) Disciplinary procedures must be completed as soon as reasonably possible.

(d) There will be no liability for any loss or injury the Member suffers due to any decision made in good faith under this clause.

General meetings of members

23. Accountability to members

(a) The Company must take reasonable steps to be accountable to its Members, for example by holding an annual general meeting or sending a report about its activities and finances to Members each financial year.

(b) The Directors may also call a general meeting at any time.

24. Members can request a general meeting

24.1 How members can request a general meeting

Voting Members, acting for a proper purpose, can request that the Directors call a general meeting, by sending a written request to the Company that:

(a) states any resolution to be proposed at the meeting; and

(b) is signed by at least 5% of Voting Members (calculated as of midnight the day before the meeting is requested).

24.2 Directors must then hold a general meeting

The Directors must:

(a) within 21 days of the Voting Members' request, give all Members notice of a general meeting; and

(b) hold the general meeting within two months of the Members' request.

24.3 If the directors do not call a requested meeting

(a) If the directors do not call the meeting within 21 days of being requested to under clause 24.1, 50% or more of the Voting Members who made the request may call a general meeting.

(b) The Voting Members in question must:

i. as far as possible, follow the procedures for a general meeting as set out in this Constitution;

ii. call the meeting using the list of Members on the Member Register, which the Company must provide to members making the request at no cost; and

iii. hold the general meeting within three months of the request being given to the Company.

(c) The Company must reimburse the Members who request the general meeting for any reasonable expenses they incur because the Directors did not call and hold the meeting.

25. Using technology to hold meetings

25.1 A Virtual Meeting Platform may be used

The Company may hold a hybrid or virtual-only general meeting using an appropriate Virtual Meeting Platform.

25.2 If the general meeting is virtual only

If the general meeting is held using only a Virtual Meeting Platform, then:

(a) the meeting location is taken to be the registered office of the Company; and

(b) the meeting time is taken to be the time at the Company's registered office.

25.3 If the general meeting is hybrid only

If the general meeting is held at more than one physical venue (whether or not it is also held using a Virtual Meeting Platform), then:

(a) the meeting location is taken to be the main physical venue of the meeting, as set out in the notice of the meeting; and

(b) the meeting time is taken to be the time at the main physical venue of the meeting, as set out in the notice of the meeting.

26. Providing notice of a general meeting

26.1 When notice of a general meeting must be given

The notice of a general meeting must be given at least 21 days before the meeting to:

(a) each Voting Member;

(b) each Director, and

(c) the Auditor (if applicable).

26.2 What the notice must include

The notice of a general meeting must be in writing and include:

(a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, hybrid or virtually, the Virtual Meeting Platform that will be used);

(b) a statement regarding the Member's right to request documents be sent to them in electronic or physical form or request to not be sent documents;

(c) the general nature of the meeting's business;

(d) if applicable, that a Special Resolution will be proposed, as well as the wording of the proposed resolution; and

(e) a statement that Members have the right to appoint proxies and that, if a Member appoints a proxy:

i. the proxy does not need to be a Member;

ii. the proxy form must be delivered to the Company at either its registered address or the address (including an electronic address) specified in the notice of the meeting; and

iii. the proxy form must be delivered to the Company at least 48 hours before the meeting.

26.3 Meeting or notice not invalidated

A meeting or notice of meeting is not invalidated only because of the accidental omission to give notice of the meeting or the non-receipt by any person of notice of the meeting.

27. Quorum at general meetings

27.1 What is a quorum

For a general meeting to be held, at least 20 Voting Members (a quorum) must be present (in person or by proxy).

27.2 How is a quorum calculated

When determining if there is a quorum, a person may only be counted once. If they are a proxy of more than one Member, they may be counted as present for each of the different Members.

27.3 Quorum must be present

No business can be conducted at a general meeting if there is not a quorum present. A quorum must be present for the whole general meeting.

27.4 If there is no quorum

(a) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to a date, time and place of the chair's choosing. If the chair does not specify one or more of those things, the meeting is adjourned to:

i. if no date is specified – the same day in the next week

ii. if no time is specified – the same time, and

iii. if no venue or Virtual Meeting Platform is specified – the same venue and Virtual Meeting Platform.

