

**AUSTRALASIAN COLLEGE OF HEALTH SERVICE MANAGEMENT  
ACN 008 390734**

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**RULES  
SEPTEMBER 2022**

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**ADOPTED  
20 September 2022**

**ACHSM**

Level 1, Unit 11  
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Gladesville NSW 2111

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# **RULES OF THE AUSTRALASIAN COLLEGE OF HEALTH SERVICE MANAGEMENT (Company)**

**Adopted 20 September 2022**

## **1 THE RULES**

These Rules were approved by the Board of Directors of the Company pursuant to Clause 7.3 of the Constitution of the Australasian College of Health Service Management.

## **2 REGISTERED OFFICE**

The registered office of the Company is at Level 1, Unit 11, 81-83 Higginbotham Rd, Gladesville, NSW 2111, Level 3, 5-9 Devlin St, Ryde, NSW 2113.

## **3 DEFINITIONS**

In these Rules, except where the context requires otherwise:

- 3.1** Act means the Corporations Act 2001 (Commonwealth).
- 3.2** Adoption Date means the date that these Rules were adopted.
- 3.3** AGM means an annual general meeting of the members of the Company and, where the content requires, means the specific Annual General Meeting in the context.
- 3.4** Appropriate Experience means demonstrated experience through an appointment in a Health Management position or other relevant experience as recognized by the College on application for membership of the College.
- 3.5** Board means the Board of Directors of the College, unless the context demands otherwise.
- 3.6** Branch means each Branch as set out and approved pursuant to Clause 7.10 of the Constitution.
- 3.7** Branch Council means the Committee elected by the members of that Branch who are then responsible to the Board for the management of that Branch.
- 3.8** Branch Patron means a person appointed by the Board pursuant to Clause 6.4 of the Constitution.
- 3.9** Branch Secretary means a person appointed by the Branch Council to act as the secretary of the Branch and may be a member of the Branch Council or an officer of the College.
- 3.10** Category of Membership means each Category of Membership as set out Schedule 1 of the Constitution or as otherwise approved pursuant to Clause 10.2 therein.
- 3.11** CEO means the person holding the office of Chief Executive Officer, referred to in Clause 6.3 of the Constitution.
- 3.12** Chair means the Chair of the Board as prescribed in the Act and hereafter called the President of the College, or the Branch President of a Branch Council.
- 3.13** Code of Conduct refers to the standards published by the Board from time to time to guide the professional behaviour of members of the College.
- 3.14** College means the Australasian College of Health Service Management.
- 3.15** College Patron means a person appointed by the Board pursuant to Clause 6.4 of the Constitution.
- 3.16** Company means the Australasian College of Health Service Management ACN 008 390 734.
- 3.17** Company Secretary means the Director or other person who is appointed to that role in accordance with the Corporations Act 2001.

- 3.18** Conflict of interest means a material personal interest in a matter that relates to the affairs of the company.
- 3.19** Corporate Member means an organisation that has been admitted to the college in that Category.
- 3.20** Director means a person elected or appointed in accordance with the Constitution to perform the duties of a Director of the Company.
- 3.21** Branch Councillor Directors means the Directors elected by and from amongst the members of a Branch, in accordance with Clause 5.4 of the Constitution.
- 3.22** Guarantee means the amount of the member’s guarantee as specified in Clause 2.4 of the Constitution.
- 3.23** Additional Directors means the Directors appointed to the Board, other than Branch Councillor Directors
- 3.24** Member means an individual or organisation that has been admitted to one of the membership Categories listed in Schedule 1 of the Constitution.
- 3.25** Membership Categories means the membership Categories listed in Schedule 1 of the Constitution.
- 3.26** Membership Registrar is a person appointed by the Board to maintain the register or members.
- 3.27** Officer has the meaning given in Section 9 of the Act.
- 3.28** Ordinary Resolution means any resolution passed by a simple majority of persons entitled to vote.
- 3.29** President means the Chair of the Board, elected from time to time in accordance with the Constitution.
- 3.30** A qualification means the qualification for each membership category stated in Schedule 1 of the Constitution.
- 3.31** Register means the Register of Members kept by the Company under the Corporations Act 2001.
- 3.32** Relevant Qualification means a qualification from a tertiary course accredited by the College or other relevant qualification recognized by the College on application for membership of the College.
- 3.33** Returning Officer means the person, other than a Branch Councillor, who is appointed by a Branch Council to act as the returning officer for all elections to positions within the Branch.
- 3.34** Seal means, if the Company has one, the common seal of the Company.
- 3.35** Secretary means a person appointed to perform the duties of a Secretary of the company in accordance with the Act.
- 3.36** SHAPE means the Society for Health Administration Programmes in Education which partners with the College in production of the academic journal.
- 3.37** Special Interest Group Committee has the meaning given in Clause 7.14 of the Constitution.
- 3.38** Treasurer means the Director appointed to that office on the Board.

## **4 INTERPRETATION**

In the interpretation of this document, the following provisions apply unless the context otherwise requires:

- 4.1** The singular denotes the plural and vice versa.
- 4.2** Any gender denotes the other gender.
- 4.3** A person denotes an individual and a body corporate.
- 4.4** Where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- 4.5** Headings and any Table of Contents must be ignored in the interpretation of these Rules.
- 4.6** Unless the context otherwise requires a reference to a time of day means that time of day in the state or territory in which the registered office of the Company is situated.
- 4.7** For the purposes of determining the length of a period (but not its commencement) a reference to:
  - 4.7.1** a day means a period of time commencing at midnight and ending 24 hours later

- 4.7.2** a month means a calendar month which is a period commencing at the beginning of a day of one of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that current month.
- 4.8** Where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event.
- 4.9** A provision of these Rules, except that specifying the time for deposit of proxies with the Company, which has the effect of requiring anything to be done on or by a date
- 4.10** which is not a business day must be interpreted as if it required it to be done on or by the next business day.
- 4.11** A reference to a business day means a day during which banks are open for general banking business in New South Wales.
- 4.12** A reference to an Act of Parliament, whether state or federal, includes a reference to that Act of Parliament as amended from time to time, and a reference to a specific provision of an Act of Parliament means, unless the context demands otherwise, a reference to the equivalent provision in any later amended version of that Act of Parliament, or if the original Act of Parliament has been repealed in any Act of Parliament substituted in its place.
- 4.13** These Rules shall be construed according to the laws of New South Wales.

## **5 MECHANISMS OF OPERATION**

In accordance with the Constitution, the Act and applicable Australian accounting standards, the Board of the College, its CEO and officers may act to undertake the following range of actions for the operation of the College:

### **5.1 Govern**

- 5.1.1** Carry out all and any of the College Objects either alone or in conjunction with other bodies, authorities or persons.
- 5.1.2** Enter into any arrangements with any government or government institution, municipal, local or any other authority that may be conducive to the College to carry out its Objects.
- 5.1.3** Open and establish, carry on, regulate and discontinue Branches and to procure the College to be registered or recognised in any part of the world, including any other relationship with kindred bodies.

### **5.2 Manage**

- 5.2.1** Appoint, employ, suspend or remove such staff as may be necessary or convenient for the purposes of the College in the pursuit of its objects.
- 5.2.2** Meet all statutory requirements concerning the employment of staff and the engagement of suppliers and contractors.
- 5.2.3** Enter into legally binding arrangements to lend or borrow money.
- 5.2.4** Take any gift or property whether subject to any special trust or not, for any one or more of the Objects of the College.

### **5.3 Resource**

- 5.3.1** Buy and sell property and equipment, rights, privileges, concessions or any other thing or interests.
- 5.3.2** Purchase, construct, maintain, alter, and manage, buildings and equipment.
- 5.3.3** Remunerate any person, firm or company for services rendered to the College.
- 5.3.4** Invest the moneys of the College not immediately required in such manner as may from time to time be determined by the investment policy by the Board.
- 5.3.5** Receive from the members of the College and to give receipts for money on deposits with or without

allowance of interest in any State or country.

- 5.3.6 Make donations for charitable purposes.
- 5.3.7 Do all other things as in the opinion of the College may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- 5.3.8 Purchase or make available information resources in various forms for the use of themembers.
- 5.3.9 Publish and co-operate with others in the publication of papers on health service and health management.

## 6 GOVERNANCE OF THE COLLEGE

### 6.1 The College Board

- 6.1.1 The Board shall invite the member of the College in Hong to nominate a person to attend meetings of the Board and contribute in the discussions on the Board but such person may not exercise the powers of a Board Director or be required to meet the obligations of a Board Director.
- 6.1.2 The Hong Kong nominee is nominated by HK members for three years and is then eligible for re-nomination.

### 6.2 Proceedings at Board Meetings

- 6.2.1 **Use of Technology for Meetings.** The Board and Branches may hold any meeting by electronic means, whereby each participant can be appropriately identified, can be heard and can hear – but is not necessarily in the same place.
- 6.2.2 **Electronic Communications Security.** Electronic communications security is achieved in the following manner:
  - (a) The CEO will ensure there are provisions for the security of communication of information in the form of data, text and/or images including electronic documents and the ACHSM web facilities.
  - (b) The security provisions must be kept up-to-date and be consistent with prevailing Australian standards.
  - (c) Documents to be transmitted by electronic means that comprise official notifications, authorisations and other secure-managed documents must be converted to a non-editable format prior to being transmitted electronically.
  - (d) The Board must cause minutes of all proceedings of general meetings, of meetings of the Board and of committees formed by the Board to be recorded in electronic format.
  - (e) Draft minutes must circulated by electronic means to Directors (in the case of the Board) and to committee members (in the case of committees), within one month after the relevant meeting is held.
  - (f) Minutes may be posted to the ACHSM web page.
- 6.2.3 **Quorum.** If a quorum is not achieved, i.e. where the Board number is reduced below a number which is equivalent to one half in number of all Directors, the Board may act for the purposes of:
  - (a) dealing with business of an urgent nature;
  - (b) summoning a general meeting of the College; or
  - (c) acting to fill a vacancy on the Board in accordance with Clause 5.4.6 of the Constitution;
  - (d) but for no other purpose.
- 6.2.4 Acts of meetings of the Board and its committees are to stand notwithstanding any irregularity in the appointment or presence of a member of the Board or committee.

### 6.3 Office bearers

**6.3.1** The office bearers of the College are set out in Clause 6 of the Constitution. Such office bearers shall be members of the College. The Board may also appoint a Company Secretary.

