



A Strategic Asset[®]

Corporations Act 2001

CONSTITUTION

OF

HEALTH INFORMATION MANAGEMENT ASSOCIATION OF AUSTRALIA LIMITED

ACN 008 451 910

Company Limited by Guarantee

As adopted by Special Resolution on and from 31 May 2013, revised on 3 February 2018 and approved by the HIMAA Board on 7 May 2018 for Special Resolution to the HIMAA Membership.

Version 2

1. DEFINITIONS AND INTERPRETATION

1.1 In this Constitution unless the context otherwise requires:

- (1) “**Accredited Programs**” means degree and other higher education courses in health information management (which may include clinical coding, health business management, or information systems/IT) that have alignment with HIMAA competency standards and that succeed in achieving professional accreditation by HIMAA or are approved by another entity designated by HIMAA from time to time;
- (2) “**Approved Programs**” means courses in health information management at the vocational education and training level of tertiary education (which may include clinical coding, health business management, or information systems/IT) that have alignment with HIMAA competency 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;
- (3) “**Association**” means Health Information Management Association of Australia Limited ACN 008 451 910, a company limited by guarantee;
- (4) “**Board**” means the Board of Directors of the Association for the time being or such number of Directors as has authority to act for the Association;
- (5) “**Branch**” means a branch of the Association established in any State or Territory, or other jurisdiction as determined by the Board from time to time;
- (6) “**Branch Committee**” means the committee as approved by the Board and operated by a Branch;
- (7) “**Branch Executive**” means the Members elected to manage a Branch, led by the Convenor of the Branch;
- (8) “**Branch Members**” means the Members of the Association ordinarily resident within the area of the Branch;
- (9) “**Branch Terms of Reference**” means the terms of reference approved by the Board from time to time as the rules for the regulation of the conduct of a Branch and its Members;
- (10) “**Business Day**” means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Association has its registered office;
- (11) “**CEO**” means the Chief Executive Officer of the Association;
- (12) “**Committee**” or “**Committees**” means a Board advisory or delegated committee or committees, council, group or other body as authorised by the Board;
- (13) “**Company Secretary**” or “**Secretary**” means any person appointed to perform the duties of the secretary of the Association;
- (14) “**Convenor**” means the Member selected to lead a Branch Committee;
- (15) “**Director**” means a member of the Board;

- (16) The phrase **“in writing”** includes writing in any medium, including paper and electronic
- (17) **“Law”** means the *Corporations Act 2001* or any other relevant legislation and includes any amendments from time to time;
- (18) **“Member”** means the voting and the non-voting Members as defined in rule 7;
- (19) **“Professional Credentialing Scheme”** means the scheme by which health information professionals are certified as meeting the professional qualities and characteristics as determined by the Association;
- (20) **“Register”** means the register of Members of the Association kept in accordance with rule 7.10; and
- (21) **“Seal”** means the common seal of the Association and includes any official seal of the Association.
- (22) **“Signature”** means the signature of the individual concerned as it would be handwritten by them, in an acceptable medium such as on paper or in electronic form.

1.2 Except so far as the contrary intention appears in this Constitution:

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

1.3 Headings are for convenience only and do not affect the interpretation of this Constitution.

2. REPLACEABLE RULES EXCLUDED

Subject to Part 2B.4 of the Corporations Act, the replaceable rules do not apply to the Association.

3. PURPOSES

3.1 THE ASSOCIATION

The Association:

- (1) is a company limited by guarantee and a registered charity;
- (2) will operate predominately for the promotion, development and attainment of its objects;
- (3) will apply any profits or income in promoting its objects; and
- (4) is not carried on for the purpose of profit or gain to its individual Members.

3.2 OBJECTS

- (1) The primary object for which the Association is established is to provide a forum and support for members, including health information management

professionals and other professionals interested or working in health information management.

- (2) To do all such other lawful things as may be incidental or conducive to the attainment of the above objects.

3.3 POWERS

- (1) The Association has all the powers of an individual and a body corporate but does not have the power to issue shares.
- (2) Despite rule 3.3 (1), the powers of the Association are ancillary to and exercisable only to pursue the objects of the Association set out in rule 3.2.

4. APPLICATION OF INCOME AND PROPERTY

4.1 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 set out in rule 3.2.

4.2 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.

4.3 Rule 4.2 does not prevent:

- (1) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business; or
- (2) the reimbursement of approved expenses incurred by any Member on behalf of the Association.

5. LIMITED LIABILITY

The liability of the Members is limited.

6. GUARANTEE

Every Member undertakes to contribute an amount not exceeding \$20 to the property of the Association in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:

- (1) of the debts and liabilities of the Association (contracted before the Member 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. MEMBERSHIP

7.1 NUMBER OF MEMBERS

The number of Members is unlimited.

7.2 MEMBERSHIP

The Members of the Association are such persons the Board admit to Membership in accordance with the requirements set out by the Board from time to time.