(b) If no quorum is present at this resumed meeting within 30 minutes after the starting time set for the meeting, then the meeting is cancelled.

28. Right of non-members to attend meetings

(a) The chair of a general meeting may invite any person to attend and address a general meeting.

(b) If the Company has an auditor, then the auditor must be given any communications relating to the general meeting that a member is entitled to receive. The auditor is also entitled to attend and address a general meeting, including by sending a written statement.

29. Choosing a chair for a general meeting

(a) The chairperson is entitled to chair general meetings.

(b) The Voting Members present may choose a Director or Member to be the chair for that meeting if:

i. there is no chairperson;

ii. the chairperson is not present within 30 minutes after the starting time set for the meeting; or

iii. the chairperson is present but does not wish to act as the meeting's chairperson.

30. Role of the chair in a general meeting

(a) The chair is responsible for the conduct of the general meeting and must give Voting Members a reasonable opportunity to make comments and ask questions (including to the auditor if there is one).

(b) The chair does not have a casting vote.

31. Adjournment of meetings

(a) If a quorum is present, a general meeting must be adjourned if the majority of Voting Members in attendance direct the chair to do so.

(b) Only unfinished business may be dealt with at a meeting resumed after an adjournment.

(c) If a general meeting is adjourned for one month or more, the Members must be given new notice of the resumed meeting.

Members' resolutions and statements

32. Resolutions of Members without a general meeting

32.1 When a resolution may be passed without a general meeting

The Directors may put a resolution to the Members to be passed without a general meeting being held. However, the Company cannot pass resolutions for the following without holding a meeting:

(a) a resolution to remove an Auditor or remove a Director; or

(b) where the Corporations Act or this Constitution requires a meeting to be held.

32.2 When is a resolution passed

A resolution is passed if 75% of the Voting Members sign or agree to the resolution.

32.3 How a resolution may be passed

The Voting Members may sign in the way set out in clause 5 or otherwise in accordance with the processes approved by the Board from time to time.

32.4 Notifying the Auditor

The Company must notify the Auditor (if applicable) as soon as possible that a resolution has or will be put to Voting Members, and set out the wording of the resolution.

Voting at general meetings

33. Voting at general meetings

33.1 Number of votes for each member

Each Voting Member has one vote.

33.2 Challenge to member's right to vote

A Member or the chair may only challenge a person's right to vote at the time of the general meeting. The chair must then decide whether the person may vote. The chair's decision is final.

33.3 How voting is conducted

(a) Before a vote is taken, the chair must note whether any proxy votes with a voting direction have been received and, if so, how the proxy votes will be cast.

(b) Voting must be conducted and decided by:

i. a show of hands;

ii. a vote in writing; or

iii. another method chosen by the chair that is fair and reasonable in the circumstances.

33.4 When a resolution is passed

(a) A resolution (other than a Special Resolution) is passed if at least 50% of the total votes are in favour of the resolution being passed.

(b) If there is a vote conducted by a show of hands, the chair's decision is conclusive evidence of the result of the vote by show of hands. The chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

33.5 When and how a vote in writing may be demanded

A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:

(a) at least five Voting Members present;

(b) Voting Members present with at least 5% of the votes that may be passed on the relevant resolution (worked out as at the midnight before the vote in writing is demanded); or

(c) the chair of the meeting.

33.6 When and how a vote in writing must be held

A vote in writing must be conducted at the chair's direction, but must be held immediately if it is demanded for the following:

(a) the election of a chair under clause 29; or

(b) to decide whether to adjourn the meeting.

33.7 Withdrawing

A demand for a vote in writing may be withdrawn.

34. Proxies

34.1 Appointment of proxy

(a) A Member may appoint a proxy to attend and vote at a general meeting on their behalf. The Member can decide how long the appointment is for. For example, it can be for a set number of meetings, or for a duration of time or standing (ongoing).

(b) A proxy does not need to be a Member.