**6.3.2 President.** The President is appointed by the Board in accordance with the Constitution.

- (a) The role of the President is to perform the duties of the Chair of the College, including but not limited to, presiding at all Board meetings, providing leadership, prudent counsel and advice to the Board and the College generally, liaising with and making representations on behalf of the College to the highest levels of government, community and commerce and acting as a mentor to the officers and Directors.
- (b) The President has direct oversight of the activities and duties of the CEO.
- (c) The President will be elected by the Board, from Directors who are members of the College, for a three-year term, on receipt of suitable nominations for the position.
- (d) **A Director shall not serve more than six consecutive years as President, except with the approval of the Board, in which case the President can serve for a maximum of nine consecutive years. The approval of the Board will be taken to be given if an anonymous ballot achieves at least a two-thirds majority.**
- (e) If the President dies, is removed from office or resigns from office, the Board may elect another Director as the President. Any member so elected holds office for the balance of the term of the previous President, and is also eligible to be elected President for a further term upon expiry of the original appointment.
- (f) On each occasion when the Board elects its President, the Board will request the Branch which nominated the director appointed as President to nominate a replacement Branch Councillor Director. This replacement Branch Councillor Director will hold office as a Director until the next Annual General Meeting of Members and is eligible for re-election as a 'Branch Councillor Director'.

**6.3.3 Vice President. The Vice President** is appointed by the Board in accordance with the Constitution.

- (a) The Vice President shall be elected for a three year term.
- (b) At the completion of the three year appointment, the Vice President may be elected for one further three year term.
- (c) The Vice President shall act as the President in the absence of the President.

**6.3.4 Treasurer.** The Treasurer is appointed by the Board in accordance with the Constitution.

- (a) The Treasurer will be appointed by the Board for a three year term.
- (b) At the completion of the three year appointment, the Treasurer may be eligible for re-election.
- (c) The Treasurer will chair the Finance Committee, and oversight the financial compliance, financial recording and obligatory financial reporting of the College.

**6.3.5 Company Secretary.** The Company Secretary is appointed by the Board in accordance with the Constitution.

- (a) The Board is supported by the Company Secretary who is accountable for facilitating the College's corporate governance processes and providing general advice to the Board.
- (b) The appointment and removal of the Company Secretary is a matter for the Board.
- (c) For the purposes of the law, the Chief Executive Officer may, if the Board so determines, act as and fulfill the duties of the Company Secretary.
- (d) In the event that the Board does not from time to time so determine, the College shall comply

with the requirements of the Corporations Act 2001 in respect of the appointment of a Company Secretary.

- (e) The Company Secretary is responsible for the efficient administration of the governing Board, including:
- Ensuring that the Boards statutory reporting and governance responsibilities are complied with.
  - Maintaining the Company register details and reporting obligations.
  - Ensuring that the business of the Board occurs diligently and effectively and that decisions of the Board are appropriately recorded and acted upon.
  - Ensuring that Board procedures are complied with.
  - Maintaining the Company Seal.
  - Ensuring that the actions necessary to give effect to all elements of the constitution are undertaken in a timely manner.

**6.3.6 College Patron.** A College Patron is appointed by the Board in accordance with the Constitution.

- (a) The College Patron shall hold that role continuously until he/she resigns from such appointment or is otherwise terminated. The role of the College Patron is to offer counsel, uphold and promote the values and objects of the College, attend and participate in College activities by invitation, make public comment on College matters by invitation and to officiate as requested at College functions.
- (b) Branch Councils may also appoint a Branch patron. The College Patron's functions and duties shall take precedence over those of a Branch Patron. A Branch Patron will have a similar role to that of a College Patron, except at Branch level.

## 6.4 Officers of the College

**6.4.1 Chief Executive Officer.** The Board may appoint a Chief Executive Officer (CEO) in accordance with the Constitution and following Rules:

- (a) The Board will approve a range of duties in the position description of the CEO. These duties will be the duties and responsibilities of the CEO and any alterations to these duties and responsibilities will be approved by the Board. The CEO has a direct reporting relationship to the President.
- (b) The Board will approve from time to time a Delegations Manual which will specify limits to the delegated power of the CEO in all areas and particularly in relation to financial and property matters, and the appointment of staff.
- (c) The CEO will be responsible for the implementation of the strategic plan and other approved strategies and actions in accordance with the budget, policies of the Board and the position description.
- (d) The Board may authorise the CEO or other officer or employee of the College to perform any acts, duties or functions that are consistent with the Constitution, the strategic plan and the law, on behalf of the College under the direction of the Board or the CEO.

**6.4.2 Employees of the College.** The Board will approve a human resource policy to cover the employment standards and conditions for all employees of the College.

## 6.5 Standing and Other Committees - Terms of Reference

**6.5.1 Finance Committee.** The Finance Committee is a committee of the Board as defined in the Constitution and has the following functions:

- (a) To oversee and direct the College's financial management including accountability, compliance, reporting and performance.
- (b) To ensure that accurate and up-to-date financial statements are presented to each meeting of the Board.

- (c) To report to each Board meeting on the financial position of the Company.
- (d) To establish and maintain contemporary best-practice corporate financial policy and procedures for the College.
- (e) To report to the Board on all the Executive/Finance Committee activities and to make recommendations to the Board on relevant corporate governance, strategic and financial matters.
- (f) To meet monthly at least 10 times each Financial Year in addition to scheduled Board meetings. The quorum for a meeting of the Finance Committee shall be three persons.
- (g) To undertake other administrative functions prescribed by the Board from time to time.

**6.5.2 Audit & Risk Committee.** The Audit and Risk Committee is a committee of the Board as defined in the Constitution with the following functions:

- (a) Audit and Strategic Risk Management functions including, review, assessment, accountability, compliance, reporting and performance.
- (b) To establish and maintain contemporary best practice audit and risk
- (c) management policy and procedures for the College.
- (d) To report to the Board and make recommendations to the Board on matters relevant to audit and risk.
- (e) To meet not less than four times per year, in addition to scheduled Board meetings. The quorum for a meeting of the Executive/Finance Committee shall be three persons.
- (f) To ensure that the Board complies with its statutory financial and legal obligations.

**6.5.3 Nominations Committee.** The Nominations Committee is to fairly, transparently and objectively seek, review and recommend qualified candidates for appointment to the Board of the Australasian College of Health Service Management (ACHSM). It has the following functions:

- (a) Nominations for appointment to the Board will be referred to the Committee, who will review each nomination and advise the Board whether or not it should appoint a nominated person to the Board taking into account :
- (b) The overall mix of skills and degree of diversity identified by the Board as being desirable to further the strategic objectives of ACHSM
- (c) Reference to any criteria and expectations identified in the Constitution and Rules of ACHSM
- (d) Any specific eligibility criteria published on the ACHSM website from time to time in regards to a specific vacancy
- (e) The requirement to ensure a transparent and open process in appointing ACHSM Board members
- (f) Meet as needed but a minimum of 2 times per year

**6.5.4 Governance Committee** – The Governance Committee is to advise and support the Board to ensure that:

- (a) an effective governance framework is in place for the College;
- (b) the Constitution meets regulatory requirements, reflects contemporary best practice and supports the College strategy and operations;
- (c) the Board, its Committees and its Directors effectively review their performance.

Develop and maintain a contemporary Board and Director induction and professional development policies.

Review and recommend updates to College policies.

**6.5.5 Branch Council.** A Branch Council is a committee of the Board as defined in the Constitution.

**6.5.6 Branches outside of Australia.** An affiliated health management organisation from outside of Australia may become a Branch of the College, as determined by the Board:

- (a) Notwithstanding the provisions of the College Constitution or these Rules, a Branch outside of Australia, in the first instance, must remain compliant with the corporate and financial standards of the jurisdiction within which they operate.
- (b) In the formation of a Branch, outside of Australia, the Board will negotiate a Memorandum of Agreement to establish the circumstances under which that Branch will operate within the College.

**6.5.7** Branch Councils shall have the general powers and duties that are prescribed below and any additional powers, responsibilities and rights that are approved in writing by the Board for any particular Branch listed in these Rules at Appendix 1.

(a) **Powers.** Branch Councils have general powers to:

- i approve financial expenditure, manage College resources, as has been delegated to the Branch by the Board through the Delegations Manual and the approved annual budget and other determinations of the Board;
- ii determine the activities of any professional development program or other programs offered by the College to members of the Branch in compliance with the Professional Development and Events Framework which provides a pricing guide and has been established by the Board;
- iii make awards for recognition of achievements by Branch members and other participants in Branch activities, and to make awards of a more general nature to recognise contributions to the activities of the Branch, the College or to health services generally that are consistent with the mission and the objects of the college;
- iv initiate and continue discussions with organisations and jurisdictions outside the College;
- v call and preside over its own meetings;
- vi call meetings of its members and for the Branch President to preside over those meetings;
- vii initiate and administer elections by members of the Branch for the Branch Council;
- viii establish sub-committees of the Branch Council, which may include persons who are not members of the College; and
- ix plan and initiate activities and programs which operate within the Branch and within the delegations provided to the Branch.

(b) **Responsibilities.** Branch Councils have the following responsibilities to:

- i establish and maintain processes within the Branch to determine the needs and interest of Branch members and of the health system able to be influenced by the Branch in relation to the mission and objects of the College;
- ii take into consideration the needs and interests and preferences of the members of the Branch when exercising its powers and when planning and overseeing Branch activities and programs;
- iii advise the Board and executive on any matters relevant to the governance or operations of the College and the needs and interests of the members of the Branch and the health services within the Branch which are consistent with the mission and objects of the College;
- iv establish and maintain positive and functional relationships with staff appointed by the CEO to support Branch activities and administer Branch programs;

- v initiate and complete planning within the Branch, including the development of an annual business plan, and submit this plan to the Board for approval in a timely manner;
  - vi ensure that proper and appropriate records are made and kept of Branch Council meetings and any other sub-committee meetings, and that appropriate records are established and maintained of Branch activities and programs including correspondence and records of engagements with external organisations;
  - vii provide the Board with quarterly and annual reports and special reports as required by the Board and such other information and reports as the Board and executive may require from time to time;
  - viii ensure that all activities of the Branch are conducted in a manner that is consistent with the policies and standards of the College;
  - ix prepare and submit an annual budget, in the form prescribed, for approval of the Board, detailing the anticipated income and expenditure related to Branch activities and member services for the forthcoming year over which the Branch will accept delegate powers to manage; and
  - x manage the Branch's financial performance in accordance with the budget parameters established for the Branch by the Board.
- (c) **Rights.** Branch Councils have such Rights as are prescribed by the Board. These rights will include the right to:
- i engage with their members and the health services within the Branch's area of influence on matters that are applicable to the missions and objects of the College;
  - ii express opinions and be heard by the Board and the CEO on issues related to the interests and needs of Branch members and the health system able to be influenced by the Branch on matters consistent with the mission and objects of the College;
  - iii express opinions and be heard by the Board and the CEO on issues related to the interests and needs of Branch Members and the health system within the Branch's area of influence on Board policies, programs, activities and administration;
  - iv apply to the Board, through an appropriately detailed submission, for special funding for any project or activity or project whereby the Board may determine the benefits to College members in approving or rejecting the Branch application;
  - v receive responses to correspondence, suggestions and submissions to the Board and the CEO; and
  - vi make official representations to the Board and the CEO through the Branch Secretary or Branch President.