7.3 CLASSES OF MEMBERSHIP

As from the date of adoption of the Constitution, the Association has the following classes of Members:

- (1) **“Full Member”**. Persons who are graduates of a Health Information Management degree program accredited by the Association or accredited by another entity recognised by the Association;
- (2) **“Fellow Member”**. Persons who are Full Members who have practiced in health information management, who have been a Full Member for a minimum of seven continuous years, and have made a significant contribution to the field of health information management as recognised by the Board;
- (3) **“Senior Associate Member”**. Persons who are a graduate of an Approved Program or have a minimum of five years senior level experience in the health information industry;
- (4) **“Life Member”**. Full Members, Senior Associate Members or Fellow Members who in the opinion of and at the discretion 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;
- (5) **“Associate Member”**. Persons who are interested in, are working in, committed to or affiliated with the health information industry and are ineligible for any other Membership category; and
- (6) **“Student Member”**. Persons currently undertaking a course of study (full-time or part-time) of a HIMAA Accredited or HIMAA Approved Program who is not in full-time employment.

7.4 Those persons who immediately prior to the date of adoption of this Constitution were:

- (1) current financial Full Members, continue as Full Members;
- (2) current financial Fellow Members, continue as Fellow Members;
- (3) current financial Senior Associate Members, continue as Senior Associate Members;
- (4) current financial Associate Members, continue as Associate Members;
- (5) current Life Members continue as Life Members; and
- (6) current Student Members continue as Student Members.

7.5 MEMBERSHIP RIGHTS

Subject to this Constitution and in particular rule 7.6, Membership of the Association confers on a Member all rights and privileges of Membership.

7.6 The rights and privileges of Membership are limited in the following manner:

- (1) Full Members, Fellow Members, and Life Members (who were previously Full Members) are:
 - (a) entitled to vote at any general meeting of the Association; and
 - (b) eligible for election or appointment to any Branch Executive; and
 - (c) eligible for election or appointment as a Director of the Association.
- (2) Senior Associate Members and Life Members who may previously have been a Senior Associate Member are:
 - (a) entitled to vote at any general meeting of the Association; and
 - (b) eligible for election or appointment to any Branch Executive office; and
 - (c) eligible for election or appointment as a Director of the Association; but not in the capacity as President or Senior Vice President or Vice President of the Board.
- (3) Associate Members and Student Members are:
 - (a) not entitled to vote at a general meeting of the Association;
 - (b) entitled to vote at a meeting of a Branch;
 - (c) eligible for election or appointment to any Branch Executive but not in the capacity as Branch Convenor or delegate; and
 - (d) ineligible for election or appointment to the Board of the Association.
- (4) All Members are entitled to be a member of a committee, special interest group, working group or sub-committee of the Board or be appointed as a delegate of the Association as approved by the Board from time to time in its discretion, and to participate in HIMAA's professional credentialing scheme.

7.7 **APPLICATION FOR MEMBERSHIP**

An application for Membership must:

- (1) be in writing in a form approved by the Board;
- (2) be accompanied by the requisite documentation and subscription as determined by the Board from time to time;
- (3) fully satisfy the qualifications and experience for any class of membership as determined by the Board from time to time;
- (4) be authorised by the applicant; and
- (5) be lodged with the Secretary (or delegate) for approval.

7.8 The lodging of any application for Membership is conclusive evidence that the applicant has agreed to become a Member of the Association and to be bound by the Constitution of the Association and any other rules or policies of the Association.

7.9 APPROVAL FOR ADMISSION AND RENEWAL OF MEMBERSHIP

- (1) The Board (or delegate of the Board), will consider an application for admission or renewal for Membership as soon as practicable after its receipt and determine, at their discretion, the admission or non-admission of the applicant.
- (2) If an applicant is accepted for Membership the Secretary will:
 - (a) notify the applicant in writing; and
 - (b) enter the name and details of the Member into the Register in accordance with rule 7.10.
- (3) If an application for Membership or renewal of Membership is rejected, the Secretary must notify the applicant in writing.
- (4) The Board or delegate of the Board need give no reason for non-admission or renewal or an application for membership.
- (5) The Board's decision is binding and no further discussion will be entered into.
- (6) Each Member will be bound by this Constitution and the policies governing the Association.

7.10 REGISTER OF MEMBERS

- (1) A register of Members of the Association must be kept in accordance with the Law.
- (2) The following must be entered in the Register in respect of each Member:
 - (a) the full name of the Member;
 - (b) the address of the Member;
 - (c) the class of the Membership;
 - (d) whether an approved certificate of qualification is held;
 - (e) the date of admission to and cessation of Membership;
 - (f) the membership number;
 - (g) confirmation that a certificate of Membership has been issued; and
 - (h) the date of last payment of the Member's annual subscription.
- (3) The Secretary may also enter in the Register such other information as the Board determines from time to time.

7.11 NOTIFICATION OF CHANGES

- (1) Each Member must notify the Secretary (or delegate) in writing of any change in that person's name, address including email details, facsimile number or telephone number, if any, within 1 month after the change.
- (2) All notices given in accordance with rules 86 and 87 to the address last notified are considered fully received.

7.12 CERTIFICATES

- (1) The certificate must be signed by the President or a delegated Member of the Board and by the CEO.
- (2) The certificate remains the property of the Association, despite the payment of any subscriptions, and must be returned if directed by the Board.
- (3) Certificates which have been lost or destroyed or rendered illegible may be replaced upon application by the Member to the Association in the form of a statement in writing that the certificate has been lost or destroyed, and has not been pledged, sold or otherwise disposed of, and, if lost, that proper searches have been made together with an undertaking by the Member, in writing, that if the certificate is found or received by that Member, it will be returned to the Association.