34.2 What a proxy can and can't do

(a) A proxy appointed to attend and vote for a Member has the same rights as the Member to:

i. speak at the meeting;

ii. vote in writing (but only in the manner allowed by the appointment); and

iii. demand a vote in writing under clause 33.5.

(b) A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).

(c) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting in person or by technology.

34.3 How a proxy votes

When a vote in writing is held, a proxy:

(a) does not need to vote, unless the proxy appointment specifies the way they must vote;

(b) must vote in the way specified on the proxy form, if applicable; and

(c) may cast votes in different ways (if the proxy is also a member or holds more than one proxy).

34.4 How to appoint a proxy

(a) An appointment of a proxy (by using a proxy form) must be signed by the Member appointing the proxy and must contain:

i. the Member's name and address;

ii. the Company's name;

iii. the proxy's name or the name of the office held by the proxy; and

iv. the length of the appointment, measured as a set number of meetings, or for a duration of time or standing (ongoing).

(b) Proxy forms must be delivered to the address specified in the notice under clause 26.2(e) at least 48 hours before a meeting. The chair may accept late notices.

34.5 Validity

Unless the Company receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:

(a) revokes the proxy's appointment;

(b) revokes the authority of a representative or agent who appointed the proxy;

(c) is mentally incapacitated; or

(d) dies.

Directors

35. Composition of Board

35.1 Number of directors

The Company must have at least 3 and no more than 9 Directors, of which:

(a) at least half must be Health Information Managers;

(b) up to half will be appointed for their knowledge of the Company's purpose, specialised acumen, skills or experience (for example, finance, governance, education) as the Directors determine from time to time will have significant value to the overall function of the Board and the achievement of HIMAA's objectives.

35.2 Vacancies

(a) Subject to clause 35.1, the Board may from time to time determine:

i. whether a vacancy exists in the office of Director; and

ii. if so, the number of vacancies (if any) to be filled, including the number of Directors (if any) to be elected at an annual general meeting.

(b) Provided the number of Directors in office is not less than the minimum number specified in clause 35.1, the Board is not required to fill any vacancy, and no vacancy will be taken to exist for the purposes of an election of Directors unless the Board determines otherwise.

36. Who can be a Director

An individual is eligible to be a Director if they:

(a) meet any criteria as determined by the Board from time to time;

(b) have experience and/or expertise relevant to governing the Company and its activities;

(c) are 18 years of age or older and ordinarily reside in Australia;

(d) have a director identification number;

(e) give the Company their signed consent to act as a company director; and

(f) are not ineligible to be a director under the Corporations Act or the ACNC Act.

37. How to become a director

(a) An individual who was a Director immediately before this Constitution is adopted will continue in office as a Director subject to the provisions of this Constitution and the terms of their appointment.

(b) Nomination and election of Directors will be held in accordance with the policy(ies) determined by the Directors from time to time.

38. The directors may appoint a director

The directors may appoint an individual as a director to fill a casual vacancy or as an additional director, if that individual meets the eligibility requirements set out in clause 36.

39. What happens if there are too few directors

If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act but only:

(a) in an emergency;

(b) for the purpose of increasing the number of directors to three or the number required to form a quorum; or

(c) to call a general meeting.

40. Election of chairperson

(a) The President is the Company's chairperson.

(b) Subject to clause 40(c), the chairperson of a Directors' meeting will be:

i. the President; or

ii. the Vice President.

(c) If neither the President nor Vice President are available or willing to act, then the Directors present will elect a chairperson from among their number.

(d) The chairperson's responsibilities include:

i. managing Directors' meetings, including setting the agenda;

ii. ensuring directors receive accurate, timely, and clear information;

iii. ensuring effective communication with Members; and

iv. managing disputes to ensure the Company is run effectively.

41. Term of office

(a) Directors are elected at annual general meetings of the Company.

(b) A Director holds office until the termination of the 3rd annual general meeting held after their election.

(c) Prior to each annual general meeting, the Directors will determine:

i. which positions on the Board are to be considered vacant for the purposes of that annual general meeting;

ii. whether any such vacancies are to be filled at that annual general meeting; and

iii. if vacancies are to be filled, the number of vacancies to be filled.