**6.5.8 Special Interest Groups.** Where established by the Board, Special Interest Groups have the following powers and responsibilities:

- (a) **Powers.** Special Interest Groups have the following general powers. Groups may:
- i authorise financial expenditure, as has been delegated to the Special Interest Group by the Board through the Delegations Manual and the approved budget and other determinations of the Board;
  - ii determine the activities of any professional development program or other programs offered by the College to members of the Special Interest Group, including the power to set fees for College activities operated within the Group, and in compliance with the Pricing Policy established by the Board;
  - iii make awards for recognition of achievements by Group members and other participants in Group activities, that are consistent with the mission and the objects of the College; and

- iv call and preside over its own meetings.
- (b) **Responsibilities.** The Special Interest Group has the following responsibilities: Groups may:
- i establish and maintain processes within the Group to determine the needs and interest of Group members in relation to the mission and objects of the College;
  - ii take into consideration the needs and interests and preferences of the members of the Group when exercising its powers and when planning and overseeing Group activities and programs;
  - iii establish and maintain positive and functional relationships with staff appointed by the CEO to support Branch activities and administer Branch programs;
  - iv initiate and complete planning within the Group, including the development of an annual activity plan and associated costings, and submit this plan to the Board for approval in a timely manner;
  - v ensure that proper and appropriate records are made and kept of Group Committee meetings, and that appropriate records are established and maintained of Group activities and programs including correspondence;
  - vi provide the Board with annual reports on Group activities and special reports as required by the Board and such other information and reports as the Board and executive may require from time to time;
  - vii ensure that all activities of the Group are conducted in a manner that is consistent with the policies and standards of the College; and
  - viii manage the Group activities in accordance with the budget parameters established for the Group by the Board.

## 6.6 Vacancies on the Board

- 6.6.1** Vacancies on the Board will be filled in accordance with Clauses within 5.4 of the Constitution and the following procedures
- 6.6.2** If a vacancy occurs on the College Board as the result of the resignation, death or dismissal of a Branch Councillor Director, the Board will request the Branch Committee which nominated the Director to nominate a replacement from the Branch Committee to fill the vacancy until the end of the appointed 3 year term Meeting.
- 6.6.3** If a vacancy occurs on the College Board as the result of the death, resignation or dismissal of an Additional Director, the continuing members of the Board may request the Nominations Committee seek a replacement for recommendation to the Board to appoint a replacement to fill the vacancy
- 6.6.4** As both Branch Councillor Director and Additional Directors terms of appointment finish the Nominations Committee will seek nominations from Branch Councils and the wider membership for applications to fill the position
- (a) The Nominations Committee will request applications from Branch Councils from one or more Branch Council members to take up the position of Branch Councillor Director of that Branch. These applications will be reviewed by the Nominations Committee in light of the Board Skills Matrix and the current needs of the Board and make a recommendation to the Board for their approval. That Branch Councillor Director will then be presented as part of the Board at the next available Annual General Meeting.
  - (b) The Nominations Committee will make recommendations to the Board of suitable Additional Directors required to ensure the Board has an appropriate skills mix and will undertake a review of Additional Directors annually.
- 6.6.5** The continuing members of the Board may act despite a vacancy on the Board.

## **6.7 Delegation of Board Powers (See also Section 7 of the Constitution)**

- 6.7.1** The Board may delegate its powers to the CEO or to a committee consisting of College Directors and members in accordance with the Act and as considered appropriate by the Board and only in a manner that is consistent with the Delegations Manual approved by the Board.
- 6.7.2** The CEO shall maintain a register of delegations made and withdrawn by the Board from time to time.

## **6.8 Operation of Committees**

- 6.8.1** The Chair of a committee may be appointed by the Board or elected by sub- committee members as Chair of its meetings.
- 6.8.2** If a Chair is not elected, or if the Chair is not present within 15 minutes after the time fixed for a meeting, the members present may choose one of their numbers to be Chair of the meeting.
- 6.8.3** A committee shall meet and adjourn in accordance with its terms of reference or otherwise, in the absence of such direction, as it considers appropriate.

## **6.9 Use of electronic voting**

- 6.9.1** A question arising at a committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative or referred to the Board.
- 6.9.2** If electronic voting is to be used:
- (a) all persons eligible to vote in the ballot and/or on the resolution must be advised that electronic voting will be used.
  - (b) the Board may engage a specialist external electronic voting service provider or arrange for College staff to conduct the electronic ballot.
  - (c) the CEO, or another person appointed by the Board as returning officer, must oversight and manage the electronic vote.
  - (d) a secure website must be used for the voting or, if contracted to an electronic voting service provider, the provider's system must protect the confidentiality and security of the voting process.
  - (e) the CEO or appointed returning officer shall forward an email to each person entitled to vote to the email address last advised by the person to the College with a link to the electronic voting website or electronic voting service provider.
  - (f) the email must provide instructions on how to vote, a link to information on the candidates and/or resolution and state the process for counting votes and determining the outcome of the voting.
  - (g) the website must require persons eligible to vote to enter a unique voter identification number, their College Member number or, if an electronic voting service provider is being used, a unique voter identification number generated by the service provider, to enable confirmation that a member has voted.
  - (h) the electronic voting process must not enable the linkage of the identification of the person voting with their vote.
  - (i) the process must include a capability to identify undelivered email notifications of the vote.
  - (j) the CEO or the appointed returning officer shall notify the Board of the outcome of the vote, and the Board Chair, if satisfied with the process, will declare the vote completed, notify the outcome to candidates, Directors and/or Members and sign a written record of the vote outcome.

# **7 GOVERNANCE OF THE COLLEGE - BRANCH MANAGEMENT**

## **7.1 Establishment and Naming of Branches (See also Clause 7.10 of the Constitution)**

- 7.1.1** A Branch of the College may be established by the Board from time to time (Clause
- 7.1.2** 5.3.2 Constitution) by resolution of the Board to establish a Branch Council.
- 7.1.3** In establishing the Branch, the Board shall determine the powers and functions of the Branch including the geographical locations covered by the Branch and the capacity of the proposed Branch to perform the functions of a Branch Council.
- 7.1.4** In the establishment of a Branch, the Board may convene a meeting of relevant members who reside in the geographical location which it is intended a new Branch will cover in its powers and functions.
- 7.1.5** A Branch can be established by the Board only if it will consist of a minimum number of members that include a minimum number of Fellows of the College to be determined by the Board at the time of the proposed establishment of that Branch.
- 7.1.6** Each Branch shall be known as a Branch of the Australasian College of Health Service Management with the name in respect of which it has been established immediately before the word "Branch".
- 7.1.7** The Branches of the College are those named listed in Appendix 1 of these Rules.
- 7.1.8** The count of members for the purpose of establishing a Branch will not include non- financial members and Honorary Fellows.
- 7.1.9** Where the membership of a Branch falls below the minimum number of members, as determined by the Board on the establishment of that Branch, or the Branch no longer has the capacity to perform the functions of a Branch Council, the Board will consult with the relevant Branch Council in relation to the on-going impact of member levels on the Branch status.
- 7.1.10** Amalgamation of Branches. In circumstances where Branch status can no longer be upheld, the Board will consider amalgamation of that Branch into an adjacent Branch. Such amalgamation will imply the termination of the Branch Council and -Branch Councillor Director/s of the affected Branch and assumption of the representation of its members by the newly accommodating Branch.
- 7.1.11** In all cases of amalgamation of Branches, the Board will consult with the members of both affected Branches regarding any need for changes in the representation model and the Branch title.
- 7.1.12** The Board will enter in the National Register of Members of the College each member as a member of a Branch and as a member of only one Branch. The Branch to which the member is entered is generally the Branch whose powers and functions covers the geographical location in which the member resides or where the member resides outside the locations covered by a Branch, to a Branch determined by the CEO in consultation with the member.
- 7.1.13** A member can change the Branch to which they are allocated by application to the Board in writing to the CEO.
- 7.1.14** A Branch has no legal identity in its own right separate from the College (other than as a committee of the Board) and once established is only to operate through a Branch Council in accordance with these Rules.

## **7.2 Branch Governance**

- 7.2.1** The affairs of each Branch shall be governed by the Constitution, the Objects of the College and by these Rules, and by any Branch Rules made by the Branch Council. Branch Rules must be consistent with the Constitution and Rules of the College.
- 7.2.2** Subject to the powers of the Board, the management of members in a Branch shall be vested in a Branch Council to be elected by members of that Branch.
- 7.2.3** The Office Bearers of a Branch Council shall include the Branch President, Branch Vice-President, Secretary and Treasurer and may include an Assistant Secretary/Membership Registrar.

## **7.3 Branch Council – Eligibility, Numbers, Tenure and Election**

- 7.3.1** No member shall be eligible to be a member of a Branch Council unless at the date of the nomination to that office they are a financial member and a Member, Life Member, Retired Member, Associate Fellow, or a Fellow of the College.
- 7.3.2** Branch Council members shall hold office for three years subject to their continuance as financial members of the College.
- 7.3.3** A Branch Council shall be not less than three members.
- 7.3.4** The number of members of the Branch Council shall be approved by the Board, at its discretion,
- 7.3.5** The number of members of the Branch Council shall be recorded in Appendix 1 of these Rules.
- 7.3.6** At the Annual Meeting of Branch members each year, those Branch Council members who have completed their three year term must retire. If they are eligible to do so retiring members may nominate for a further three year term.
- 7.3.7** **Ballot for Election of Branch Council**
- (a) At least forty two days before the Annual Meeting of Branch members, the Branch Council shall invite nominations from members for election to the Branch Council.
  - (b) No member shall be eligible for election to a Branch Council unless notice in writing signed by a proposer and seconder (both of whom are financial members) and by the nominee that they are a candidate for election shall have been given to the Branch Secretary at least twenty eight days before the meeting at which the election is to be declared.
  - (c) No candidate shall be permitted to withdraw their nomination after the date for nominations has expired. All nominations received by the closing date must be included on the ballot paper and be included in the declaration of the poll.
  - (d) Where the nominations received by the Branch Secretary by the due date equate to, or are less then, the precise number required to fill the existing vacancies then these nominees will be deemed as successful, providing their eligibility for Branch Council has been duly confirmed.
  - (e) All contested Branch elections shall be either by postal ballot or by electronic voting. At least 90 days prior to the Annual Meeting of Branch members, the Branch Council must determine which system will be used for the election if a ballot is required, and whether the electronic voting will be conducted by the Branch or contracted to an electronic voting service provider. The Branch Secretary must promptly advise the CEO of the Branch Council's decision. The Board may direct a Branch as to which system is to be used, including use of a contracted electronic voting service provider.
  - (f) The process for conducting a postal ballot for the election of the Branch Council shall take place as follows:
    - i The postal ballot of the Members who are entitled to vote shall be held prior to the Annual Meeting of Branch members.
    - ii The Branch Secretary or appointed returning officer shall forward to each Branch member an envelope addressed to the Branch Secretary or appointed returning officer in which shall be enclosed a ballot paper containing a list of the candidates for election to the Branch Council together with such information or directions for the recording of votes as the Branch Council may from time to time determine and a smaller envelope endorsed ballot paper.
    - iii The member to whom voting papers are sent shall record their vote on the ballot paper in accordance with the directions and place it in the smaller envelope which shall be sealed and delivered to the Branch Secretary (or appointed returning officer) by post or otherwise in the larger envelope with their signature on the inside of the flap or back, or other nominated place thereof for identification before the time for the commencement of the meeting.