ANNUAL SUBSCRIPTION

8. ANNUAL SUBSCRIPTION PAYMENT

- 8.1 Subject to rule 7.7, the annual subscription payable by a Member of the Association (except Life Members) is the sum or schedule of subscription rates recommended by the Board from time to time.
- 8.2 All annual subscriptions are due and payable on or before the date prescribed by the Board.
- 8.3 Unless a Member gives not less than 1 months' notice in writing to the Secretary on or before the due date for payment in any year of his or her intention to resign as a Member, the Member is liable for the annual subscription for the following financial year.
- 8.4 The Board may determine from time to time concessional or discount annual subscriptions as they deem fit.

9. UNPAID ANNUAL SUBSCRIPTIONS

- 9.1 If:
 - (1) the annual subscription of a Member remains unpaid for a period, as defined by the Board (or delegate), after it becomes payable; and
 - (2) a notice of default is given to the Member during this period,the Member ceases to be entitled to any of the rights or privileges of Membership, but these may be reinstated on payment of all arrears if the Board (or delegate) think fit to do so.
- 9.2 If the annual subscription of a Member remains unpaid for a period, as defined by the Board (or delegate), after it becomes payable, the Member ceases to be a Member.

CESSATION OF MEMBERSHIP

10. RESIGNATION

- 10.1 A Member may resign from Membership of the Association by giving written notice to the Secretary or delegate.

10.2 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.

10.3 In the event of a resignation by a Member there will be no refund of membership subscription for the current subscription period.

11. AUTOMATIC CESSATION OF MEMBERSHIP

A Member immediately ceases to be a Member:

- (1) on the death of the Member;
- (2) if the Member's Membership is not renewed in accordance with rule 7.9;
- (3) if the Member resigns in accordance with rule 10;
- (4) if the Member's Membership is forfeited under rule 12; or
- (5) if the Member is expelled under rule 13.

12. SUSPENSION AND FORFEITURE OF MEMBERSHIP

- (1) On suspension for any reason, the Member will return their certificate of membership to the Association and such certificate will only be returned upon reinstatement of membership.
- (2) A Member may be suspended or may be declared by the Board to have forfeited his or her Membership:
 - (a) if the Member ceases to hold the qualifications prescribed by the Association as a condition of Membership; or
 - (b) if the Member fails to deliver up his or her certificate of Membership to the Board as required.

13. DISCIPLINING MEMBERS

13.1 The Board may resolve to warn, suspend or expel a Member from the Association if the Board, in accordance with Board policy, considers that:

- (1) the Member has breached or wilfully refuses or neglects to comply with the provisions of this Constitution or any rules or policies adopted by the Association from time to time; or
- (2) if the Board, after due investigation, considers that the Member's behaviour is causing, or is likely to cause harm to the Association.

13.2 A Member must be given notice in writing by the Secretary of the decision under rule 13.1. The Board in its absolute discretion may reinstate the Member and restore the name of that Member to the Register upon and subject to such terms and conditions as they determine.

14. EFFECT OF CESSATION OF MEMBERSHIP

14.1 If any Member ceases to be a Member for any reason, then the Secretary shall:

- (1) note on the Member's Register the date of the Member's cessation of membership; and

- (2) notify the Member in writing of the date of cessation of membership.
- 14.2 The Member whose membership ceases will:
- (1) return the certificate of Membership to the Association; and
 - (2) remain liable to pay the Association for any moneys whatsoever which, at the time of the Member ceasing to be a Member, is owed to the Association on any account whatsoever and in accordance with rule 6, for any sum not exceeding \$20.00 for which the Member is liable.

MEETINGS OF MEMBERS

15. CONVENING OF GENERAL MEETINGS

- 15.1 Except as permitted by the Law, a general meeting, to be called the “**annual general meeting**”, must be held at least once in every calendar year.
- 15.2 Any majority of the Directors may, whenever they think fit, convene a general meeting.
- 15.3 Except as permitted by the Law, no Member who is not a Director is, and no Members together who are not Directors, are entitled to convene a general meeting.

16. NOTICE OF GENERAL MEETINGS

- 16.1 Except where the Law or this Constitution requires and except where the Law allows a shorter notice to be given by agreement, at least 21 days’ notice of a general meeting must be given to such persons as are entitled to receive notices from the Association.
- 16.2 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.

17. ACCIDENTAL OMISSION TO GIVE NOTICE

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 this Constitution or the accidental omission to advertise (if necessary) the meeting does not invalidate the proceedings at or any resolution passed at the meeting.

18. POSTPONEMENT OF GENERAL MEETINGS

- 18.1 The Board may postpone the holding of any general meeting whenever it sees fit (other than a meeting requisitioned by Members pursuant to the Law) for not more than 28 days after the date for which it was originally called.
- 18.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 21 or rule 26) 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.

19. REPRESENTATION OF MEMBER

Any Member may be represented at any general meeting of the Association by a proxy in accordance with rules 33 to 38, and, if so represented, is deemed to be personally present.

PROCEEDINGS AT GENERAL MEETING

20. QUORUM

- 20.1 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.
- 20.2 Fifty (50) Members present (in person, by proxy or by representative) for the whole meeting constitutes a quorum.

21. ABSENCE OF QUORUM

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 Directors 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 Directors determine or, if no determination is made by the Directors, 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.