(d) A retiring Director is eligible for re-election but may not serve more than 3 consecutive terms.

(e) Directors appointed to fill a casual vacancy hold that office until the next annual general meeting, at which time they must step down but are eligible for reappointment. Time spent filling a casual vacancy does not count towards a maximum service limit.

42. How to stop being a Director

A director stops being a director if they:

(a) resign in writing to the Company Secretary;

(b) cease to be eligible for election or appointment;

(c) are removed from office under clause 43;

(d) are appointed for a term of office and are not reappointed;

(e) are disqualified from being a director under the Corporations Act or the ACNC Act; or

(f) die.

43. How to remove a Director

The Voting Members may remove a director by passing a resolution at a general meeting:

(a) The Voting Members must provide notice of intention to move a members' resolution to remove a Director at least 2 months before the meeting is to be held.

(b) The Company must provide a copy of the notice to the Director as soon as practicable after it is received.

(c) The Director can give the Company a written statement to circulate to the Voting Members and speak to the motion at the meeting.

(d) The Voting Members must pass a resolution to remove the Director.

44. How to appoint and remove an auditor

The Voting Members may appoint or remove an auditor by passing a resolution at a general meeting.

45. Chief Executive Officer

The Directors may appoint any person, not being a Director, to the position of Chief Executive Officer (**CEO**) 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. The CEO will report to the President, or their delegate.

Powers of Directors

46. Powers of Directors

46.1 Powers

(a) The Directors may exercise all the powers of the Company except any powers that, under the Corporations Act or this Constitution, may only be used by Voting Members.

(b) The Directors may borrow or raise money, charge any property or business of the Company or give any other security for a debt, liability or obligation of the Company.

46.2 Responsibilities

(a) The Directors are responsible for managing and directing the activities of the Company to carry out the purpose(s) set out in clause 7.

(b) The Directors must decide on the responsible financial management of the Company including:

i. any suitable written delegations of power under clause 47; and

ii. how money will be managed, including how electronic transfers must be authorised, signed off or otherwise approved.

46.3 Limitations

The Directors cannot remove a Director or Auditor. Directors and Auditors may only be removed by a resolution passed at a general meeting.

47. Delegation of Directors' powers

47.1 Directors may delegate powers

The Directors may delegate any of their powers and functions to:

(a) a committee;

(b) a particular Director;

(c) a company employee (such as a chief executive officer); or

(d) any other person, as they consider it appropriate to do so.

47.2 Record-keeping

The Company must keep appropriate records of any delegations of powers.

48. Payments to directors

(a) The Company must not pay fees for acting as a Director (also called sitting fees). This does not stop the Company from making the following types of payments:

i. paying a Director for work they do for the Company other than as a director; or

ii. reimbursing a Director for expenses the Director has properly incurred for work in connection with the Company's affairs.

(b) Any payment made under this clause must be no more than is fair and reasonable to the Company and approved by the Directors in accordance with clause 53.

49. Execution of documents

The Company may execute a document if the document is signed in accordance with clause 5 by:

(a) two Directors;

(b) a Director and the Company Secretary; or

(c) an individual or a combination of individuals authorised by the Directors for that purpose.

50. Validity

An act carried out by a Director, a meeting of Directors or by a committee attended by a Director, is not invalid just because:

(a) of a defect in the appointment of the Director;

(b) the individual is disqualified from being a Director or has vacated office; or

(c) the individual is not entitled to vote,

if that circumstance was not known by the individual or the Directors or committee, when the act was carried out.

Duties of directors

51. Compliance with laws

(a) The Company must ensure that it complies with the ACNC Governance Standards and, if applicable, ACNC External Conduct Standards.

(b) Each Director must:

i. comply with all applicable laws, regulations, rules, codes, standards and other legal requirements of the Commonwealth of Australia, and of each state, territory or local government in which the Company operates or conducts its activities, as amended or replaced from time to time; and

ii. promptly notify the Directors upon becoming aware of any actual or potential breach of any applicable law or regulation by the Company or any of its Directors.