- iv On receipt of such envelope the Branch Secretary (or returning officer) shall check the signature on the appointed place and hand the smaller envelope unopened to the persons appointed to count the ballot and the ballot paper therein shall be taken into account in the ballot.
  - v The “first past the post” system of voting shall be utilised.
  - vi The appointment of a returning officer shall be a matter for each Branch Council to decide upon.
  - vii Branch Council may use the Australian Electoral Commission for the conduct of the Branch elections if desired.
  - viii At least one independent person shall be appointed by the Branch Council as a Returning Officer to ensure the accurate counting of votes. Candidates may also appoint scrutineers if they wish.
  - ix The Returning Officer shall notify the Branch Secretary in writing of the count of votes and the outcome of the election and the Branch Secretary, if satisfied with the count, will declare the poll completed.
  - x The Branch Secretary will notify the Chair of the Board of the results of the poll and of any existing Branch Council members who were unsuccessful at re-election and request that the successful candidates be appointed as members of the Board committee that constitutes the Branch Council and the names of any retiring members of the Branch Committee be removed from that Branch Committee.
  - xi The declaration of the poll in regard to announcing the number of votes cast and the number of votes received by each candidate and the appointment of the successful candidates to the Branch Committee by the Board and the removal of any retiring members of the committee shall be announced at the Annual Meeting of Branch Members.
- (g) The process for conducting a ballot by internal electronic voting shall be as follows:
- i the ballot will be held prior to the Annual Meeting of Branch members.
  - ii the Branch must use a secure website for the voting or, if contracted to an electronic voting service provider, ensure that the provider’s system protects the confidentiality and security of the voting process.
  - iii the Branch Council must appoint an independent person as returning officer to oversee the ballot process and candidates may appoint scrutineers.
  - iv the Branch Secretary or appointed returning officer shall forward an email to each Branch member entitled to vote to the email address last advised to the College by the Branch member with a link to the electronic voting website or electronic voting service provider.
  - v the email must provide instructions on how to vote, a link to information on the candidates and advice on the process for counting of votes and determination of the outcome of the vote.
  - vi the website must require the Branch member to enter their College Member ID number or, if an electronic voting service provider is being used, a unique voter identification number generated by the service provider, to enable confirmation that a member has voted.
  - vii the electronic voting process must not enable the linkage of the identification of the member with their vote.
  - viii the “first past the post” system of counting of votes must be used.
  - ix the process must include a capability to identify undelivered email notifications of the

ballot to Branch members.

- x the returning officer shall notify the Branch Secretary of the outcome of the ballot and the Branch Secretary, if satisfied with the process, will declare the ballot completed and notify the candidates, continuing Branch Council Members and the CEO of the result.
- xi The declaration of the ballot will be announced at the Annual Meeting of Branch members.

### **7.3.8** Cessation of membership to Branch Council and appointment to fill Casual Vacancy

- (a) Membership of Branch Council shall cease if a Councillor:
  - i ceases to be a member of the College by ceasing to be entered on the National Register (including suspension);
  - ii is absent from three or more consecutive meetings of the Branch Council without consent;
  - iii forwards a written resignation to the Branch Secretary.
- (b) The Branch Secretary will inform the Chair of the Board of the resignation and request that the person's name be removed from the members of the Branch Committee from the effective date of the resignation.
- (c) The resignation shall be effective from the date notice is received by the Branch Secretary or such future date where specified in the notice given by the committee member.
- (d) Where a member of a Branch Council resigns, dies or is removed by the Board as a member of that committee the Branch Council may choose to replace that councillor or to leave the position vacant until the next election of councillors to the Branch.
- (e) Where a Branch Council decides that the vacancy should be filled as a casual vacancy the member appointed to fill the casual vacancy is appointed for the remaining period of appointment to the Branch Council of the member they are replacing.
- (f) The Branch Council and the Board may choose to fill a casual vacancy in one of three methods and in determining the method of replacement they should have regard to the time since the last election to the Branch, the length of time remaining for the appointment to the casual vacancy and select from one of the following mechanisms:
  - i by asking the member with the next highest number of votes but not elected at the last election if they will accept nomination;
  - ii by holding a fresh election; or
  - iii by appointment of a member of the Branch the Branch Council decides is the most appropriate replacement to fill the vacancy.

## **7.4** Annual Meetings of Branch Members

**7.4.1** An Annual Meeting of Branch Members shall be held each year between February and May at such times and places as are determined by the Branch Council of that Branch.

**7.4.2** The provisions of Sections 8 & 9 of the Constitution that relate to meetings of members, shall apply as far as possible to Annual Meetings of Branch Members .

## **7.5** Proceedings at Annual Meetings of Branch Members

**7.5.1** No business shall be transacted at any meeting of Branch members unless a quorum of members is present at the time when the meeting proceeds to business.

**7.5.2** A quorum shall be the financial members present that equal to twice the number of Branch Councillors plus one.

**7.5.3** The Branch President shall preside at every Annual Meeting of Branch members or in the event of their absence, or if there is no Branch President, or they are not present within 15 minutes of the

time appointed for the meeting or declines to act, the members present shall elect one of their number to be Chair of the meeting.

## **7.6 The Branch Council**

- 7.6.1** The affairs of each Branch shall be managed by a Committee of the Board to be known as the (Branch name) Branch Council.
- 7.6.2** At the first Branch Council meeting after the Annual Meeting of Branch members in each year, the Branch Council shall elect from its members a Branch President, a Branch Vice-President and a Branch Treasurer and any other office bearer the Branch Council may determine.
- 7.6.3** The Branch Council may also appoint a Branch Secretary who may be a member of the Council or an officer of the College.
- 7.6.4** The Branch Council shall consist of:
- (a) the Branch President
  - (b) the Branch Vice President
  - (c) the Branch Treasurer
  - (d) immediate Past Branch President
  - (e) other members of the Branch Council who have been elected by the members and appointed by the Board
  - (f) the Chair of the Board, who is an ex officio member of every Branch Council.

NB: In a smaller Branch Council, a councillor may fill more than one of the above roles.

- 7.6.5** Branch Council meetings will also include:
- (a) the Branch Secretary, where this official is not an elected member of the Branch Council;
  - (b) the Executive Director or other official of the College who is delegated the responsibility for providing administrative support to the Branch if so appointed; and
  - (c) such other Branch officers and other members of the Branch Council as are specified in these Rules, provided however that no Branch Council may be comprised of less than three members unless the Board otherwise approves.
- 7.6.6** Notwithstanding the above, if a Branch so desires, the offices of Branch Secretary and Branch Treasurer may be occupied by one and the same person.
- 7.6.7** Branch Councils must ensure that the offices of Branch President and Branch Secretary are filled for the Branch at all times.
- 7.6.8** The person who is the Immediate Past Branch President is a member of the Committee by virtue of that office after ceasing to be Branch President and will retain that office until replaced by a new immediate past Branch President irrespective of their elected term of office as a Branch Councillor.

## **7.7 Proceedings of the Branch Council Meetings**

- 7.7.1** Each Branch Council shall meet at such times and places as it may determine but no less frequently than six times a year.
- 7.7.2** In the absence of any such determination Branch Council shall at such times and places as the Branch Secretary, on the instructions of the Branch President, shall notify to members thereof.
- 7.7.3** The provisions of **Rule 6.2** shall apply to proceedings at meetings of a Branch Council.

## **7.8 Branch Committees**

- 7.8.1** Subject to the provisions of the Constitution the Branch Council may appoint committees comprising members of Branch Council together with other persons. These committees shall make recommendations to the Branch Council or perform certain functions of the appointing Branch

Council in accordance with their Terms of Reference.

- 7.8.2** Each such Branch Council may delegate any of its powers to such committees appointed by it (except this power of delegation).
- 7.8.3** Such committees shall have power to co-opt any member or members or other persons.
- 7.8.4** The Branch President shall be an ex-officio member of all Branch Council committees established by the Branch Council.
- 7.8.5** The meeting and procedures of any such committee shall be governed as far as possible by the provisions in these Rules regulating the meetings and proceedings of the Branch Council.
- 7.8.6** Every resolution of a Branch committee shall be reported to the Branch Council and the Branch Council may adopt or decline to adopt the resolution.
- 7.8.7** Any such resolution if adopted by such Branch Council shall become the act or resolution of such Branch Council and take effect accordingly.

## **7.9 Accounts of Branches**

- 7.9.1** The Board, through the College Finance Committee and National Office, will provide financial management for Branch operations.
- 7.9.2** **Section 12** of the Constitution shall apply to each Branch, as appropriate and possible.

## **7.10 Use of electronic voting**

- 7.10.1** The Branch Council may resolve to use electronic voting for a ballot, resolution of Council members and/or a resolution of Branch members. This resolution may be limited to a specified ballot and/or resolution, or be a standing resolution applying to the class of ballot and/or resolution set out in the Branch Council resolution.
- 7.10.2** The Branch Council must promptly advise the CEO of all resolutions made by the Branch Council to use electronic voting.
- 7.10.3** If electronic voting is to be used:
  - (a) all persons eligible to vote in the ballot and/or on the resolution must be advised that electronic voting will be used.
  - (b) the Branch may engage a specialist external electronic voting service provider or arrange for College staff to conduct the electronic ballot.
  - (c) the Branch must appoint a person or a returning officer to oversight and manage the electronic vote in accordance with the Constitution and Rules.
  - (d) a secure website must be used for the voting or, if contracted to an electronic voting service provider, the provider's system must protect the confidentiality and security of the voting process.
  - (e) the Branch President must ensure that an email is forwarded to each person entitled to vote to the email address last advised by the person to the College with a link to the electronic voting website or electronic voting service provider.
  - (f) the email must provide instructions on how to vote, a link to information on the candidates and/or resolution and state the process for counting votes and determining the outcome of the voting.
  - (g) the website must require persons eligible to vote to enter a unique voter identification number, their College Member number or, if an electronic voting service provider is being used, a unique voter identification number generated by the service provider, to enable confirmation that a member has voted.
  - (h) the electronic voting process must not enable the linkage of the identification of the person voting with their vote.