22. USING TECHNOLOGY TO HOLD MEETINGS

- 22.1 The Association may hold a general meeting using any technology as determined by the Board.

Anyone using this technology is taken to be present in person at the meeting.

23. BUSINESS AT THE ANNUAL GENERAL MEETING

- 23.1 The business of an annual general meeting is:
- (1) to give the Members information on the Association's activities during the period since the last annual general meeting;
 - (2) to receive and consider the profit and loss account, the balance sheet, the reports of the Board and of the auditors and the Directors' statement as may be required by Law;
 - (3) to elect Directors in place of those retiring or otherwise;
 - (4) when necessary, to appoint auditors; and
 - (5) to transact any other business which under this Constitution or the Law ought to be transacted at an annual general meeting.

24. MEMBERS' RESOLUTIONS

24.1 Where Members wish to propose to move at a general meeting a Members' Resolution, it must be done so in compliance with Law and no Members may move at a general meeting any resolution not previously approved by the Board.

24.2 Circular resolutions of Members

The Board may put a resolution to the Members to pass a resolution without a general meeting being held (a circular resolution) in compliance with the Law.

25. CHAIRPERSON OF GENERAL MEETING

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

25.2 Where a general meeting is held and:

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

the Senior Vice-President of the Association, if present, presides as chairperson of the meeting or, if no Senior Vice-President is present or is willing to act, the Vice-President presides as chairperson of the meeting.

26. ADJOURNMENT OF MEETINGS

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

26.2 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.

26.3 Except as provided by rule 26.2, 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

27. VOTING RIGHTS

Subject to rule 28 at any general meeting of Members each Member entitled to vote:

- (1) present on a show of hands (or equivalent) has 1 vote; and
- (2) on a poll or ballot has 1 vote.

28. VOTING DISQUALIFICATION

- (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.
- (2) Members who are eligible to vote will not be able to vote unless they have signed a meeting register.

29. POWER TO DEMAND A POLL

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 2 Members.

30. EVIDENCE OF RESOLUTIONS

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 minutes of the proceedings of the Association, authorised 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.

31. CONDUCT OF POLL

- 31.1 If a poll is duly demanded, it must be taken in such manner and subject to rule 31.2 either at once or after an interval or adjournment or otherwise as the chairperson directs but so that no more than 14 days elapses between the day on which the poll is demanded and the day on which it is taken.
- 31.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith without adjournment.
- 31.3 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.
- 31.4 The demand for a poll may be withdrawn.
- 31.5 If a poll is demanded 2 scrutineers must be appointed by the meeting at which the poll is demanded. The result of the poll is the resolution of the meeting at which the poll was demanded.

32. CASTING VOTE

In the case of an equality of votes, whether on a show of hands (or equivalent) or on a poll or ballot, 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 discretion both as to use of the casting vote and as to the way in which it is used.

PROXIES

33. APPOINTMENT OF PROXY

A Member may appoint 1 proxy. A proxy must be a Member.

34. DEPOSIT OF PROXY INSTRUMENT

- 34.1 An instrument appointing a proxy may not be treated as valid unless the instrument, under which the instrument is signed to the satisfaction of the Board is or are deposited at the registered office of the Association or at any other place specified by the Board for that purpose in the notice convening the meeting not less than

24 hours before the time for the holding of the meeting or adjourned meeting, as the case may be, at which the person named in the instrument proposes to vote.

- 34.2 For the purpose of rule 34.1 it is sufficient if the proxy is received at the registered office of the Association by facsimile transmission or by other acceptable electronic means of communication. If the proxy is required to be accompanied by other documents then these documents may also be received at the registered office by facsimile or other acceptable electronic transmission.

35. PROXY INSTRUMENT TO BE IN WRITING

An instrument appointing a proxy must be in the form set out in rule 36 and be received by the Association in writing and signed by the Member appointing the proxy.

36. FORM OF PROXY

- 36.1 The instrument of proxy must be in the form determined by the Board 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) provide space for the Member to fill in the name of the person primarily appointed as proxy.

- 36.2 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.

- 36.3 Despite rule 36.1, 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:

**HEALTH INFORMATION MANAGEMENT ASSOCIATION OF AUSTRALIA LIMITED ACN
008 451 910**

I, _____ † of _____ †,
being a Member of the abovenamed Association,
appoint _____ † of _____ † or, in his
or her absence, _____ † of _____ † as my
proxy to vote for me on my 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 _____ .

Membership Number: _____

* Strike out whichever is not desired.

† Please use BLOCK CAPITALS

37. EFFECT OF PROXY INSTRUMENT

- 37.1 An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- 37.2 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.
- 37.3 A proxy may be revoked at any time by notice in writing to the Association.
- 37.4 If 2 or more proxies are given by a Member for the same meeting only the proxy received last by the Association is valid.

38. VOTING RIGHTS OF PROXIES

- 38.1 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.

BOARD AND OFFICE BEARERS

39. NUMBER OF DIRECTORS

- 39.1 Subject to this Constitution, the number of the Directors must be no more than 9.
- 39.2 The Association in a general meeting may by resolution increase or reduce the number of Directors but the number may not be reduced below 3.
- 39.3 The Board must comprise of:
 - (1) no less than 75% Full, Fellow Members or Life Members; and
 - (2) up to 25% of Board membership can be Senior Associate Members.

