



HL7 AUSTRALIA Inc. RULES and OBJECTS

Version 7.0 – March 2010

Approved at General Meeting 30 March 2010

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PART I - PRELIMINARY

1. **Name**

The name of the association shall be *HL7 Australia Inc.* ("**the association**").

2. **These rules**

- (1) These rules are framed in accord with the Australian Capital Territory *Associations Incorporation Act 1991* ("**the Act**").
- (2) These rules replace the model rules under the Act to the extent that such model rules might otherwise apply to the association.
- (3) Pursuant to section 31(2) of the Act, where these rules are silent on a matter, these rules are deemed to include any provision of the model rules (as amended from time to time) in relation to such matter.

Note: On its incorporation on 17 May 2002, the HL7 Australasia Users Group Incorporated (A03777) was registered as having adopted the "model rules" provided in the *Associations Incorporation Regulation 1991* (ACT). Subsequently, the association:

- in March 2010 - resolved to adopt and register these customised rules: - changing the association's name to HL7 Australia Inc, removing initial transitional provisions, updating provisions relating to membership classes and admission, member fees, office-bearers and the board (formerly Committee) and the election of the board, significantly amending many rules to meet needs that had emerged during the first eight years of operation as an association, and re-aligning them with relevant legislation.

3. **Interpretation of terms**

- (1) In these rules, unless a contrary intention appears:

"**adjunct board member**" means an adjunct board member appointed under rule 16(4);

"**associated entity**" means associated entity as defined in the *Corporations Act 2001* (Cth);

"**the board**" means the board of the association as constituted under Part IV of these rules;

"**board member**" means a person that is a member of the board as constituted under rule 16(1);

"**close of nominations**" means close of nominations as set out in rule 17(4);

"**corporate member**" means a member classed as an organisational member or benefactor member;

"**final date**" means a date and time determined by the board not earlier than 31 August in any year;

"**financial year**" means the year ending on 30 June;

"**HL7**" in relation to a product, service, standard or activity means HL7 International and/or the association;

"**HL7 International**" means Health Level Seven International Incorporated a not-for-profit corporation incorporated in New Jersey, USA that functions as a global health information standards development organisation with its head office in Ann Arbor, Michigan;

"**member**" means a member, however described, of the association;

"**model rules**" means model rules prescribed by the regulation under section 127(2)(a) of the Act;

"**secretary**" means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association;

"**relevant interest in HL7 products and services**" means being or having been engaged in, or having a professional or research interest in the implementation, application, development or other use of products and services provided by the association and/or HL7 International, and

"**the regulation**" means the *Associations Incorporation Regulation 1991* (ACT).

- (2) In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty; and
 - (c) the provisions of the *Legislation Act 2001* (ACT) apply to these rules in the same way as those provisions would apply if these rules were an instrument made under the Act.
- (3) In these rules unless the contrary intention appears:
- (a) a term used in these rules has the same meaning as in the Act;
 - (b) the singular includes the plural and vice versa;
 - (c) words indicating a gender include every other gender;
 - (d) a reference to a person generally includes a reference to a body corporate as well as to an individual;
 - (e) a reference to a rule, appendix or schedule is a reference to a rule, appendix or schedule in these rules;
 - (f) a reference to the objects of the association includes its objects, purposes and functions.
 - (g) "**including**" and similar expressions are not words of limitation; and
 - (h) the words "**in writing**" in a rule related to the sending or receiving of notices, votes or information shall be taken to include by electronic means, including web services and email, unless specifically noted to the contrary in the rule.
- (4) Under these rules the board (formerly "the Committee") has the functions of the committee of the association as defined in the Act and a reference to "the committee" in the Act or the regulation shall be read mutatis mutandis as a reference to the board.

PART II - OBJECTS AND PURPOSES OF THE ASSOCIATION

4. Objects, purposes and functions of the association

- (1) The association has the objects of:
- (a) facilitating adoption of e-health in Australia by promoting effective use of HL7 standards and products and supporting their enhancement to meet local needs; and
 - (b) working internationally with HL7 International and others to support and promote interoperability of health information systems through effective e-health standardization,

with a view to:

- (d) HL7 standards being used widely and consistently across the Australian health sector to facilitate effective interoperability and re-use of health information
 - (e) being recognised as the primary community body responsible for development, education, adoption and certification related to HL7 standards in Australia; and
 - (f) being a respected and influential both in Australia and internationally.
- (2) The association aims to operate in accordance with the following values:
- (a) respecting and promoting the expertise and commitment of our members;
 - (b) building communities of interest and contributing positively to dialogue amongst stakeholders
 - (c) being open, inclusive, transparent, consensus-building and ethical; and
 - (d) continuously seeking improvement through pursuit of contemporary best practice in standardization and corporate governance.
- (3) The association seeks to achieve these objects by use of its powers and functions to:
- (a) build capability in the use of HL7 standards and products in Australia by:
 - (i) developing and delivering education and training;
 - (ii) raising health leadership awareness of HL7 standards, products and activities and their merits;
 - (iii) providing certification for Australian e-health practitioners in the application of HL7 standards and products;
 - (iv) attracting HL7 and related e-health activities to Australia and ensuring their success; and
 - (v) providing support for Australian implementers of HL7 and related e-health standards,
 - (b) support e-health standardisation by:
 - (i) supporting adoption and consistent use of HL7 standards;
 - (ii) ensuring international HL7 standards and Australian localisations meet Australian users' needs;
 - (iii) promoting harmonisation between HL7 International and other standards organisations;
 - (iv) delivering effective e-health interoperability support programs; and
 - (v) encouraging and supporting third party certification of health information systems against HL7 standards,
 - (c) fulfil its obligations under its affiliate agreement with HL7 International and enhance the presence of HL7 International and the association in the Asia/Pacific region,
 - (d) build and improve the association, its governance, communication, transparency, accountability and influence, and
 - (e) conduct events, provide products, services and facilities and do all things that may be incidental to the effective achievement of the above objects, purposes and functions.

PART III - MEMBERSHIP

5. *Membership classes*

- (1) Members of the association shall be classed as individual members, organisational members, benefactor members and honorary life members with each class of member in column 1 of table 1 having the corresponding membership qualification set out in column 2 of table 1 and the corresponding governance privileges set out in column 3 of table 1.

Membership Class	Membership qualification	Governance privileges
Individual member	A natural person that has a relevant interest in HL7 products and services, is accepted by the board as an individual member, and pays the annual membership fee for an individual member.	One vote/proxy at general meetings Ability to nominate candidates for board elections and to accept nomination
Organisational member	An organisation that has a relevant interest in HL7 products and services, is accepted by the board as an organisational member, and pays the annual membership fee for an organisational member.	Up to three votes at general meetings each of which may be exercised by proxy or by a corporate nominee voting in person or by proxy. Each corporate nominee may also: <ul style="list-style-type: none">- nominate candidates for election to the board- accept nomination as a candidate for election to the board
Benefactor member	An organisation that has a relevant interest in HL7 products and services, is accepted by the board as a benefactor member, and pays the annual membership fee for a benefactor member.	Up to six votes at general meetings each of which may be exercised by proxy or by a corporate nominee voting in person or by proxy. Each corporate nominee may also: <ul style="list-style-type: none">- nominate candidates for election to the board- accept nomination as a candidate for election to the board
Honorary life member	A natural person that has rendered outstanding meritorious service to the association and has been appointed by the members as an Honorary Life Member (by simple majority) at a general meeting of the association for which notice of the proposed appointment was given.	As for an individual member

Table 1

- (2) Additional classes of members, if recommended by the board, may be created from time to time by resolution of the members in general meeting.

6. *Conditions of membership*

- (1) A person (including an organisation) is a member if they have:
- applied for membership;
 - paid the prescribed membership fee or fees;
 - affirmed its agreement to comply with the principles and provisions of these rules including the objects of the association;

- (d) been approved by the board as:
 - (i) meeting the requirements for membership; and
 - (ii) not potentially hindering furthering the objects of the association, and
- (e) not ceased to be member under subrule (5).
- (2) A member shall be responsible for advising the secretary in writing whenever the member's contact details change, so that the secretary can maintain the membership register.
- (3) Members that have not paid their membership fees by the final date cease to be members, unless the board decides to offer a period of grace for a nominated special reason.
- (4) Except as provided in rule 10, membership is not normally transferable to another person.
- (5) A person ceases to be a member if the person:
 - (a) dies;
 - (b) being a body corporate, is wound up or otherwise ceases to be incorporated;
 - (c) resigns from membership of the association;
 - (d) is expelled from the association; or
 - (e) fails to renew membership of the association by the final date or such later date as may be determined by the board under subrule (3).
- (6) Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (7) A right or privilege which a person has by reason of being a member of the association terminates upon cessation of the person's membership.