52. Duties of Directors

The Directors must comply with their duties:

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;

(b) to act in good faith in the best interests of the Company, and to further the charitable purpose(s) of the Company set out in clause 7;

(c) to not misuse their position as a director;

(d) to not misuse information they gain in their role as a director;

(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 53;

(f) to ensure that the financial affairs of the Company are managed responsibly; and

(g) to not allow the Company to operate while it is insolvent.

53. Conflicts of interest

(a) A Director who has a perceived or actual material conflict of interest in a Company matter must let the other Directors know.

(b) The perceived or actual material conflict of interest, including the nature and extent of the interest and the relationship of the interest to the Company, must also be recorded in the register of interests.

(c) Each Director who has a material personal interest in a matter must not:

i. be present at the meeting while the matter is being discussed; or

ii. vote on the matter; or

iii. be counted in any quorum,

unless

iv. their interest arises because they are a Member, and the other Members have the same interest;

v. their interest relates to an insurance contract that insures, or would insure, the Directors against liabilities that the Directors incur as a director of the Company;

vi. their interest relates to a payment by the Company under clause 84 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;

vii. the Australian Securities and Investments Commission (ASIC) makes an order allowing the Directors to vote on the matter; or

viii. the Directors who do not have a material personal interest in the matter pass a resolution that:

(A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company; and

(B) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

Directors' meetings

54. Directors' meetings

54.1 When the directors meet

The Directors may decide how, where, when and how often they meet.

54.2 Calling directors' meetings

A Director may call a Directors' meeting by giving reasonable notice to all other Directors, or by the Company Secretary giving reasonable notice of the meeting to all Directors. The notice can be in writing or by any other means of communication.

54.3 Chairperson for Directors' meetings

(a) The chairperson must chair Directors' meetings.

(b) The Directors at a Directors' meeting may choose another Director to chair that meeting if the chairperson:

i. is not present within 30 minutes after the starting time set for the meeting; or

ii. is present but does not want to act as chairperson of the meeting.

(c) Where the votes on a proposed resolution are equal, the chair of the meeting does not have a second or casting vote, and the vote is taken as lost.

54.4 What is a quorum

The quorum for a Directors' meeting is the presence of a majority of directors and must always be present during a Directors' meeting.

55. Using technology to hold Directors' meetings

(a) The Directors may hold their meetings (including hybrid meetings) by using any Virtual Meeting Platform.

(b) A Director may only withdraw their consent to use the agreed-to platform within a reasonable period before the meeting.

56. Passing Directors' resolutions at a meeting

A Directors' resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.

57. Resolutions of Directors without a meeting

(a) A resolution can be passed without a meeting if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution by:

i. the method set out in clause 5; or

ii. confirming their agreement by reply email to the Company within five Business Days.

(b) The resolution is passed when a majority of Directors have signed or otherwise agreed to the resolution.

Company Secretary

58. Appointment of Company Secretary

(a) The Company must have at least one Company Secretary, who may also be a director.

(b) The Company Secretary must be at least 18 years old.

(c) The Company Secretary must give the Company their signed consent to become company secretary before being appointed by Directors.

(d) The Directors must decide the terms and conditions under which the Company Secretary is appointed, including any remuneration.

(e) The individual who was the Company Secretary immediately before this Constitution was adopted, will continue in office as the Company Secretary subject to the provisions of this Constitution.

59. Role of Company Secretary

The Directors may delegate the following to the Company Secretary:

(a) maintaining a register of the Company's members;

(b) maintaining the minutes and other records of general meetings (including notices of meetings), Directors' meetings and resolutions; and

(c) notifying all relevant regulators of applicable changes.

60. How to stop being a Company Secretary

The Company Secretary stops being company secretary if they:

(a) resign in writing to the Company;

(b) are removed by resolution of the Directors;

(c) are disqualified from managing corporations under the Corporations Act or the ACNC Act; or

(d) die.

Office bearers

61. Office bearers

The "office bearers" of the Company are:

(a) the President;

(b) a Vice President; and

(c) the Treasurer.

62. Vacation of office and annual election

(a) All office bearer positions are declared vacant at the conclusion of the first Directors' meeting held after each annual general meeting.

(b) All vacant office bearer positions must be filled by election at that same meeting, conducted in accordance with clauses 63, 64, and 65.