40. APPOINTMENT OF DIRECTORS

- 40.1 Directors are elected at each annual general meeting of the Association.
- 40.2 A Director holds office until the termination of the 2nd annual general meeting held after his or her election.
- 40.3 A retiring Director is eligible for re-election but may not serve more than four (4) consecutive terms.
- 40.4 An incoming Director must agree to comply with rule 59 and execute the necessary documentation required as part of the nomination process as set out in rule 41.

41. NOMINATION FOR ELECTION

- 41.1 Each candidate for election as Director must be proposed and seconded by a Full Member, Senior Associate Member, Fellow Member or Life Member.
- 41.2 No Member may propose more than 1 person as a candidate but may second more than 1 nomination.
- 41.3 A nomination of a candidate for election must:
 - (1) be in writing;

- (2) be signed by the candidate;
 - (3) be signed by the proposer and seconder; and
 - (4) be accompanied by
 - (a) a signed declaration as a fit and proper person and not ineligible to be a Director under Law; and
 - (b) any other information as specified or required by the Board from time to time;
- 41.4 A nomination of a candidate for election, and any other information as required by the Board from time to time, must be received by the Secretary at the registered office of the Association or at such other place stipulated by the Board from time to time not later than 5.00 pm AES/DT on the day which is 28 days prior to the annual general meeting at which the candidate seeks election.
- 41.5 A list of the candidates' names in alphabetical order together with the proposers' and seconders' names and such other information the Board determine under rule 41.3 (4)(c) must be sent to Members with the notice of the annual general meeting.

42. ELECTION PROCEDURE - DIRECTORS

- 42.1 If the number of candidates for election as Directors is equal to or less than the number of nominations required to fill all vacancies, the chairperson of the annual general meeting must declare each of those candidates to be duly elected as Directors.
- 42.2 If the number of candidates for election as Directors received is less than the number of nominations required to fill all vacancies, the additional number of candidates required to fill all vacancies may be nominated by being proposed, seconded and consented to at the annual general meeting. If nomination is then received for more than the number of candidates required to fill all vacancies a ballot must be held at the annual general meeting in a manner determined by the chairperson.
- 42.3 If the number of candidates for election as Directors received under rule 0 is more than the number of nominations required to fill all vacancies, a ballot must be held for the election of the candidates.
- 42.4 If a ballot is required the names of the candidates must be prepared in alphabetical order and otherwise in such form as the Directors determine.
- 42.5 The ballot form must be sent by commonly acceptable secure means of transmission to each person entitled to vote at least 21 days before the date of the annual general meeting.
- 42.6 Any person entitled to vote and voting at the ballot must forward the completed ballot form so that they are received by the Secretary at the registered office or such other place stipulated in the ballot form, not less than 48 hours prior to the meeting.
- 42.7 The Directors must appoint 2 returning officers to be present at the annual general meeting.
- 42.8 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 Directors.

42.9 The Returning Officers ensure that all ballot forms received are securely stored for a period of 12 months from the date of the election at the Annual General Meeting, upon expiry of which period the forms can be destroyed.

43. OFFICE BEARERS

The “**Office Bearers**” of the Association are:

- (1) the President;
- (2) a President elect (to be known as the Senior Vice President), who following the completion of the term of the President, assumes the Presidency of the Association;
- (3) a Vice-President;
- (4) the Honorary Treasurer; and
- (5) the Company Secretary.

44. ELECTION OF OFFICER BEARERS AT BOARD MEETING

44.1 Those positions that are vacant as Office Bearers are elected annually at the first meeting of the Board held after each annual general meeting.

44.2 The Directors present must appoint one of their number who is not standing for election to act as chairperson of the meeting for the purpose of the election.

45. OFFICE BEARER ELIGIBILITY AND NOMINATION

45.1 Subject to rule 43, any Director is eligible for election to each position of the Office Bearers (providing the eligibility requirements in rule 7.6 are met).

45.2 Each Director standing for election as an Office Bearer must notify, on the form prescribed, the Company Secretary of their nomination.

45.3 If a Director stands for election for more than 1 position as an Office Bearer, separate nominations must be received by the Company Secretary in respect of each position.

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

46. ELECTION PROCEDURE - OFFICE BEARERS

46.1 Subject to rules 43 (2) & (5) and 55, the election of the Office Bearers is held in the order in which the positions are listed in rule 43.

46.2 If there is only 1 candidate for election to any position of Office Bearer that person is deemed elected to that position.

46.3 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.

46.4 In the case of an equality of votes in respect of any position a further ballot must be held forthwith.

46.5 Subject to this rule 45.4 a ballot is conducted in such manner as the Board determines.

47. TERM OF OFFICE - OFFICE BEARERS

47.1 An Office Bearer holds office for a two year period.

47.2 Except with the unanimous consent of the Board, a person must not be elected to the office of President for more than 2 successive terms and each term should not exceed a period of two years.

47.3 If the President vacates that office for any reason the Senior Vice-President succeeds to the office of President until the next annual general meeting.

47.4 If an Office Bearer vacates that office for any reason, the Board may elect a replacement Office Bearer pursuant to rules 44-45.4.

GENERAL PROVISIONS AS TO BOARD MEMBERSHIP

48. CASUAL VACANCIES

48.1 The Association in a general meeting may by resolution and the Board may at any time appoint any Member eligible to be a Director under this Constitution to fill a casual vacancy on the Board, but so that the total number of Directors does not at any time exceed the maximum number fixed in accordance with this Constitution.