7. Applications for membership

- (1) A person ("applicant") may apply for membership of the association by:
 - (a) submitting an application in writing to the secretary in a form approved by the board (including any electronic form provided by the association on its website) and addressing the requirements of Schedule 1; and
 - (b) paying the applicable membership subscription and any entry fees
- (2) Subject to the other provisions of these rules including subrule (3), membership applications shall be reviewed and approved or rejected in accordance with a documented process determined from time to time by the board, which may, at its discretion include provisions for membership applications to be approved on behalf of the board by one or more board members designated by the board for the purpose.
- (3) An application may only be rejected by formal resolution of the board.
- (4) If an application for membership is rejected:
 - (a) any fees paid by the applicant must be refunded;
 - (b) the secretary must cause the applicant to be notified of the rejection in writing; and
 - (c) the board need give no reason for the rejection.
- (5) If an application for membership is approved, the secretary must cause:
 - (a) the name and other details of the applicant to be entered in the register of members at which time the applicant becomes a member of the association;
 - (b) the applicant to be advised of the approval; and

- (c) a tax invoice and receipt for any fees paid to be given to the applicant (if this has not been previously done).

8. Resignation of membership

- (1) A member may resign from membership of the association by giving written notice to the secretary.
- (2) The resignation of a member takes effect on the date of receipt of the notice of resignation by the association or any later date provided in the notice.
- (3) Except as otherwise provided in subrule (4), if a member resigns or otherwise ceases to be a member, any amounts payable by the member to the association (including unpaid membership fees) shall become a debt due and owing to the association on the date of resignation and shall be recoverable as a debt.
- (4) Where a member resigns or dies before the final date in any financial year, any annual membership subscription that would otherwise be payable for that financial year is to be waived by the association.

9. Corporate members and corporate nominees

- (1) By application under rule 7, organisations including companies, associations and other bodies corporate, enterprises, firms, partnerships, clubs, academic institutions, research institutions, government departments and government agencies may become corporate members in either one of two membership classes:
 - (a) organisational member; or
 - (b) benefactor member.
- (2) In order to participate in the activities and governance of the association, a corporate member may from time to time nominate a natural person to be one of the corporate member's corporate nominees. The maximum number of corporate nominees which a corporate member may have at any time is the same as the number of votes that the member may exercise at a general meeting under rule 5(1) and table 1.
- (3) The nomination by a corporate member of a person (or persons) as a corporate nominee (or corporate nominees) must:
 - (a) be in writing (including by electronic means) addressed to the secretary;
 - (b) contain the following information for each person proposed as a corporate nominee:
 - (i) full name;
 - (ii) position or affiliation with the member organisation;
 - (iii) telephone and, or mobile number;
 - (iv) email address;
 - (v) postal address (including delivery point, where applicable); and
 - (vi) the full name of any previously accepted corporate nominee for the corporate member that is to be replaced by the person, and
 - (c) include an affirmation that, as an agent of the corporate member, each corporate nominee is bound by the rules of the association and agrees to further its objects; and
 - (d) be endorsed by a clearly identified senior officer of the corporate member (who may also be one of the persons nominated, where appropriate).
- (4) Nominations of persons as corporate nominees shall be reviewed and accepted or rejected in accordance with a process determined from time to time by the board.

- (5) The nomination of a person as a corporate nominee may be rejected:
 - (a) by the secretary (or his/her delegate) where:
 - (i) the nomination is incomplete; or
 - (ii) approval of the nomination would cause the corporate member to exceed its allowed maximum number of corporate nominees; or
 - (iii) the person nominated is ineligible, already being recorded as a corporate nominee for another corporate member, or
 - (b) by formal resolution of the board in which case the board need give no reason for the rejection.
- (6) The secretary must advise the corporate member in writing when the nomination of a person as a corporate nominee is accepted or rejected.
- (7) If the nomination of a person as a corporate nominee is accepted, the secretary shall cause:
 - (a) the name and other details of the person to be entered into an appendix to the register of members maintained for the purpose at which time the nomination and any consequential changes become effective (including discontinuing the privileges of any previously accepted corporate nominee replaced by the person); and
 - (b) the corporate nominee to be advised of the acceptance of the nomination and the terms, if any, under which the association has accepted the nomination.
- (8) A person may not be a corporate nominee for two or more different corporate members at the same time.
- (9) A person who is a corporate nominee may also be an individual member of the association and may concurrently but separately exercise the privileges of a corporate nominee and an individual member.
- (10) Corporate members must:
 - (a) ensure that the persons they have nominated as their corporate nominees remain appropriate; and
 - (b) advise the secretary promptly of any changes of corporate nominee required by the corporate member.
- (11) A person ceases to be a corporate nominee for a corporate member, if:
 - (a) the person dies;
 - (b) the corporate member ceases to be a member of the association;
 - (c) the corporate member gives notice to the association that the person is no longer its corporate nominee; or
 - (d) the person gives notice to the association that the person is relinquishing the role of corporate nominee for the corporate member.
- (12) Any notice given under subrule (11) comes into effect on the date set out in the notice and, if no such date is set out in the notice, on receipt of the notice by the secretary.
- (13) Where a person is the corporate nominee for a corporate member, that person has the right to attend general meetings and to exercise one vote (in person or by giving a proxy) on behalf of the corporate member and the corporate member agrees to be bound by the actions or omissions of the person while acting or purporting to act as the corporate nominee for the corporate member.