- (i) the process must include a capability to identify undelivered email notifications of the vote.
- (j) the person appointed to oversight the electronic vote or the appointed returning officer shall notify the Branch President of the outcome of the vote and, if satisfied with the process, the Branch President will declare the vote completed, notify the outcome to candidates, councillors and/or Branch members and sign a written record of the vote outcome.

## 8 GOVERNANCE OF THE COLLEGE - SPECIAL INTEREST GROUPS MANAGEMENT

### 8.1 Establishment and Names of Special Interest Groups

- 8.1.1 The Names and Terms of Reference, including the requirements of membership, if any, of Special Interest Groups approved by the Board in accordance with **Clause 7.10** of the Constitution are listed in **Appendix 4** and these terms of Reference will include the following items.
- 8.1.2 The scope of a Special Interest Group is defined by the relevance of a specific interest to the Objects of the College and to health management or other relevant defining special interest as determined by the Board.
- 8.1.3 At the time of its consideration of establishing of a Special Interest Group the Board will determine the minimum number of members that will be necessary before the Special Interest Group can be established and for its continuation.
- 8.1.4 In establishing a Special Interest Group the Board may convene a meeting of interested members to establish the Terms of Reference, responsibilities and powers consistent with these Rules.
- 8.1.5 The Special Interest Group will only continue as a committee while the number of members of the Special Interest Group remains above the number determined by the Board and specified in the **Appendix 3**.
- 8.1.6 Any member of the College can apply to the CEO to be listed as a member of a Special Interest Group on the National Register of Members of the College.
- 8.1.7 Membership of a Special Interest Group does not alter the membership of a Branch.
- 8.1.8 Members may belong to more than one Special Interest Group at the same time.
- 8.1.9 Only members of the College may be recorded on the National Register of Members as members of the Special Interest Group but this does not preclude the Special Interest Group from inviting non-members to activities of the Group on an occasional or continuing basis.
- 8.1.10 The CEO will once a year cause a census to be undertaken of the members of the Special Interest Group and report to the Board on the continuing level of membership of the Special Interest Group.
- 8.1.11 Where the number of members of a Special Interest Group falls below the minimum number of members specified in **Appendix 4** the CEO will inform the Special Interest Group Committee that the Board will be requested to remove the Special Interest Group from the list in **Appendix 3** in 12 months if the number of members of the Special Interest Group does not increase above the minimum specified by that date.
- 8.1.12 The count of members for the purpose of establishing a Special Interest Group will not include non-financial members.
- 8.1.13 A member can resign from a Special Interest Group by notifying the CEO.
- 8.1.14 The Special Interest Group may request the Board to approve a special financial annual subscription on members of the group to collect money from the members of the Group to fund activities of the group and where the Board approves such a subscription the CEO will cause these subscriptions to be collected and held in a special account for the use of the Special Interest Group Coordinating Committee.

### 8.2 Special Interest Group Coordination Committee

- 8.2.1 Following a decision to establish a Special Interest Group the Board will appoint an interim Special Interest Group Coordination Committee and approve its powers and terms of reference, scope of

relevant interests and any requirements of membership of the Group.

- 8.2.2** The Interim Special Interest Group Coordinating Committee will continue to manage the affairs of the group until such times as an election is held for the appointment of a Coordinating Committee.
- 8.2.3** A Special Interest Group has no legal identity in its own right separate from the College (other than as a committee of the Board) and once established is only to operate through a Special Interest Group Coordinating Committee in accordance with these Rules.

### **8.3 Governance of Special Interest Groups**

- 8.3.1** The Special Interest Group Coordination Committee will manage the Group affairs in accordance with the College Objects and strategic planning directions.
- 8.3.2** The office bearers of a Special Interest Group Coordinating Committee shall include a Chair, Vice-Chair, Secretary and Treasurer, and may include an Assistant Secretary/Membership Registrar.
- 8.3.3** No member shall be eligible to be a member of a Special Interest Group Coordinating Committee unless at the date of the nomination to that office they are a financial member and a Member, Life Member, Retired member, Associate Fellow or a Fellow of the College.
- 8.3.4** Special Interest Group Coordinating Committee members shall hold office for three years subject to their continuance as financial members of the College.
- 8.3.5** Special Interest Group Coordinating Committee shall not be more than twelve members and not less than three members. Subject thereto the members of a Special Interest Group may conduct their affairs as specified in the remainder of this Rule.
- 8.3.6** The number of members of the Special Interest Group Coordinating Committee shall be approved by the Board, at its discretion, following notification of a resolution passed at an Annual Meeting of Special Interest Group Members called with notice of the intention to submit to the Board such resolution to increase or reduce the numbers of members of such Special Interest Group Coordinating Committee.
- 8.3.7** The number of members of the Special Interest Group Coordinating Committee shall be recorded in **Appendix 4** of these Rules.
- 8.3.8** At the Annual Meeting of Special Interest Group members, one third of the members of the Special Interest Group Coordinating Committee, or if their number is not three or a multiple of three, the number nearest one third shall retire from office but shall be eligible for re-election.
- 8.3.9** The members of the Special Interest Group Coordinating Committee to retire in every year shall be those who have been longest in office since their last election but as between those who become members of the Special Interest Group Coordinating Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 8.3.10 Ballot for Election of Special Interest Group Coordinating Committee**
  - (a) Each year, prior to the College Annual General Meeting and if the Board determines the need for a ballot based on the number of members in a Special Interest Group, the Special Interest Group Coordinating Committee may hold a ballot for the election of vacancies on its committee.
  - (b) Where a ballot is to be held, at least **forty two days** before the Annual Meeting of members of the Special Interest Group, the Special Interest Group Coordinating Committee shall invite nominations from members for election to the Special Interest Group Coordinating Committee.
  - (c) All nominations for election as Special Interest Group Coordinating Committee members must be in writing and signed by a financial member and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Special Interest Group Secretary not less than **twenty one days** prior to the date fixed for the holding of the relevant Annual Meeting of Special Interest Group members.

- (d) No member shall be eligible for election to a Special Interest Group Coordinating Committee unless notice in writing signed by a proposer who is a financial members) and by the nominee that they are a candidate for election shall have been given to the Special Interest Group Secretary at least **twenty one days** before the meeting at which the election is to be declared.
- (e) No candidate shall be permitted to withdraw their nomination after the date for nominations has expired. All nominations received by the closing date must be included on the ballot paper and be included in the declaration of the poll.
- (f) Where the nominations received by the Special Interest Group Secretary by the due date equate to, or are less than, the precise number required to fill the existing vacancies, then these nominees will be deemed as successful - providing their eligibility for Special Interest Group Coordinating Committee has been duly confirmed.
- (g) The process for conducting a ballot for the election of the Special Interest Group Coordinating Committee may be conducted at an Annual Meeting of Special Interest Group members or by postal vote.
- (h) Where the ballot is to take place by vote at the Annual Meeting of Special Interest Group members, the same Rules shall apply as are specified for elections at an Annual General Meeting of the College as specified in **Rule 7.3.9** and **Section 8** of the Constitution.
- (i) Where a ballot is to be held by postal vote it shall take place as follows:
  - i A postal ballot of the members who are entitled to vote shall be held prior to the Annual Meeting of Special Interest Group members and the postal ballot shall be conducted in accordance with the Constitution.
  - ii All contested Special Interest Group elections shall be by postal ballot in which event the Special Interest Group Secretary or appointed returning officer shall hand or forward to each Special Interest Group member an envelope addressed to the Special Interest Group Secretary or appointed Returning Officer in which shall be enclosed a ballot paper containing a list of the candidates for election to the Special Interest Group Coordinating Committee together with such information or directions for the recording of votes as the Special Interest Group Coordinating Committee may from time to time determine, and a smaller envelope endorsed "ballot paper".
  - iii The member to whom voting papers are sent shall record their vote on the ballot paper in accordance with the directions and place it in the smaller envelope which shall be sealed and delivered to the Special Interest Group Secretary (or appointed Returning Officer) by post or otherwise in the larger envelope with their signature on the inside of the flap or back, or other nominated place thereof for identification before the time for the commencement of the meeting.
  - iv On receipt of such envelope the Special Interest Group Secretary (or returning officer) shall check the signature on the appointed place and hand the smaller envelope unopened to the persons appointed to count the ballot and the ballot paper therein shall be taken into account in the ballot.
  - v The "first past the post" system of voting shall be utilised.
  - vi The appointment of a Returning Officer shall be a matter for each Special Interest Group Coordinating Committee to decide upon.
  - vii Special Interest Group Coordinating Committees may use the Australian Electoral Commission for the conduct of the Special Interest Group elections if desired.
  - viii At least one independent person shall be appointed by the Special Interest Group Coordinating Committee as Returning Officer to ensure the counting of votes. Candidates may also appoint scrutineers if they wish.
  - ix The Returning Officer shall notify the Special Interest Group Secretary in writing of the count of votes and the outcome of the election and the Special Interest Group Secretary,

if satisfied with the count, will declare the poll completed.

- x The Special Interest Group Secretary will notify the Chair of the Board of the results of the poll and request that the successful candidates be appointed as members of the Board committee that constitutes the Special Interest Group Committee and that any existing Coordinating Committee members who were unsuccessful at re-election and the names of any retiring members of the Special Interest Group Committee be removed from the Special Interest Group Committee.
- xi The declaration of the poll in regard to announcing the number of votes cast and the number of votes received by each candidate and the appointment of the successful candidates to the Special Interest Group committee by the Board and the removal of any retiring members of the committee shall be announced at the Annual Meeting of Special Interest Group Members.

#### **8.3.11 Cessation of membership to Special Interest Group Coordinating Committee and appointment to fill Casual Vacancy**

- (a) Membership of Special Interest Group Coordinating Committee shall cease if a Coordinating Committee member:
  - i ceases to be a member of the College by ceasing to be entered on the National Register (including suspension);
  - ii is absent from three or more consecutive meetings of the Special Interest Group Coordinating Committee without consent;
  - iii ceases to be a member of the Special Interest Group; or
  - iv forwards a written resignation to the Special Interest Group Secretary.
- (b) The Special Interest Group Secretary will inform the Chair of the Board of the resignation and request that the person's name be removed from the members of the Special Interest Group committee from the effective date of the resignation.
- (c) The resignation shall be effective from the date upon which notice is received by the Special Interest Group Secretary or such future date where specified in the notice given by the committee member.
- (d) Where a member of a Special Interest Group Coordinating Committee resigns, dies or is removed by the Board as a member of that committee the Special Interest Group Coordinating Committee may choose to replace that Coordinating Committee or leave the position vacant until the next election of committee members.
- (e) Where a Special Interest Group Coordinating Committee decides that the vacancy should be filled as a casual vacancy the member appointed to fill the casual vacancy is appointed for the remaining period of appointment to the Special Interest Group Coordinating Committee of the member they are replacing.
- (f) The Special Interest Group Coordinating Committee and the Board may choose to fill a casual vacancy in one of three methods and in determining the method of replacement they should have regard to the time since the last election to the Special Interest Group, the length of time remaining for the appointment to the casual vacancy and select from one of the following mechanisms:
  - i by asking the member with the next highest number of votes but not elected at the last election if they will accept nomination;
  - ii by holding a fresh election; or
  - iii by appointment of a member of the Special Interest Group whom the Special Interest Group Coordinating Committee decides is the most appropriate replacement to fill the vacancy.