48.2 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.

49. INSUFFICIENT DIRECTORS

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

50. RESIGNATION OF DIRECTOR

Any Director may resign from office upon giving notice in writing to the Chair of the Board of the Association, with a copy to the Company Secretary, of his or her intention to do so.

51. REMOVAL OF DIRECTORS

Subject to the provisions of this Constitution (see rule 59.5), and of the Law, the Association may by resolution passed at any general meeting remove any Director and may appoint another person in his or her stead.

52. VACATION OF OFFICE OF DIRECTOR

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director:

- (1) resigns as a Director;
- (2) cannot act as a Director because of the Director's mental incapacity;

- (3) not being the President or a Senior Vice-President, is absent from 3 consecutive meetings of Directors without the prior leave of the Directors or, where no leave is granted, the Directors are not satisfied that such absence was justified in all the circumstances;
- (4) is removed as a Director by resolution of the Members;
- (5) stops being a Member of the Association; or
- (6) holds any office of profit under the Association.

53. REMUNERATION AND EXPENSES OF DIRECTORS

- 53.1 No Director may receive any remuneration for his or her services in his or her capacity as a Director of the Association.
- 53.2 Despite rule 53.1, Directors may be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Association or general meetings of the Association or otherwise in connection with the business of the Association, in accordance with any policy adopted by the Board from time to time.

54. CHIEF EXECUTIVE OFFICER POWER TO APPOINT

The Board 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 of the Association, or their delegate.

55. NOT A MEMBER OF THE BOARD

The CEO is not a member of the Board of the Association but may attend meetings of the Directors except where the Directors otherwise request. An exception to this rule may be the appointment of the CEO by the Board the office of Company Secretary. Such an appointment will not change the CEO's status as an ex-officio, non-voting member of the Board.

56. TEMPORARY APPOINTMENTS

- 56.1 If a CEO becomes incapable of acting in the capacity of CEO, the Board may appoint any other person to act temporarily as CEO, including a Director.
- 56.2 If a Director is appointed to act in a temporary capacity as CEO, they will temporarily vacate their position as a Director.

57. POWERS OF CEO

- 57.1 The Board may, upon such terms and conditions as it thinks fit, confer upon a CEO any of the powers exercisable by the Board.
- 57.2 Any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Directors.
- 57.3 The Directors may at any time withdraw or vary any of the powers so conferred on the CEO.

58. REMUNERATION OF CHIEF EXECUTIVE OFFICER

Subject to the Law and to the provisions of any contract between the Association and the CEO, the remuneration of the CEO is fixed by the Board.

POWERS AND DUTIES OF DIRECTORS

59. GENERAL BUSINESS MANAGEMENT

59.1 Subject to the Law and to any other provision of this Constitution, the business of the Association is managed by the Board who may exercise all powers of the Association which are not, by the Law or by this Constitution, required to be exercised by the Association in general meeting.

59.2 No rule made or resolution passed by the Association in general meeting can invalidate any prior act of the Board which would have been valid if that rule or resolution had not been made or passed.

59.3 In conducting the general business of the Association, Directors are required to act in accordance with Law including complying with all fiduciary duties and other requisite obligations.

59.4 Every Director or officer of the Association must:

- (1) keep confidential all aspects of all transactions of the Association, except:
 - (a) as required by Law;
 - (b) when requested by the Board to disclose information to the Auditors or at a general meeting; and
- (2) sign and make a declaration that he or she will not disclose or publish or use any aspect of any transaction or confidential information whatsoever of the Association, except as permitted in rule 59.4(1)(a) and (b).

59.5 Where a Director is found to be in breach of their duties by the Board, that Director will be ineligible to continue as Director.

60. BORROWING POWERS

60.1 The Board may exercise all the powers of the Association to borrow money, to charge any property or business of the Association and to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person.

61. NEGOTIABLE INSTRUMENTS

All payments 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 Directors or in such other manner as the Board determines from time to time.

62. APPOINTMENT OF ATTORNEY

62.1 The Board 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 Directors), for the period and subject to the conditions they think fit.

- 62.2 Any power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

PROCEEDINGS OF DIRECTORS

63. MEETINGS OF DIRECTORS

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

64. CONVENING OF MEETING

A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.

65. NOTICE OF MEETING

- 65.1 Notice of every Board meeting must be given to each Director except that it is not necessary to give notice of a meeting of the Board to any Director who:
- (1) has been given special leave of absence; or
 - (2) is absent from Australia and has not left a facsimile number or email address at which he or she may be given notice.
- 65.2 Any notice of a meeting of the Board may be given in writing or orally, and whether by facsimile, email, telephone or any other means of communication.

66. QUORUM AT DIRECTORS MEETINGS

At a meeting of the Board, the number of Directors whose presence is necessary to constitute a quorum is a simple majority of Directors entitled to vote or such greater number as is determined by the Board.