- (14) Where, at any time, a corporate member has the right to appoint a corporate nominee under these rules but has not done so, the corporate member may by notice to the secretary within the time allowed under rule 35 appoint a proxy to exercise a vote that would otherwise be available for exercise by such a corporate nominee. [*Note.* A corporate member may appoint several proxies under this rule, if several corporate nominee positions are vacant].
- (15) The nomination of a corporate nominee must have been received by the secretary at least three clear days before a meeting (i.e. three days excluding the date of nomination and the date of the meeting) for the corporate nominee to be eligible to vote at the meeting.
- (16) The association is entitled to rely on its records and processes to determine whether or not a person may act as a corporate nominee in any particular situation and any such determination and, or the consequences of such a determination may not, to the extent permitted by law, be challenged by any person.
- (17) The association must distribute to corporate nominees all documents distributed to individual members (other than membership subscription notices) at the same time and in the same manner as such documents are distributed to individual members.
- (18) On production of identification or credentials acceptable to the association, any employee of a corporate member (in addition to its corporate nominees) is entitled to participate in any events and activity conducted by the association at the same prices as those advertised for individual members.
- (19) By notice in writing to the association, an organisational member may apply to upgrade its membership class to benefactor member on payment of the difference between the membership fee for a benefactor member and the membership fee for an organisational member, or such lesser amount as the board may determine, taking into account the time in the financial year at which the notice is received; however, if such notice is received after a requisition has been lodged for a general meeting or after notice has been given of a general meeting then the member does not receive the voting privileges of a benefactor member until the conclusion of all such general meetings.
- (20) By notice in writing to the association, a benefactor member may apply to downgrade to an organisational member and, if the notice is received before the final date in any financial year, it takes effect for that financial year, otherwise it takes effect from the first day of the next financial year. No refund of membership fees is payable in respect of a downgrade from benefactor member to organisational member.

10. *Transfer of membership*

- (1) Membership is only transferable where the board, in its absolute discretion:
 - (a) is satisfied that:
 - (i) a corporate member has requested in writing that its membership be transferred to an associated entity of the member as the result of a organisational restructure or takeover;
 - (ii) the associated entity has submitted membership information in the form required by the board, agrees to transfer of the membership on terms acceptable to the board and has affirmed its commitment to comply with the principles and provisions of these rules including the objects of the association, and
 - (iii) it is in the reasonable interests of the association that the transfer be approved, and
 - (b) approves the transfer.

- (2) In relation to a request for transfer of membership, the secretary shall:
 - (a) advise the corporate member requesting the transfer and its associated entity of the board's decision; and,
 - (b) if the board has approved the request, amend the membership register to reflect the transfer of membership and the associated changes in membership details.

11. Membership fees

- (1) The annual membership fees of the association are set out in schedule 2 and may be varied from time to time by resolution of the board ratified by a majority of members at a general meeting. Membership fees may be set at different rates for different classes of membership.
- (2) Annual membership fees are payable in respect of each financial year and become due and payable on 1st July each year.
- (3) When a person becomes a member of the association during the financial year the board may set a reduced membership fee for the member for the remaining part of that financial year or may credit portion of the membership fee paid by the member toward the membership fee payable by the member in the following financial year.

12. Members liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 11.

13. Disciplining of members

- (1) Where the board is of the opinion that a member:
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association,the board may, by resolution:
 - (c) expel the member from the association; or
 - (d) suspend the member from such rights and privileges of membership of the association as the board may determine for a specified period.
- (2) A resolution of the board under subrule (1) is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the board passes a resolution under subrule (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution and the grounds on which it is based;
 - (b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the board at or prior to the date of that meeting written representations relating to the resolution.