## 9 POWERS

### 9.1 General Powers

**9.1.1** Subject to the provisos and constraints in this Constitution and these Rules, the College may employ all the powers of a natural person to further the attainment of the Objects specified in **Section 3** of the Constitution.

**9.1.2 Not-for-Profit Status** The assets and income of the College shall be applied solely in furtherance of the objects of the College as set forth in the Constitution, and no portion shall be distributed directly or indirectly, to the members of the College except as a bona fide compensation for services rendered or expenses incurred on behalf of the College.

### 9.2 Disciplinary Powers

**9.2.1** The Board may take disciplinary action as provided in **Rules 10.6, 15 & 16** against any member for any alleged breach of the member's obligations under the Constitution or any Rule made there under, or the Code of Conduct, or for any other conduct alleged to be unbecoming, dishonourable, or in any way injurious to the character or interests of the College and its members, whether before or during their membership of the College and, if in the opinion of the Board the member is found guilty of such breach, may determine punishment as provided in the Rules.

**9.2.2** Members may appeal decisions of the Board made in exercising its disciplinary powers and the process for appeals against disciplinary decisions is outlined in **Rule 16.5**.

### 9.3 Appointment of Trustees

**9.3.1** The Board may appoint a member or members of the College to act as a trustee or trustees of such property of the College as cannot be conveniently vested in the College itself, and may also jointly with any donor or with approbation or sanction of such donor appoint a member or members of the College to act as trustee or trustees of any donation, gift or other property (conditional or unconditional) which may be made to the College for the purpose of any specific object, purpose or benefit of or for the College or in aid of its general Objects.

### 9.4 Seal

**9.4.1** The Board shall provide for safe custody of the College's Seal and establish rules for its authorised use, including the requirement that every instrument to which the Seal is affixed shall be signed by a Board member and countersigned by the Company Secretary or by a second Board member or by other person nominated by the Board for that purpose.

### 9.5 Crest

**9.5.1** Any crest or logo adopted by the Board for use by the College may be used by the Board and Branches as determined by the Board from time to time.

### 9.6 Directors' Insurance

**9.6.1** Subject to the Act, the Board shall establish and maintain insurance cover to insure a person who is or has been a Director, secretary or executive officer of the College against any liability incurred by that person as such an officer which does not arise out of conduct involving a wilful breach of duty in relation to the College or a contravention of any law. The Board shall also insure for any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the College, whether civil or criminal, and whatever the outcome.

## 10 MEMBERS

### 10.1 Members

**10.1.1** A person who holds a relevant qualification and appropriate experience, and who is in professional employment with, or is a volunteer member of an official health service, authority, department or organization having official or statutory health management responsibilities, or any other person in professional employment with a corporation or public company or other organization in a position directly associated with health management or administration, or is included in the Categories

below, shall on lodging an application in the form prescribed by the Board from time to time, be considered by the Board for admission to the appropriate membership Category of the College. (See also **Rule 10.7**).

- 10.1.2** The CEO shall then provide the current list of applicants by membership Category to the Board at the next meeting after receipt of the applications.
- 10.1.3** The Board shall consider the applications promptly and may, after considering the list, determine in the Board's sole and absolute discretion to accept or reject any application.
- 10.1.4** If the application is accepted, the applicant shall be admitted as a member and shall be notified in accordance with **Clause 10.4** of the Constitution and the CEO will send the applicant appropriate documentation for membership fees at the initial member Category level at which the member is appointed.
- 10.1.5** There is no limit on the number of members in the College.
- 10.1.6** The Board will take into consideration the relevant qualification and appropriate experience of applicants for membership of the College, or other eligibility as determined by the Board from time to time. "Relevant qualifications" and "appropriate experience" are defined in **Rule 3 "Definitions"**.
- 10.1.7** All members of the College shall be allocated to a Branch of the College.

## **10.2 Membership Categories**

- 10.2.1** In accordance with **Section 10.2** of the Constitution, there will be Categories of members of the College, as outlined in **Schedule 1** of the Constitution.
- 10.2.2** The requirements for entry into each Category of membership are prescribed in **Appendix 2** of these Rules.
- 10.2.3** The eligibility, designations and conditions for membership in each Category and such other Categories as may be determined, and the progressive requirements of the College shall be prescribed by the Board from time to time in these Rules.
- 10.2.4** Determination of the appropriate Category will be in accordance with **Rules 10.7, 10.8, 10.9, 10.10, 10.11, 10.12**.

## **10.3 Rights, Obligations and Conditions**

- 10.3.1** A financial member of the College shall be entitled to receive notice of general meetings, to attend and vote thereat, and, subject to the Constitution and Rules, shall be eligible to hold any office in the College.
- 10.3.2** All members of the College shall agree to be bound by and to further the mission, objects and interests of the College to its members and to the public, and shall observe this Constitution, the Rules made thereunder, and the Code of Conduct.
- 10.3.3** **Life Member.** The rights, privileges and obligations of a member appointed by the Board as a Life Member shall not be changed in any way by their appointment to that Category of membership, except that thereafter they shall not be liable to pay any subscription or levy to the College. However the Life Member remains liable to pay the Guarantee where applicable.
- 10.3.4** Every application for admission as a member of the College shall be submitted to the National Office of the College. The applicant shall provide certified evidence of qualifications and eligibility for membership of the College and sign such undertakings as the Board may, from time-to-time, prescribe. The entry level member status shall be determined by the College Membership Committee in accordance with the provisions of [Rule 10.1](#) above.
- 10.3.5** Members residing external to established Branches may apply for membership of the College in the appropriate Category. Applicants must meet the requirements of Section 10 of the Constitution. Where a Branch of the College has been established, the applicant (on admission to the College) will become a member of that Branch. Otherwise the Board will allocate the member to a Branch in accordance with the member's preference or the prevailing needs of the College.

## 10.4 Subscriptions and Levies

- 10.4.1** Member subscription fees and levies (where deemed necessary by the Board) will be set by the Board in accordance with the prudent financial management of the College.
- 10.4.2** The Rules relevant to College subscriptions and levies are as follows:
- 10.4.3** **Annual Subscriptions** shall be due and payable annually on a date to be determined by the Board from time to time. The College provides options for annual subscriptions to be paid monthly, quarterly or annually through a “direct debit” agreement if it so chooses. On acceptance into the College, a new member shall receive an appropriate notice from the College National Office that indicates the amount of fees due on entry to the College.
- 10.4.4** The Board may resolve to impose a special purpose levy on members which shall be such percentage of the annual subscription as the Board determines necessary in the administration of the College. Any levy imposed by the Board shall be due and payable on the date specified in the resolution of the Board that imposed the levy.
- 10.4.5** **Joining Fee** – An application to join the College shall be accompanied by the joining fee if such a fee is prescribed by the Board from time-to-time.
- 10.4.6** The Board prescribes annual subscriptions to be payable by the several classes of members and may also prescribe different rates for the various classes of membership and for different members within a class.
- 10.4.7** A “Student” member who is currently a full time undergraduate or post-graduate student studying a health management-related course, may apply for discount rates. The Board reserves the right to request evidence from such applicants to support their request for discount rates.
- 10.4.8** **Retired Members** - A member who has become retired, may apply to the CEO to be classified as a retired member, with his rights, privileges and obligations remaining the same as those of a member, save that thereafter he shall be designated in the College’s Register of Members as a “Retired Member” and pay a discounted fee set by the Board from time to time.
- 10.4.9** Participants of management education programs provided by the College may be eligible to receive the discounted membership rate applicable to that education program.
- 10.4.10** The Board may amend the member groups within a Category referred to in **Rules 10.7, 10.8, 10.9, 10.10, 10.11, 10.13 and 10.14** at any time in order to apply different annual subscription rates. Changes to member categories will be voted upon by the Board and documented in meeting minutes.
- 10.4.11** All subscriptions shall be due and payable on 1 April each year.
- 10.4.12** Unless otherwise determined by the Board, all annual subscriptions shall be paid to the National Office.

## 10.5 Cessation of Membership

- 10.5.1** Any member desiring to resign from the College shall give notice in writing to that effect to the CEO and the resignation shall be effective upon receipt by the CEO or by the date indicated on the resignation.
- 10.5.2** **Members in Arrears.** Any member who fails to pay to the College a subscription or levy duly payable by that member by a prescribed date becomes non-financial. In accordance with **sub-Clause 10.10.5(b)** of the Constitution, should that member remain non-financial for a three month period from the due date of payment, then that person shall cease to be a member of the College and can only be re-admitted to membership upon such terms and conditions as are determined by the Board.
- 10.5.3** The Board in its absolute discretion may reinstate the member on payment of all arrears.
- 10.5.4** **Cessation or suspension of membership.** The provisions for the suspension, removal and cessation of membership are set out in Clause 10.10 of the Constitution.

**10.5.5** Upon cessation of membership of the College, the member shall cease all member privileges and entitlements, or have any further interest in any of the property or assets of the College. However, the member shall remain liable to pay to the College all amounts owed by them to it at the date of ceasing to be a member.

**10.5.6** Upon ceasing to be a member, a person ceases to be entitled to any status of membership and to have a claim upon or interest in the property or assets of the College.

## **10.6 Disciplinary Action**

**10.6.1** Disciplinary action may be taken against any member for alleged breach of the member's obligations under this Clause or for any other alleged breach of the Constitution, the Rules made there under, or the Code of Conduct, or as otherwise provided. (**See also Rules 15 and 16**).

## **10.7 Admission to "Member" Category**

**10.7.1 "Member" Admission** - An applicant for admission to the status of "Member" shall:

- (a) apply in writing to the Board; or if an existing "Associate" as at the date of these Rules be re-categorised as a "Member" by the College Membership Committee;
- (b) satisfy the Board that they are eligible and are a fit and proper person to be admitted to the status of "Member";
- (c) undertake to comply with such conditions as the Board may prescribe either generally or in any particular case from time to time.