67. CHAIRPERSON AT DIRECTORS' MEETINGS

- 67.1 The President is the chairperson of all meetings of the Board.
- 67.2 At a meeting of the Board, if:
- (1) no President has been elected as provided by rule 44; 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 Senior Vice-President shall be the chairperson of the meeting, but if:
- (3) no Senior Vice-President has been elected as provided by rule 44; or
 - (4) the Senior Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the other Vice-President shall be the chairperson of the meeting, but if:
- (5) no Vice-President has been elected as provided by rule 44; or

- (6) that other Vice-President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

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

68. VOTING AT DIRECTORS' MEETINGS

- 68.1 Subject to this Constitution, questions arising at a meeting of the Board are decided by a majority of votes of Directors present and voting and any such decision is for all purposes deemed a decision of the Board.
- 68.2 In case of an equality of votes, the chairperson of the meeting, in addition to his or her deliberative vote, has a casting vote. The chairperson has discretion both as to whether or not to use the casting vote and as to the way in which it is used.

69. ATTENDANCE AT MEETINGS VIA TECHNOLOGY

- 69.1 For the purpose of this Constitution the contemporaneous linking together by technological means ("electronic meeting") of a number of Directors being not less than the quorum (pursuant to rule 66) shall be deemed to constitute a meeting of the Board and all the provisions of this Constitution as to meetings of the Board shall apply to any such meeting held by technology so long as the following conditions are met:
 - (1) all the Directors for the time being entitled to receive notice of a meeting of the Board are entitled to notice of a meeting conducted by technology;
 - (2) notice of the meeting may be given by any technological means determined and agreed to by the Board including but not limited to telephone, email, electronic tablet or by any other electronic means or manner permitted by the Board;
 - (3) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part at the commencement of the meeting and each Director so taking part is deemed for the purposes of this Constitution to be present at the meeting;
 - (4) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting and
 - (5) consent for Directors to participate via technology may be a standing consent.
- 69.2 If the Secretary is not present at such a meeting, one of the Directors present must take minutes of the meeting.
- 69.3 A Director may not leave a meeting conducted via technology by disconnecting his or her telephone, audio-visual, electronic tablet or other technological device unless that Director has previously notified the chairperson of the meeting.
- 69.4 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting via technology unless that Director has previously obtained the express consent of the chairperson to leave the meeting.
- 69.5 A minute of the proceedings of meeting via technology 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.

70. CIRCULAR RESOLUTIONS OF DIRECTORS

- 70.1 The Directors may pass a circular resolution without a Directors' meeting being held.
- 70.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rules 70.3 or 70.4.
- 70.3 Each Director may sign:
- (1) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (2) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 70.4 The Association may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 70.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in rules 70.3 or 70.4.

71. BOARD COMMITTEES

- 71.1 Without limiting rules 77 to 78.2 inclusive, the Board may establish any Committees in any manner they think fit.
- 71.2 The Board may delegate any of their powers to Committees consisting of those Directors, Members or any other parties they think fit and may revoke the delegation at any time.
- 71.3 Any Committee formed under this rule 71 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 Board.
- 71.4 Otherwise the meetings and proceedings of any Committee consisting of 2 or more Members are governed by the provisions in this Constitution regulating the meetings and proceedings of the Board.
- 71.5 The Board will determine the terms of reference, membership criteria and obligations of Committees.

72. ASSOCIATION ADMINISTRATION

- 72.1 The Board may provide for the management and administration of the affairs of the Association in any manner they think fit.
- 72.2 Without limiting the operation of rule 72.1 or rules 77 to 78.2 inclusive the Board may:
- (1) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Board; and
 - (2) authorise any Member to fill any vacancies in the Association.
 - (3) co-opt pro-bono advisors in skills areas identified as in need for time limited projects.

73. VALIDATION OF ACTS OF DIRECTORS

- 73.1 All decisions of the Board are final and binding upon Members and all acts done at any meeting of the Board or of a Committee of the Board or by any person acting as a Director 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

DIRECTORS' INTERESTS

74. PROHIBITION ON BEING PRESENT OR VOTING

- 74.1 Except to the extent permitted by the Law, a Director who has a material personal interest in a matter that is being considered at a meeting of the Board:

- (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.

- 74.2 If a Director who has a material personal interest in a matter that is being considered at a meeting of the Board is not prohibited by the Law from being present at the meeting and voting, the Director may be present, be counted in the quorum and may be heard but may not vote on the matter.

75. EXISTENCE OF INTEREST

- 75.1 A Director may not hold any other office or place of profit under the Association in conjunction with the office of Director.

- 75.2 A Director may to the extent permitted by the Law:

- (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.

- 75.3 The Director is not, because of entering into any relationship or transaction referred to in rule 75.2:

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

- 75.4 For the purpose of this rule 75, "Association" includes any subsidiary of the Association and any other Association in which the Association or any subsidiary of the Association is or becomes a shareholder or is otherwise interested.

76. DISCLOSURE OF INTEREST

- 76.1 The nature of the Director's interest as referred to in rule 75.2 must be disclosed by the Director before or at the meeting of Directors 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 Directors after the Director becomes so interested.

- 76.2 It is the duty of a Director 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 Law.
- 76.3 It is the duty of a Director 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 Director to declare the fact and the nature, character and extent of the conflict in accordance with the provisions of the Law.

BRANCHES

77. ESTABLISHMENT OF BRANCHES

- 77.1 If interested Members wish to establish a Branch, they must first provide a submission to the Board for review and approval. No Branch may be established without the approval of the Board.
- 77.2 The Board may, at its sole discretion, initiate the establishment or dissolution of a Branch.