- (4) Subject to section 50 of the Act, at a meeting of the board mentioned in subrule (2), the board shall:
 - (a) give to the member mentioned in subrule (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the board by that member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the board made under subrule (1).
- (5) Where the board confirms a resolution under subrule (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 14.
- (6) A resolution confirmed by the board under subrule (4) does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with rule 14(4).

14. *Right of appeal of disciplined member*

- (1) A member may appeal to the association in general meeting against a resolution of the board which is confirmed under rule 13(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice under subrule (1), the secretary shall notify the board, which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a general meeting of the association convened under subrule (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the board and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under rule 13(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 13(4), that resolution is confirmed.

PART IV - THE BOARD

15. *Powers of the board*

The board, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting:

- (a) controls and manages the affairs of the association;
- (b) may exercise all functions as may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and

- (c) has power to perform all acts and do all things as appear to the board to be necessary or desirable for the proper management of the affairs of the association.

16. Constitution and membership of the board

- (1) The board consists of -
 - (a) the chairman;
 - (b) the treasurer;
 - (c) the secretary; and
 - (d) four ordinary board members,each of whom shall be elected pursuant to rule 17 or appointed in accordance with subrule (3); and also
 - (e) any adjunct board members that may be appointed by the board pursuant to subrule (4) up to a maximum of two at any time.
- (2) Subject to these rules, each board member holds office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election or re-appointment.
- (3) In the event of a vacancy among the elected board members, the board may appoint a member of the association or a corporate nominee to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting after the date of appointment.
- (4) Subject to the other provisions of these rules and by unanimous resolution the board may at any time resolve to appoint any natural person as an adjunct board member to provide identified skills and/or capabilities to the board as a voting board member for a defined period up to but no longer than the conclusion of the annual general meeting after the adjunct board member's appointment. A person may be reappointed as an adjunct board member for further periods under this subrule.
- (5) The board may at any time co-opt any person (whether a member, corporate nominee or non-member) to participate in board meetings as a non-voting advisor to the board. Such a person is not a board member.
- (6) At no point in time can two board members be employees or corporate nominees of a single organisation or of organisations that are associated entities. Should an election of board members result in a potential breach of this rule, the affected candidate(s) having the least number(s) of votes must withdraw their candidature in order to satisfy this rule. At any other time should it be discovered that this rule is breached, the board members are to resolve the breach, giving preference to elected board members over any board members appointed by the board under subrules (3) and (4).
- (7) Each board member (including a corporate nominee elected to the board) has a fiduciary duty to act at all times in the interests of the association as a whole and, in exercising functions as a board member, is not to act as a representative of any particular member, group of members and, or non-members and is not to give preference to the interests of him/herself, and, or any particular member, group of members and, or non-members over the interests of the association as a whole.
- (8) Where a person who, at the time of their nomination to the board, was a corporate nominee for a corporate member, is elected to the board and:
 - (a) the corporate member ceases to be a member of the association; or
 - (b) the person ceases to be a corporate nominee for that corporate member,

that person continues to be eligible to continue as a board member (subject to the other provisions of these rules) provided that the person is or becomes:

- (c) a member of the association; or
- (d) a corporate nominee for a corporate member.

17. Election of board members

- (1) A natural person is eligible to be a candidate for election as a member of the board if at the close of nominations for the election of board members the person:
 - (a) is at least 18 years of age;
 - (b) is not ineligible by virtue of being:
 - (i) insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
 - (ii) disqualified from holding office under section 63(1) of the Act,and the person is either
 - (c) a member of the association, or
 - (d) a corporate nominee for a corporate member of the association
- (2) The nomination of a candidate for election as a board member must:
 - (a) name the candidate and the office(s) for which the candidate is being nominated;
 - (b) be made in writing by at least two nominators each of which must be either a member of the association or a corporate nominee for a corporate member of the association;
 - (c) be signed by the nominators;
 - (d) have the written consent of the candidate; and
 - (e) be delivered to the secretary of the association by the close of nominations.
- (3) A candidate may not nominate himself or herself for election to the board but may nominate other candidates.
- (4) The close of nominations ("**close of nominations**") for election of board members is at 5 pm. on the seventh day before (but excluding) the day of the annual general meeting at which the election is to take place.

Note: This means that nominations for an election to be held, say, on Thursday 20th October must be lodged with the secretary by 5 pm on Thursday 13th October.