**10.2.1.** Persons admitted or elevated to "Member" level have voting rights for elections or for general meetings, are eligible to nominate for and be elected to a Branch Council, but are not be entitled to be nominated to the Board.

## **10.8 Admission to "Associate Fellow" Category**

**10.8.1** An applicant for admission to the status of "Associate Fellow" or advancement from the status of "Member" to the status of "Associate Fellow" shall:

- (a) apply in writing to the Board on the prescribed form; and
- (b) satisfy the Board that they are a fit and proper person to be an "Associate Fellow"; and
- (c) Undertaken to comply with such conditions as the Board may prescribe either generally or in any particular case from time to time.
- (d) Satisfactorily demonstrate to the Board that they have a sufficient combination of qualifications and experience to meet the requirements of an Associate Fellow as set by the Board from time to time. This will include summative consideration of:
  - recognised qualifications in health management with higher recognition given
  - to courses accredited by the College
  - other health management qualifications
  - health management experience
  - senior health management experience
  - executive health management experience
  - health management academic experience
  - clinical experience
  - board experience in the health sector
  - other professional qualifications
  - contributions to the health management profession

**10.8.2** The Board may on written application on the prescribed form admit to membership with the status of “Associate Fellow” a member of any organisation or body elsewhere in the world which in the opinion of the Board has similar objects and aims to the College and where such member, in the opinion of the Board, holds a status in that organisation similar to that of an “Associate Fellow” in the College.

#### **10.9 Admission to “Fellow” Category**

**10.9.1** An applicant for admission to the status of “Fellow” or advancement from the status of “Associate Fellow” to the status of “Fellow” shall:

- (a) apply in writing to the Board on the prescribed form;
- (b) satisfy the Board that they are a fit and proper person to be a “Fellow”;
- (c) have completed a course of study approved by the Board;
- (d) have either passed the prescribed examination or are able to demonstrate an appropriated depth of sustained senior management expertise through a prescribed application process.
- (e) comply with such conditions and possess such qualifications as the Board may prescribe either generally or in any particular case.

**10.9.2** The Board may, on written application on the prescribed form, admit with the status of “Fellow” a member of any organisation or body elsewhere in the world which in the opinion of the Board has similar objects and aims to the College and where such member, in the opinion of the Board holds a status in the organisation similar to that of a “Fellow” in the College.

#### **10.10 Admission to “Student” Category**

**10.10.1** An applicant for admission to the status of “Student” shall:

- (a) apply in writing to the Board on the prescribed form;
- (b) satisfy the Board that they are eligible and are a fit and proper person to be admitted to the status of “Student”;
- (c) either be undertaking a graduate or undergraduate or vocational course of study approved by the Board in a health management or management stream; and are yet to embark on a full-time adult life career; and
- (d) undertake to comply with such conditions as the Board may prescribe either generally or in any particular case from time to time.

#### **10.11 Advancement/Admission Refusal**

**10.11.1** The Board may refuse to admit or advance as a member any person, persons or organisation. If an applicant’s request for admission or advancement is rejected, a panel comprising representatives of the Board will be formed to review the application and make a recommendation to the Board. The review panel will aim to be representative of diverse professional backgrounds and geographies and will include both genders. The decision of the Board shall be final.

#### **10.12 Life Members**

**10.12.1** The Board may by unanimous vote of those present and eligible to vote, elect as a “Life Member” any member who in its opinion has rendered conspicuous service to the College. Nominations may only be made by a Branch Council. “Life Members” are not required to pay annual subscriptions.

#### **10.13 Honorary Fellow**

**10.13.1** The Board may by unanimous vote of those present and eligible to vote, confer the status of “Honorary Fellow” on a person who has made a notable contribution to health service management. “Honorary Fellows” do not have to pay annual subscriptions and shall not have voting rights for elections or for general meetings.

#### **10.14 Post Nominals**

**10.14.1** Members may indicate membership and Category status in the College by either the following words or post nominal initials:

- (a) "Member" – **MCHSM**
- (b) "Associate Fellow" - **ACHSM**;
- (c) "Fellow" - **FCHSM**;
- (d) "Honorary Fellow" - **FCHSM (Hon)**; or
- (e) "Life Member" - Category post nominal status initials plus (**Life Member**). The Category of "Student" does not attract a post nominal.

**10.14.2** Members in the categories of Associate Fellow and Fellow who have attained College Certification and continue to maintain that Certification consistent with any applicable policy will have the right to use the following additional postnominals relating to Certification:

- (a) CHM for Associate Fellows
- (b) CHE for Fellows

### **10.15 Certificates of Membership**

**10.15.1** Every member shall be entitled to a certificate of membership of the College specifying Category status.

**10.15.2** Such certificate shall bear the common seal of the College, be serially numbered and signed in manuscript by the President or Vice-President and the Chief Executive Officer.

**10.15.3** A Register of all certificates issued shall be recorded in a register at the National Office of the College

**10.15.4** Every certificate shall remain the property of the College and the Board shall be at liberty at any time to call for and compel its production and delivery.

**10.15.5** Upon demand in writing by the CEO, any person ceasing to be a member shall return the certificate of membership for cancellation or destruction provided that the Board may waive this requirement in approved cases.

**10.15.6** If any person neglects or refuses to deliver the certificate on demand, the Board may institute legal or other proceedings for its recovery.

### **10.16 Lost or Defaced Certificates**

**10.16.1** Where a membership certificate is lost, defaced, or destroyed a member may apply to the Board for the issue of a new membership certificate.

**10.16.2** The member must tender to Board a statutory declaration affirming the loss or destruction of the original membership certificate. Upon production of such proof by a Statutory Declaration to the satisfaction of the Board, and on the giving of such indemnity as the Board shall deem to be adequate a member may be issued with a new certificate.

**10.16.3** On the issue of a new membership certificate the member shall be liable for payment of such sum as may be prescribed by the Board together with all costs and expenses of and incidental to the issue of a new membership certificate.

### **10.17 Appeals against Rejection or Termination of Membership**

**10.17.1** A person whose application for membership has been rejected, or whose membership has been terminated, may give the CEO of the College written notice of their intention to appeal against the decision.

**10.17.2** A notice of intention to appeal must be given to the CEO within 30 days after the person receives written notice of the decision.

**10.17.3** If the CEO receives a notice of intention to appeal, the CEO must, within three months after the day

of receipt, call an Extraordinary Meeting of the Board to decide the appeal.

- 10.17.4** At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 10.17.5** The Directors of the College who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership terminated. The Board may delegate the powers to hear such matters and make recommendations.
- 10.17.6** An appeal must be decided by a vote of the members present at the extraordinary meeting;
- 10.17.7** If a person whose application has been rejected does not appeal against the decision within 30 days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the CEO must, as soon as practicable, refund the application fee paid by the person.

## **10.18 Register of Members**

- 10.18.1** The College Membership Registrar (where appointed) or CEO shall keep an up-to-date Register of Members; this Register shall be in a database format approved by the Board.
- 10.18.2** The Register of Members will be managed in full compliance with the Privacy Act 1988.
- 10.18.3** The Register of Members must be available for inspection at all reasonable times by a College member (in so far as it relates to that member) or by an officer or authorised delegate of the Board.
- 10.18.4** The Membership Registrar or CEO (as the case may be) shall submit to each Board meeting a summary report on membership and adjustments to College Membership Register.
- 10.18.5** Every Member must provide the College with their preferred contact details including a valid email address and mobile number for receipt of notices and for use in electronic voting. The Member must promptly advise the CEO of any change in the member's email address.

## **11 NATIONAL MEMBERSHIP REGISTRAR**

### **11.1 Purpose**

- 11.1.1** 11.1.1. The Board in conjunction with the Company Secretary/CEO and Branch Councils may establish the position of National Membership Registrar, and specify the responsibilities of a Director of the College appointed to this position.

### **11.2 Membership Registrar**

- 11.2.1** The Board may appoint a Director to the role of National Membership Registrar.
- 11.2.2** The responsibilities of the National Membership Registrar are to:
  - (a) oversee the membership data base and contribute to updating its contents;
  - (b) liaise with the CEO and any employee of the College or data input agency contracted by the College to ensure changes to the membership data base are free from error and are made in a timely manner;
  - (c) ensure that current membership lists are made available to Branch Councils at least at monthly intervals, or as they may require. Such lists will be in a format that allows for subsidiary reports to be produced;
  - (d) liaise with the National Treasurer as required about payments into the College's accounts;
  - (e) submit a Membership Report for consideration at each meeting of the Board and/or Branch Councils of the College;
  - (f) liaise as necessary with the members of any Executive sub-committee about membership matters;
  - (g) oversee the preparation and dispatch of annual membership renewal reminders;
  - (h) oversee and report to the Board on the achievement/progress of member- growth targets;

and

- (i) deal with any other membership matters as required by the Board/Branch.

## 12 PROFESSIONAL STANDARDS AND POLICIES

### 12.1 Policy Generally

- 12.1.1** The Board shall give high priority to setting and regularly reviewing the College's Rules and policies which determine the currency, quality and effectiveness of the governance and professional standards of the College and its members, as reflected in the Objects of the College and Code of Conduct.
- 12.1.2** Branch Councils shall also regularly assess such standards and policies and ensure that any desirable review is considered.

### 12.2 Confidentiality

- 12.2.1** No member or employee of the College shall, without the authority of the Board publish or communicate to any person not authorised by the Board to receive the same, any matter or thing purporting to be the policy of the College or otherwise is material that is privileged or confidential.
- 12.2.2** The College will appropriately manage any information relating to any member or intending or past member of the College, in accordance with the *Privacy Act 1988*.