(c) An outgoing office bearer is eligible for re-election unless otherwise disqualified under these rules.

63. Office bearer eligibility and nomination

(a) Except in the case of the President, any Director is eligible for election to each position of office bearer (providing the eligibility requirements in clause 36 are met).

(b) In the case of the President, only Directors who are Health Information Managers are eligible for election to that position.

(c) Each Director standing for election as an office bearer must notify the Company Secretary of their nomination on the prescribed form.

(d) If a Director stands for election to more than 1 position of office bearer, a separate nomination must be received by the Company Secretary in respect of each position.

(e) A nomination must be in writing, signed by the candidate, and received by the Company Secretary not less than 24 hours prior to the Directors' meeting at which the election is to take place.

64. Election procedure

(a) The Directors present must appoint one of their number, who is not standing for election to any position, to act as chairperson of the meeting for the purpose of conducting the elections.

(b) The election of office bearers is held in the order in which the positions are listed in clause 61.

(c) If there is only 1 candidate for election to any position, that person is deemed elected to that position.

(d) If there is more than 1 candidate for election to any position, a vote must be held. The candidate receiving the greatest number of votes is declared elected to that position.

(e) In the case of an equality of votes in respect of any position, a further vote must be held.

65. Term of office

(a) Each office bearer holds office for a term of 1 year, commencing at the conclusion of the meeting at which they are elected and expiring when all positions are next declared vacant in accordance with clause 62(a).

(b) There is no limit on the number of consecutive terms an office bearer may serve, except that a person must not be elected to the office of President for more than 3 successive terms unless the Directors unanimously consent.

(c) An office bearer whose term has expired is not entitled to continue in their position and must be re-elected in accordance with these rules to resume that or any other office bearer position.

66. Casual vacancies

(a) If the President vacates that office for any reason during their term, the Vice President succeeds to the office of President for the remainder of that term.

(b) If any other office bearer vacates their position during their term, the Directors may elect a replacement. Any replacement office bearer holds office only for the remainder of the unexpired term.

Branches

67. Establishment of Branches

(a) If interested members wish to establish a Branch, they must first provide a submission to the Directors for review and approval. No Branch may be established without the approval of the Directors.

(b) The Directors may, at their sole discretion, initiate the establishment or dissolution of a Branch.

(c) As at the date of the adoption of this Constitution, the following Branches have been established:

i. Capital Region Branch;

ii. NSW Branch;

iii. QLD Branch;

iv. SA Branch;

v. TAS Branch;

vi. VIC Branch; and

vii. WA Branch.

68. Members of Branches

(a) The members of the Company ordinarily resident in the relevant State or Territory, region or locality comprise the Branch members.

(b) A person ceases to be a Branch member if they resign from the Company or their membership is otherwise suspended or ceases.

69. Organisation and administration of Branches

(a) The organisation and administration, including the financial arrangements between the Branch and the Directors, and the amalgamation of Branches, are governed by the Branch terms of reference.

(b) There is one set of Branch terms of reference which are approved and/or amended from time to time by the Directors.

(c) The Directors will provide for the management and administration of the affairs of the Company in any Branch in the manner they think fit such that the Directors may:

i. establish any Branches;

ii. appoint any members of the Company to be a member of a Branch;

iii. establish any Branch committees on such terms as the Directors determine;

iv. appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Directors;

v. authorise the Members for the time being of the Branch to fill any vacancies on it and to act despite vacancies;

vi. remove members of Branch committees on such terms as the Directors determine; and

vii. dissolve a Branch or Branch committee on such terms as the Directors determine.

(d) The Directors may remove any person appointed to a Branch under clause 69(c) and may revoke or vary the delegation of a person so affected as the Directors see fit.

Financial matters

70. Funds

The Company's money must be deposited into a Company bank account.

71. Company's financial year

The Company's financial year is from 1 July to 30 June.

Minutes and records

72. Records of members' meetings

The Company must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of general meetings;

(b) minutes of any other resolutions of Members; and

(c) a copy of a notice of each general meeting.