- (5) A candidate's nomination is not valid unless the candidate consents to act if elected and the nomination paper(s) and consent are received before the close of nominations.
- (6) Nomination and, or consent papers received at the association's published fax number by the close of nominations are deemed to have been received by the secretary at the time of receipt.
- (7) It shall be sufficient if a candidate indicates their consent to act on a nomination paper but the secretary may accept any other form of consent in writing that the secretary deems acceptable and such acceptance is final.
- (8) Each candidate for election may submit to the secretary in a form suitable for electronic distribution a document containing a photograph and up to 300 words summarising his or her qualifications, affiliations and statements supporting their candidature.

- (9) By the end of the third day before (but excluding) the day of the annual general meeting at which the election is to take place the secretary must have emailed to every member and posted on the association's website:
 - (a) a document listing the candidates standing for election to each position; and
 - (b) any documents submitted by candidates under subrule (8) and received by the secretary by the close of nominations (however, the secretary may exercise a discretion to email and/or post any such document received after the close of nominations but is under no obligation to do so).
- (10) Positions are to be filled in the following order and, if a candidate is elected to a position, any nominations of that candidate for subsequent positions are withdrawn:
 - (a) chairman;
 - (b) secretary;
 - (c) treasurer;
 - (d) ordinary board member positions
- (11) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (12) If insufficient further nominations are received, any vacant positions remaining on the board shall be deemed to be vacancies.
- (13) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (14) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (15) A ballot for the election of board members shall be conducted at the annual general meeting in accordance with rule 18 and otherwise in such manner as the board may direct.
- (16) A person may not simultaneously hold more than one position on the board.

18. Conduct of ballots

Ballots for the election of board members shall be conducted as follows:

- (1) The board is to appoint a person who is not a candidate in the election to act as returning officer for the ballot.
- (2) The returning officer must arrange for preparation, distribution, collection, counting and destruction of ballot papers.
- (3) Contested ballots are to be:
 - (a) conducted by secret ballot
 - (b) counted independently by at least two people who are not candidates in the ballot, one of which may be the returning officer
 - (c) reconciled with the results and final tallies being announced by the returning officer.
- (4) Where there are more than two candidates for a single position, optional preferential voting is to be used.

- (5) Where there are multiple candidates for multiple positions (as in the election of ordinary board members):
 - (a) each voter is entitled to vote for any number of candidates up to but no more than the number of positions to be elected,
 - (b) any ballot paper containing more than the allowed number of votes is informal;
 - (c) those candidates up to the number of positions to be elected securing the largest number of votes on a first-past-the-post basis are to be declared the winners; and
 - (d) in the event of a tied vote, the final position(s) are to be decided by drawing lots.
- (6) A vote will be counted if the voting intention of the voter is clear to the returning officer, who may undertake any further review that he/she considers appropriate and whose decision is final.

19. Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary must keep minutes of:
 - (a) all elections of board members and appointments of office-bearers;
 - (b) the names of board members present at a board meeting or a general meeting; and
 - (c) all proceedings at board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be accepted by a vote and be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

20. Treasurer

The Treasurer of the association must ensure that -

- (a) all moneys due to the association are collected and received;
- (b) all payments are approved by the board or by the association in general meeting;
- (c) all payments are authorised in accordance with these rules; and
- (d) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

21. Vacancies

- (1) For the purposes of these rules, a vacancy in the office of a board member occurs if the board member-
 - (a) dies;
 - (b) not being a corporate nominee, ceases to be a member of the association;
 - (c) resigns the office;
 - (d) is removed from office pursuant to rule 22;
 - (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (f) suffers from mental or physical incapacity;
 - (g) is disqualified from office under section 63(1) of the Act; or
 - (h) is absent without the consent of the board from all meetings of the board held during a period of 6 months.

22. Removal of board members

The association in general meeting may by resolution, subject to section 50 of the Act, remove any board member from the office of board member before the expiration of the board member's term of office.

23. Board meetings and quorum

- (1) The board must meet at least 3 times in each financial year at such place and time as the board may decide.
- (2) Additional meetings of the board may be called by any board member.
- (3) Oral or written notice of a meeting of the board must be given by the secretary to each board member at least 48 hours (or such other period as may be unanimously agreed upon by the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the board members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 board members of which no more than one may be an adjunct board member constitute a quorum for the transaction of the business of a meeting of the board.
- (6) No business may be transacted by the board unless a quorum is present. If within 30 minutes after the time appointed for the meeting, a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the board the chairman presides and, if the chairman is absent, the board members that are present must choose a board member to preside.

24. Delegation by board to sub-committee

- (1) The board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association and such other persons as the board thinks fit) the exercise of the functions of the board that are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the board by the Act, by any other Territory law or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the board.