78. MEMBERS OF BRANCHES

- 78.1 The Members of the Association ordinarily resident in the relevant State or Territory, region or locality comprise the Branch Members.
- 78.2 A person ceases to become a Branch Member if they resign from HIMAA or subject to rule 12.

79. ORGANISATION AND ADMINISTRATION OF BRANCHES

- 79.1 The organisation and administration, including the financial arrangements between the Branch and the Board, and the amalgamation of Branches, are governed by the Branch Terms of Reference.
- 79.2 There is one set of Branch Terms of Reference which are approved and/or amended from time to time by the Board.
- 79.3 The Board will provide for the management and administration of the affairs of the Association in any Branch in the manner they think fit such that the Board may:
- (1) establish any Branches;
 - (2) appoint any Members of the Association to be a Member of a Branch;
 - (3) establish any Branch Committees on such terms as the Board determines;
 - (4) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Board;
 - (5) authorise the Members for the time being of the Branch to fill any vacancies on it and to act despite vacancies;
 - (6) remove members of Branch Committees on such terms as the Board determines; and

- (7) dissolve a Branch or Branch Committee on such terms as the Board determines.

79.4 The Board may remove any person appointed to a Branch under rule 72.1 and may revoke or vary the delegation of a person so affected as the Board sees fit.

OTHER ADMINISTRATION

INADVERTENT OMISSIONS

80. FORMALITIES OMITTED

If some formality required by this Constitution 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. The decision of the Board is final and binding on all Members.

SECRETARY

81. TERMS OF OFFICE OF COMPANY SECRETARY

A Secretary of the Association holds office on such terms and conditions, as to remuneration and otherwise, as the Board determines. The CEO of the Association may be appointed to this office in accordance with rule 55.

MINUTES

82. MINUTES TO BE KEPT

82.1 The Board must carry out the obligations imposed on the Association by the Law to cause:

- (1) minutes of all proceedings of general meetings and of meetings of its Directors to be entered, within 1 month after the relevant meeting is held, in documentation maintained for that purpose in a safe, secure, enduring and accessible form; and
- (2) those minutes to be authorised by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

82.2 Without limiting rule 82.1(1) the Directors must cause minutes to be made of:

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

ACCOUNTS, AUDIT AND RECORDS

83. ACCOUNTS

83.1 The Board must cause proper accounting and other records to be kept in accordance with the Law.

83.2 The Board must distribute copies of every profit and loss account and balance sheet as required by Law.

84. AUDIT

- 84.1 A registered company auditor must be appointed.
- 84.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

85. RIGHTS OF INSPECTION

Subject to the Law, the Board will determine whether and to what extent, and at what times and places and under what conditions, the records and other documents of the Association or any of them are open to the inspection of Members, and a Member other than a Director does not have the right to inspect any document of the Association except as provided by Law or authorised by the Directors or by the Association in general meeting.

NOTICES

86. SERVICE OF NOTICES

A notice may be given by the Association to any Member either by serving it on the Member personally or by sending it by post or electronic transmission to the Member at the address shown in the Register or the address or other such contact details (such as email address) supplied by the Member to the Association for the giving of notices.

87. METHOD OF SERVICE

- 87.1 A notice given in accordance with this rule 87 takes effect when it is taken to be received:
- (1) if hand delivered, on delivery;
 - (2) if sent by express post, on the Business Day three (3) days after the date of posting;
 - (3) if sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the entire notice, but if the delivery, receipt or transmission is not on a Business Day or is after 5.00pm AES/DT on a Business Day, the notice is taken to be received at 9.00am AES/DT on the next Business Day; or
 - (4) in accordance with the Electronic Transactions Act 1999, if a notice is sent by any form of electronic communication, the time of receipt of the electronic communication, is the time when the electronic communication becomes capable of being retrieved by the addressee at an electronic address designated by the addressee whether the notice has been read or not.

88. PERSONS ENTITLED TO NOTICE OF GENERAL MEETING

- 88.1 Notice of every general meeting must be given in the manner authorised by rules 16, 86 and 87 to:
- (1) every Member; and
 - (2) the auditor for the time being of the Association.
- 88.2 No other person is entitled to receive notice of general meetings.

INDEMNITY AND INSURANCE

89. INDEMNITY

To the extent permitted by the Law, the Association indemnifies:

- (1) every person who is or has been a Director or an officer of the Association;
and
- (2) where the Board 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):

- (3) to any other person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith or fiduciary abrogation; and
- (4) for costs and expenses:
 - (a) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
 - (b) in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Law.

90. INSURANCE

To the extent permitted by Law, where the Board considers it appropriate to do so, 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 against any of the following liabilities incurred by the person as such an officer, namely any liability which does not arise out of conduct involving a wilful breach of duty in relation to the Association.

91. DIRECTOR VOTING ON CONTRACT OF INSURANCE

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

92. MEANING OF "OFFICER"

For the purposes of rules 89 to 91 inclusive, "officer" means a Director, Secretary or CEO.

WINDING UP

93. WINDING UP

- 93.1 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.

- 93.2 If the Members do not make the necessary determination under rule 93.1, the Association may apply to the Supreme Court to determine the institution or institutions.
- 93.3 No institution is eligible to receive property under this rule 93 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 rule 4; and
 - (3) its income is exempt under the *Income Tax Assessment Act 1936*.