73. Records of Directors' meetings

The Company must, within one month, make and keep the following records:

(a) minutes of proceedings and resolutions of Directors' meetings;

(b) minutes of proceedings and resolutions of meetings of any committees; and

(c) minutes of any other resolutions of Directors.

74. Signing minutes

74.1 Minutes of a meeting

The Directors must ensure that minutes of a general meeting or a Directors' meeting are signed in accordance with clause 5 and by:

(a) the chair of the meeting; or

(b) the chair of the next meeting.

74.2 Minutes of resolutions without meetings

The Directors must ensure that the passing of a resolution without a meeting (of Members or Directors) is recorded and signed by a Director within a reasonable time after the resolution is passed.

75. Financial and related records

(a) The Company must make and keep written financial records that:

i. correctly record and explain its transactions and financial position and performance; and

ii. enable true and fair financial statements to be prepared and to be audited.

(b) The Company must also keep written records that correctly record its operations.

(c) Records may be kept in physical or electronic format.

76. Inspecting the Register of Members

(a) The Company must allow Members (and non-members upon payment of a fee) to inspect the Register of Members. To inspect the register, the person must submit their request in writing with their name, address and the purpose of their request.

(b) Information that is accessed from the Register of Members must only be used in a manner relevant to the interests or rights of Members as members or in a manner approved by the Company.

77. Inspection of records

(a) The Company must give a Member access to the records set out in clause 72.

(b) The Directors may give a Member access to other records of the Company. The Directors may choose to provide limited access or redacted copies of these records.

78. How long records must be kept for

(a) The Company must retain its records for at least seven years.

(b) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

79. Directors' access to documents

(a) A Director has a right to access the Company's financial records at all reasonable times.

(b) The Directors may resolve to give a Director or former Director access to other records, including documents provided for, or available to, the Directors.

Notice

80. What is notice

(a) Anything written to or from the Company under any clause in this Constitution is written notice and is subject to clauses 81 to 83 unless specified otherwise.

(b) Clauses 81 to 83 do not apply to a notice of proxy under clause 34.4.

81. Notice to the Company

Any communication under this Constitution may be given to the Company, the Directors or the Company Secretary by:

(a) delivering it to the Company's registered office;

(b) posting it to the Company's registered office or to another address the Company chooses for notice to be provided to; or

(c) sending it to an email address the Company has notified Members is the Company's email address.

82. Notice to members

(a) Written notice or any communication under this Constitution may be given to a Member:

i. in person;

ii. by sending it to the email address of the Member (if any) nominated by the Member for service of notices;

iii. by posting it to, or leaving it at, the postal address of the Member (if any) nominated by the Member for service of notices; or

iv. by notifying the Member via an email address they nominate that the notice is available for access via a website, in electronic form or at a specified place or address.

(b) If a Member elects to receive documents in physical form or electronic form, the Company must take reasonable steps to send documents in the preferred manner.

83. When notice is taken to be given

(a) If a notice is:

i. delivered in person or left at the recipient's physical address, then it is taken to be given on the day it is delivered;

ii. sent by post, then it is taken to be given on the seventh Business Day after it is posted to the recipient's address, and postage costs are paid for;

iii. sent by email, or other electronic method, then it is taken to be given when it is sent, unless the sender receives an automated message that the notice has not been delivered; or

iv. given under clause 82(a)iv, then it is taken to be given on the Business Day after notification of the notice being available is sent, unless the sender receives an automated message that the notice has not been delivered.

(b) If the delivery or receipt of a notice is not on a Business Day, or is after 5pm on a Business Day, it is deemed to be received at 9am the following Business Day.

Indemnity, insurance and directors' access

84. Indemnity

(a) The Company indemnifies its officers against any liability incurred in that capacity (other than to the Company or a related body corporate), unless the liability did not arise out of conduct in good faith. In this clause and clause 85, '**officer**' includes a Director, Company Secretary and CEO, and includes a Director or Company Secretary after they have stopped holding that office.

(b) The indemnity is a continuing obligation and is enforceable by an officer:

i. even if that individual is no longer an officer; and

ii. is enforceable without that individual first having to incur any expense or make any payment.