- (6) The board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25. *Voting and decisions*

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board shall be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each board member present (in person or by electronic communications) at a meeting of the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Each member of a subcommittee present at a meeting of the subcommittee including the person presiding at the meeting is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (4) To the extent otherwise permitted by law, any action done by the board or by a sub-committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

PART V-GENERAL MEETINGS

26. *Holding of annual general meetings*

- (1) The board must within five months after the expiration of each financial year, convene an annual general meeting of the members.
- (2) Subrule (1) has effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

27. *Calling of and business at annual general meetings*

- (1) The annual general meeting of the association shall, subject to the Act, be called on the date and at the place and time the board considers appropriate.
- (2) The business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the board reports on the activities of the association during the preceding financial year;
 - (c) to elect board members, including office-bearers;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under section 73 (1) of the Act; and
 - (e) any other business which the board may determine.
- (3) An annual general meeting shall be specified as such in the notice convening it.
- (4) An annual general meeting must be conducted in accordance with the provisions of this Part.

28. *Calling of general meetings*

- (1) The board may, whenever it thinks fit, call a general meeting of the association.
- (2) The board shall, on the requisition in writing of not less than 5 per cent of the total number of members, call a general meeting of the association.
- (3) A requisition of members for a general meeting must:
 - (a) state the purpose or purposes of the meeting;
 - (b) be signed by the members making the requisition; and
 - (c) be lodged with the secretary.
- (4) If the board fails to call a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may call a general meeting to be held not later than three months after that date.
- (5) A general meeting convened by a member or members referred to in subrule (4) must be called as nearly as is practicable in the same manner as general meetings are called by the board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

29. *Notices*

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give each member and corporate nominee notice of the meeting specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member and corporate nominee in the manner provided in subrule (1) specifying, in addition to the matter required under that subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 27(2).
- (4) A member or corporate nominee desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member or corporate nominee.

30. *Procedure and quorum at general meetings*

- (1) No item of business may be transacted at a general meeting unless a quorum of persons entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five persons present in person (being persons entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members shall be dissolved and in any other case stands adjourned to the same day in the following week at the same time and place unless another place and, or time is communicated by written notice to members given before the day to which the meeting is adjourned.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than three) shall constitute a quorum.

31. *Presiding member and minute takers*

- (1) If present, the chairman, or in the absence of the chairman, another board member, presides at each general meeting of the association. Where there is more than one board member present, the board members present must elect one of their number to preside at the meeting.
- (2) If the chairman and the other board members are absent from a general meeting, those persons who are present and entitled to vote must elect one of their number to preside at the meeting.
- (3) If the secretary is not present and has not appointed a person to take the minutes, the meeting must appoint a person to minute the proceedings of the meeting.

32. *Adjournment*

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each person entitled to vote at the meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subrules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33. *Making of decisions*

- (1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three persons entitled to vote in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

34. Voting

- (1) Subject to subrule (3), upon any question arising at a general meeting of the association each member or corporate nominee has one vote only.
- (2) All votes shall be given by voting in person or by proxy but no member or corporate nominee may hold more than five proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

35. Appointment of proxies

- (1) Each person entitled to vote at a general meeting shall be entitled to appoint another member or corporate nominee as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must address the requirements of schedule 3.

PART VI - MISCELLANEOUS

36. Source of funds

- (1) The funds of the association shall be derived from annual membership fees, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, any other sources that the board decides.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account(s).
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Management of funds

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the board determines.
- (2) All electronic payments and cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the board.

38. Alteration of objects and rules

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

39. Common seal

- (1) The common seal of the association, must be kept in the custody of the secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signatures of two members of the board.

40. Custody of books

Subject to the Act, the regulation and these rules, the secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

41. Inspection of books

The records, books and other documents of the association must be open to inspection at a place in Australia, free of charge, by a member of the association at any reasonable hour.

42. Service of notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon a member or corporate nominee (in either case **'the recipient'**) either personally or by sending it by post, facsimile or electronic mail to the recipient at the recipient's address, facsimile number or e-mail address shown in the register of members.
- (2) Where a notice is sent to a person by properly addressing, prepaying and posting to the person a letter containing the notice, the notice shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post
- (3) A notice sent by facsimile transmission shall be deemed to have been given at the time that the machine on which the notice is sent reports in writing that the notice has been transmitted satisfactorily.
- (4) Where a notice is sent to a person by electronic mail, the document shall, unless the contrary is proved, be deemed to have been served on the person at the time at which the electronic mail would have been delivered in the ordinary course of electronic mail transmission or, if available, the date and time of an electronic mail return receipt.