## 13 FINANCIAL MANAGEMENT

- 13.1** **Financial Year** - The financial year of the company is from 1 July to 30 June.
- 13.2** The funds of the College must be kept in an account in the name of the College in a financial institution approved by the Board.
- 13.3** The signatories or authorities (in the case of electronic banking) of the College's annual accounts and report and other formal document shall be authorised by the Board from time to time. Signatures, authorities and financial delegations and authorization standards are provided in **Rule 13.10**.
- 13.4** The Board shall establish and maintain financial policies to facilitate and guide the financial management of the College. These policies shall include an Investment policy and a Pricing policy.
- 13.5** The accounts of the College shall be recorded on an Australian Standard, auditor- approved electronic accounting system which complies with obligatory reporting standards, legislation and Australian accounting standards.
- 13.6** Branches outside of Australia must comply with the corporate and financial standards applicable to the jurisdiction within which they operate.
- 13.7** Electronic banking may be used for College financial transactions, only when approved by the Board for College financial transactions and only through a method endorsed in writing to the Board by the College's Auditor.
- 13.8** Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the college.
- 13.9** All amounts must be deposited in the College's financial institution account as soon as practicable after receipt.
- 13.10** All financial signatories, financial delegations and electronic authorizations for financial transactions of the College are vested in any two of the following:
  - 13.10.1** President;
  - 13.10.2** the CEO;
  - 13.10.3** the Finance Manager;

- 13.10.4** Company Secretary;
  - 13.10.5** Treasurer; and
  - 13.10.6** another member authorised by the Board for that purpose in the College “Financial Delegations” Schedule, as established by the Board from time to time and subject to the limits established therein.
- 13.11** Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed and marked as "Not Negotiable".
- 13.12** Credit card procurements are permissible subject to the following conditions:
- 13.12.1** A credit card shall only be issued on the authorisation of the Board.
  - 13.12.2** The expenditure limit on any card for any one purchase shall not exceed \$3000 AUD unless a greater amount is authorised by the Board up to but not exceeding \$10,000 AUD.
  - 13.12.3** An amount equivalent to the combined limits (set out in Rule 13.12 (b) above) shall be held in reserve by the Board as security against the credit card limit amount.
- 13.13** Cash transactions are not preferred for College activity and must be authorised by the CEO.
- 13.14** All expenditure at Board or Branch level must be in accordance with the approved budget and approved or ratified at a Board or Branch meeting as the case may be – including the expenditures of regional groups.
- 13.15** The National Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- 13.15.1** the income and expenditure for the financial year just ended;
  - 13.15.2** the College assets and liabilities at the close of the year; and
  - 13.15.3** the mortgages, charges and securities affecting the property of the College at the close of the year;
- 13.16** The Treasurer must, as soon as practicable after the end of each financial year (or quarterly as the Board determines), ensure that the Business Activity Statement for the College is prepared and submitted by the due date to the Australian Taxation Office. Branches outside of Australia must comply with the taxation requirements within their own jurisdiction.
- 13.17** The Auditor must examine the statements prepared and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 13.18** The income and property of the College must be used solely in promoting the College’s Objects and exercising the College’s powers.

## **14 DOCUMENTS AND RECORDS**

- 14.1** The Board must ensure the safe custody and security of hard copy and electronic records registers, books, documents, instruments of title and securities of the College.

## **15 CODE OF CONDUCT & THE COLLEGE RULES**

- 15.1** **Policy** - The members of the College will maintain the highest levels of integrity, ethical behaviour, tolerance and compassion at all times and will ensure that their professional behaviour is consistent with the College’s Code of Conduct and these Rules.
- 15.2** Each College member, on joining the College, will be asked to agree that their behaviour will, at all times, comply with the College Code of Conduct as published by the Board from time to time.
- 15.3** The College Code of Conduct will be kept up-to-date by the Board and published on the College web pages. The Board and Branches shall ensure that all members are properly advised of the College’s Rules, Mission, Objects and Code of Conduct and any changes to them.
- 15.4** Breaches of the College Code of Conduct or Rules by any member that may bring disrepute to the College must be brought to the attention of the Board for investigation; The Board reserves the right to exercise its

disciplinary powers under the Constitution for any breaches of these Rules or the College Code of Conduct. (See **Rule 10.6 and Section 16** of these Rules).

- 15.5** The principles of fairness and natural justice will prevail in all matters of alleged serious misconduct and frivolous or vexatious allegations will not be tolerated.

## **16 COMPLAINTS AND DISCIPLINARY MANAGEMENT**

- 16.1** The Board will establish and maintain a “complaints register” in which will be recorded all complaints. This Rule is relevant to complaints that refer to the conduct of a member.

- 16.2** Complaints received by the Board or Branch Councils shall be handled in a professional and consistent manner. The following basic steps are provided for the Board and/or Branch Councils to follow:

- 16.2.1** take all reasonable steps to identify the risks to other individuals, the member concerned and to the College;
- 16.2.2** make an informed and reasonable assessment of the severity and frequency of the complaint and of the risks;
- 16.2.3** all complaints to be referred to the Board immediately;
- 16.2.4** develop and implement reasonable and fair control strategies to address associated risks;
- 16.2.5** implement remedial action to address the concerns raised; and
- 16.2.6** record the complaint and actions taken and secure the record with a view to the potential need for future reference.

### **16.3 Investigations**

- 16.3.1** Formal investigation of any complaint coming before the College against a College member shall only proceed under the authority and supervision of the Board.
- 16.3.2** The Board shall ensure discretion and confidentiality are maintained within the principles of fairness and natural justice.
- 16.3.3** A member shall not be disadvantaged in any way until investigations are complete and the Board has made a determination on the matter in question. The member should also not be disadvantaged in any way should the determination of the Board (or the courts, as the case may be) find in favour of the member. However, the Board reserves the right to suspend a member pending the outcome of an investigation.
- 16.3.4** The Board reserves the right, at any time, to hand an investigation over to the police, criminal justice agencies, or to its own panel or to a qualified and independent licensed investigator.
- 16.3.5** In the use of its own panel or independent licensed investigator, the Board will ensure the quality and competency of the investigation and require a report and recommendations on which the Board can make a determination of the matter.

### **16.4 Findings and Penalties**

- 16.4.1** **Findings.** The Board shall determine and announce the outcome of the matter in one of the following ways:
  - (a) a finding in favour of the member;
  - (b) a finding against the member; or
  - (c) a finding that the matter is "not proven" or "unresolved".
- 16.4.2** **Penalties.** A penalty will not be imposed by the Board in the case of a finding resulting in **sub-Rule 16.4.1(a) or (c)**.
- 16.4.3** As a general principle a penalty imposed by the Board for finding against a member as in **sub-Rule 16.4.1** must be equal to, and not in excess of, the severity of the proven offence.

- 16.4.4** Penalty options available to the Board include:
- (a) termination of membership of the College upon preparation of a special resolution;
  - (b) the member to provide written advice to the Board of their suitability to remain a member of the College;
  - (c) the requirement for the issue of a formal written apology by the member concerned to the victims of the offence; and/or
  - (d) a reduction in the Category status level held by the member.

**16.4.5** Once a determination is made, and if that determination is against the member, and a penalty is to be applied, the Secretary will immediately notify the member and the applicable Branch Council in writing of the Board's decision.

## **16.5 Appeals against disciplinary decisions**

**16.5.1** Members have the right to appeal disciplinary decisions made against them.

**16.5.2** The appeal must be submitted to the CEO in writing within 21 days of receipt of written advice of the adverse decision.

**16.5.3** The Board will then convene an independent panel of three members with the appropriate experience and expertise (and who are not current Directors of the College) to consider and decide the appeal.

**16.5.4** The decision of this panel will be final.

**16.5.5** The CEO will arrange the logistics to facilitate the appeal process.

## **16.6 Future Breaches**

**16.6.1** In the case of a re-offence by the same member, the Board will take into account the period that may have been free of offences of any kind and/or the nature of the previous offence/s in the context of the new offence in making their determination.

## **17 AMENDMENTS TO THE RULES**

**17.1** These Rules may be altered, revoked, added to, modified or otherwise changed at any time in the absolute discretion of the Board of the Company.

## APPENDIX 1 – LIST OF BRANCHES

Branch	Preferred minimum number of Branch Council members	Maximum number of Branch Council members
Australian Capital Territory	6	20
New South Wales	6	20
Northern Territory	6	20
Queensland	6	20
South Australia	6	20
Victoria / Tasmania	6	20
Western Australia	6	20
New Zealand	6	20
<b>Affiliate Organisation</b> Hong Kong College of Health Service Executives	6	20

## APPENDIX 2 – CATEGORY OF MEMBERSHIP

Category of Membership	Requirement
<b>Ordinary Member (Member) (MCHSM)</b>	Either be undertaking a course of study approved by the Board; or be in a health management position approved by the Board; and undertake to comply with such conditions as the Board may prescribe either generally or in any particular case from time to time.
<b>Associate Fellow (AFCHSM)</b>	Have satisfactorily completed a recognised qualification in health management approved by the Board; and or be able to demonstrate sufficient health management and associated experience through application on the prescribed form.
<b>Fellow (FCHSM)</b>	Have passed the prescribed examinations (unless the Board shall in any particular case dispense with such examinations or any of them) and comply with such conditions and possess such qualifications as the Board may prescribe either generally or in any particular case.
<b>Student</b>	Either be undertaking a graduate or undergraduate or vocational course of study approved by the Board in a health management stream; and are yet to embark on a full-time adult life career; and undertake to comply with such conditions as the Board may prescribe either generally or in any particular case from time to time.
<b>Life Member</b>	The Board may by unanimous vote of those present and eligible to vote, elect as a “Life Member” any member who in its opinion has rendered conspicuous service to the College. Nominations may only be made by a Branch Council. “Life Members” are not required to pay annual subscriptions.
<b>Honorary Fellow (Hon) FCHSM</b>	The Board may by unanimous vote of those present and eligible to vote, confer the status of “Honorary Fellow” on a person who has made a notable contribution to health service management. “Honorary Fellows” do not have to pay annual subscriptions and shall not have voting rights for elections or for general meetings.
<b>Certified Health Manager</b>	Associate Fellows who have satisfactorily completed the ACHSM Certification Program are also recognised as Certified Health Managers
<b>Certified Health Executive</b>	Fellows who have satisfactorily completed the ACHSM Certification Program are also recognised as Certified Health Executives

### APPENDIX 3 – LIST OF SPECIAL INTEREST GROUPS

Special Interest Group	Number of Members
Rural and Remote Health	30
E-Space Health	20
Health Facility Planning & Design	98

### APPENDIX 4 - LIST OF SPECIAL INTEREST GROUPS COMMITTEES

Special Interest Group Committee	Number of Members
Rural and Remote Health	5

### APPENDIX 5 – ACADEMIC MISCONDUCT

The College values integrity and honesty in all examination processes and assessments.

All examinees and trainees are subject to this professional obligation.

The College will deal with any allegations or determinations of academic fraud, misconduct, cheating, misrepresentation or plagiarisms. This applies to all assessments of the College, all assessments by trainees and examinees, and all examination processes.

In respect of any allegation of a breach of these obligations, the College may appoint an investigating officer to gather and consider evidence, including interviews of trainees, examinees, supervisors and examiners.

If the investigating officer determines that there has been no breach, no further action will be taken.

If the investigating officer is of the view that there is substance to the allegations, the College may appoint an “Academic Misconduct Committee” to consider the allegations. A trainee or examinee in relation to examinations are made will be informed of the allegations in detail and in writing, and asked to respond. The Trainee or examinee may be asked to appear in person before the Academic Misconduct Committee.

The Academic Misconduct Committee will otherwise act in accordance with the principles of natural justice, but will not be bound by the rules of evidence.

If the Academic Misconduct Committee upholds the allegations, it may impose one or more of the following outcomes:

- Reprimand
- Deprive the trainee or examinee of credit for the assessment or the exam
- Suspension
- Termination of traineeship and involvement in College programs.