85. Insurance

To the extent permitted by law (including the Corporations Act), and if the Directors consider it appropriate, the Company may pay a premium for a contract that insures a current or former company officer against any liability they incur in that role.

Winding up

86. Winding up voluntarily

If permitted by law, the Members may pass a Special Resolution at a general meeting to wind up the Company voluntarily.

87. Surplus Assets not to be distributed to members

If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member of the Company, unless that Member or former Member is a charity which meets the requirements in clause 88.

88. Distribution of Surplus Assets

88.1 Distribution

Any Surplus Assets that remain on the winding up of the Company must be distributed to one or more charities:

(a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 7; and

(b) which also prohibit the distribution of any Surplus Assets to their members to at least the same extent as the Company.

88.2 Making the decision

The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution at or before the time of winding up. If the Members do not make this decision, the Directors can do so. Failing that, the Company may apply to the Supreme Court to make this decision.

89. Liability of members limited to the guarantee

(a) Each Member must contribute an amount not more than $20 (**the guarantee**) to the property of the Company if the Company is wound up:

i. while they are a Member; or within 12 months after they stop being a Member; and

ii. if at the time of winding up, the debts and liabilities the Company incurred before they stopped being a Member, exceed the Company's assets. These debts and liabilities also include any costs incurred in winding up the Company.

(b) The liability of each Member is limited to the amount of the guarantee.

ATTACHMENT A: Member Categories and Associated Entitlements

For the purposes of clause 11(a), the Company's categories of membership and their respective eligibility requirements and key responsibilities are as set out in the table below.

Where the Company has payment categories for multiple members, such as for an employer/organisation, individual members will be recognised according to their category and eligibility.

Category	Description/eligibility criteria	Rights and entitlements
Professional Member	Persons who are recognised as health information management professionals by the HIMAA Board from time to time, which includes (but is not limited to): • Health Information Managers; • Clinical Coders; and • Clinical Documentation Specialists.	• Attend general meetings: Yes • Vote at general meetings: Yes • Eligible for Board appointment: Yes • Eligible to be appointed as President and Vice President: Yes, subject to clauses 63, 64 and 65 • Participate on HIMAA and Branch committees, working groups, taskforces and advisory groups: Yes
Associate Member	Persons who are interested in, working in, committed to or affiliated with the health information profession, including those who work with health information and who are ineligible for any other membership category. This includes any individuals who are proposed or paid for by an employer organisation, and who do not otherwise meet the requirements for another membership category.	• Attend general meetings: Yes • Vote at general meetings: No • Eligible for Board appointment: No • Eligible to be appointed as President and Vice President: No • Participate on HIMAA and Branch committees, working groups, taskforces and advisory groups: Yes

Category	Description/eligibility criteria	Rights and entitlements
Student Member	Persons who are not Professional, Fellow or Life Members and who are currently undertaking a course of study (full-time or part-time) of a HIMAA Accredited Program or HIMAA Approved Program.	• Attend general meetings: Yes • Vote at general meetings: No • Eligible for Board appointment: No • Eligible to be appointed as President and Vice President: No • Participate on HIMAA and Branch committees, working groups, taskforces and advisory groups: Yes
Fellow Member	Persons who the Board recognises as having made a significant contribution to the field of health information management and who: • have practised in health information management; and • have been a Professional Member for at least 7 continuous years, or an equivalent member under a prior category of membership.	• Attend general meetings: Yes • Vote at general meetings: Yes • Eligible for Board appointment: Yes • Eligible to be appointed as President and Vice President: Yes, subject to clauses 63, 64 and 65 • Participate on HIMAA and Branch committees, working groups, taskforces and advisory groups: Yes
Life Member	Professional Members or Fellow Members who, in the opinion of the Board, have made a significant contribution to the field of health information management or have rendered distinguished service to the health information management profession.	• Attend general meetings: Yes • Vote at general meetings: Yes • Eligible for Board appointment: Yes • Eligible to be appointed as President and Vice President: Yes, subject to clauses 63, 64 and 65. • Participate on HIMAA and Branch committees, working groups, taskforces and advisory groups: Yes