43. Surplus property

- (1) If the association is wound up under section 92 of the Act, any surplus assets are to vest in the Health Informatics Society of Australia Limited (HISA) ABN80 097 598 742.
- (2) At any general meeting of the association, the association may by special resolution nominate-
 - (a) another association for the purpose of this rule and section 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of this rule and section 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the association.
- (2) An association nominated under subrule (2)(a) must fulfil the requirements specified in section 92(2) of the Act.

44. Transitional provisions

- (1) On the date that these revised rules come into force:
 - (2) The President shall become the chairman;
 - (3) A person serving under the former model rules as Vice President of the association shall continue as a board member until the conclusion of the next annual general meeting after these rules are adopted or until that person otherwise ceases to be a board member, in which case the board may fill the position as a casual vacancy under rule 16(3).
- (b) a reference to the former Committee of the association or to an action of the Committee (whether done as a "Committee" or as a "Board") shall be respectively interpreted as a reference to the board or to an action of the board under these rules.

Note: The next page commences with Schedule 1.

Schedule 1 – Content of membership applications

All applications for membership of the association are to include:

- (a) The legal name of the individual/organisation applying for membership ('the applicant');
- (b) Valid postal address for correspondence and notices;
- (c) Valid email address (as the principal mode of routine contact);
- (d) Telephone and/or mobile number;
- (e) Fax number (if available);
- (f) Applicant's ABN (if available);
- (g) An affirmation that the applicant agrees to be bound by the rules of the association and to further its objects; and

for an individual member:

- (h) the name of the applicant's firm or current employer, and

for a corporate member:

- (i) The name of the member's authorised contact person;
- (j) The position held by the member's authorised contact person
- (k) A valid telephone and/or mobile number on which the member's authorised contact person may be contacted (if different to that provided at item (b));
- (l) A valid email address for communication with the member's authorised contact person; and
- (m) The full names, position, telephone/mobile numbers and email addresses of the persons being nominated as the initial corporate nominees for the member.

Note: the remainder of this page is deliberately blank. The next page commences with Schedule 2.

Schedule 2 – Membership fees

1. The membership fees (including GST) for each class of member in the 2009/2010 financial year are as follows:

Membership Class	Membership fee	Entry fee
Individual member	\$90.00	\$0.00
Organisational member	\$350.00	\$0.00
Benefactor member	\$2,200.00	\$0.00
Honorary life member	\$0.00	\$0.00

2. Under rule 11(3), the board has resolved that, until further notice:
 - (a) Members joining the association in the months July through November pay the full amount of the annual membership fee for the current year, none of which is credited toward the following year's annual membership fee;
 - (b) Members joining the association in the months December and January, pay the full amount of the annual membership fee for the current year, 30% of which is available as a credit toward the following year's annual membership fee;
 - (c) Members joining the association in the months February, March and April pay the full amount of the annual membership fee for the current year, 50% of which is available as a credit toward the following year's annual membership fee; and
 - (d) Members joining the association in the months May and June pay the full amount of the annual membership fee for the current year, 70% of which is available as a credit toward the following year's annual membership fee; and
 - (e) A member that does not continue membership in the following year after joining is not entitled to a refund for any amount that would otherwise have been credited toward the the following year's annual membership fee.

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The next page commences with Schedule 3.

Schedule 3 – Requirements for proxies

A proxy may be submitted under rule 35 on the following form in hardcopy, by facsimile transmission or as an email attachment but in any case it should include the member's physical signature (or an electronic image of such signature).

HL7 Australia Incorporated ("the association")

Appointment of proxy for general meeting

I,

Full name

of

Address

being: (a) a member of HL7 Australia Inc.) delete
 or) as
 (b) a corporate nominee for ,) appropriate
 a member of HL7 Australia Inc.)

appoint

Full name of proxy

of

Address

as my proxy to vote for me on my behalf at the general meeting of the association.

to be held on (date/time)
 and at any adjournment of that meeting.

My proxy is authorised to vote:

For/against/abstain on:

For/against/abstain on:

For/against/abstain on:

For/against/abstain on:

For/against/abstain on:

(Insert details of resolutions if seeking to direct your proxy vote – otherwise leave blank.
 Attach sheet if insufficient space)

..... Date

(Signature of member appointing proxy)

Note A proxy vote may only be given to an individual who is a member of the association or who is a corporate nominee for a corporate member.