



Rules of Association

Effective from 20th July 2015

1. The name of the incorporated Association is the Australasian College of Health Informatics (ACHI) herein called the College.

2. (1) In these rules unless the contrary intention appears -

"Act" means the Victorian Association Act 1981; with amendments of 1st July 1998

"Executive" means the elected officers of the College

"Council" means the Executive plus elected ordinary Fellows

"financial year" means the year ending 30 June

"general meeting" means a general meeting of fellows and members convened in accordance with rule 12

"fellow" means a fellow of the College, as defined by a fellowship category

"ordinary fellow of the College is a fellow who is not an officer of the Association under rule 21

"member" means a member of the College, as defined by a membership category

"associate member" means a member of the college, as defined by a membership category

"student member" means a member of the College, as defined by a student membership category

"retired member" means a member of the College, as defined by a retired member category

"life member" means a member of the College, as defined by a life membership category

"regulations" means regulations under the Act

"relevant documents" has the same meaning as in the Act.

(2) In these rules, a reference to the Secretary of the College is a reference -

(a) to a person holding office under these rules as Secretary of the College - to that person; and

(b) in any other case, to the public officer of the College.

3. Alteration to these rules

These rules and the statement of purposes of the College must be adhered to except in accordance with the Act.

4. College Fellowship

(1) A person who applies and is approved for College fellowship, as provided in these Rules, is eligible to be a fellow of the College on:

(a) acceptance of academic and other supporting documentation and

- (b) required payment of the entrance fee and
 - (c) subscription payable under the rules
- (2) A person who is not a fellow of the College at the time of incorporation of the College (or who was a fellow at that time but since ceased to be a fellow) must not be admitted to fellowship unless -
 - (a) they apply for fellowship in accordance with the rule 4(1) ; and
 - (b) the admission as a fellow is approved by the Council
 - (3) An application of a person for fellowship of the College must -
 - (a) be made in writing;
 - (b) be lodged with the Secretary of the College.
 - (4) As soon as practicable after the receipt of an application, the Secretary must refer within four (4) weeks the application to the Council.
 - (5) The Council must determine, by means of the fellowship bylaws, the suitability and approval or rejection of an application.
 - (6) If the Council approves an application for College fellowship the Secretary must as soon as practicable, within four weeks,
 - (a) notify the applicant in writing of the approval for fellowship: and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's subscription.
 - (7) The Secretary must within 28 days after receipt of the amounts referred to in rule 4(6), enter the applicants name in the register of College fellows.
 - (8) An Applicant for fellowship becomes a fellow and is entitled to exercise the rights of fellowship when their name is entered in the register of fellows and annual fees are duly paid unless exemptions by Council apply.
 - (9) If the Council rejects an application, the Council must as soon as practicable and within one month, based on ACHI by-laws governing admission, notify the applicant in writing that the application has been rejected following peer-review assessment against the fellowship bylaws .
 - (10) Right, privilege or obligation of a person by reason of fellowship of the College.
If the Council approves an application for fellowship, the Secretary must, as soon as practicable, notify the fellow that the said fellowship -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of fellowship whether by death or resignation or otherwise and
 - (c) is applicable with annual fee payment
 - (11) The entrance fee is the amount set by the College Council.
 - (12) The annual membership fee is the amount set by the College Council
A subscription is payable in advance on or after 1 July of each year.

5. College Membership

- (1) A person who applies and is approved for College membership, including student and associate membership, as provided in these Rules, is eligible to be a member of the College on:
 - (a) acceptance of academic and other supporting documentation and
 - (b) required payment of the entrance fee and
 - (c) subscription payable under the rules
- (2) A person who is not a member of the College at the time of incorporation of the College (or who was a member at that time but since ceased to be a member) must not be admitted to membership unless -
 - (a) they apply for membership in accordance with the rule 5(1) ; and
 - (b) the admission as a member is approved by the Council
- (3) An application of a person for membership of the College must -
 - (a) be made in writing in the form set out in appendix 1;
 - (b) be lodged with the Secretary of the College.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Council.
- (5) The Council must determine, by means of membership bylaws, the suitability and approval or rejection of an application.

- (6) If the Council approves an application for College membership the Secretary must as soon as practicable, and in any case, within four weeks,
 - (a) notify the applicant in writing of the approval for membership: and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's subscription.
- (7) The Secretary must within 28 days after receipt of the amounts referred to in rule 4(6), enter the applicants name in the register of College members.
- (8) An Applicant for membership becomes a member and is entitled to exercise the rights of membership when their name is entered in the register of members and annual fees are duly paid.
- (9) If the College rejects an application, the Council must as soon as practicable and within one month, based on the membership bylaws , notify the applicant in writing that the application has been rejected following peer-review assessment against the membership bylaws.
- (10) Right, privilege or obligation of a person by reason of membership of the College.

If the Council approves an application for membership, the Secretary must, as soon as practicable, notify the member that the said membership -

 - (a) Is not capable of being transferred or transmitted to another person; and
 - (b) Terminates upon the cessation of membership whether by death or resignation or otherwise and
 - (c) Is applicable with annual fee payment
- (11) The entrance fee is the amount set by the College Council.
- (12) The annual subscription fee is the amount set by the College Council
A subscription is payable in advance on or after 1 July of each year.

6. Register of Fellows and Members

The Secretary must keep and maintain a register of fellows and members containing -

- (a) The name and address of each fellow or member and
- (b) The date on which each fellow or member's name was entered in the register.

The register is available for inspection free of charge by any fellow or member upon request.

A fellow or member may not make a copy of entries in the register.

7. Ceasing Fellowship or Membership

- (1) A fellow or member of the College who has paid all moneys due and payable by a fellow or member to the College may resign from the College by giving one months notice in writing to the Secretary of their intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) -
 - (a) the fellow or member ceases to be a fellow or member; and
 - (b) the Secretary must record in the register of fellows and members the date on which the fellow or member ceased to be a fellow or member; and
 - (c) the fellow or member may not access College credentials upon expiry of fellowship or membership

8. a. Discipline, Suspension and Expulsion of Fellows or Members

- (1) Subject to these Rules, if the Executive or Council is of the opinion that the fellow or member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a College fellow or member or prejudicial to the interests of the College, the Executive or Council may by resolution
 - (a) Fine the fellow or member an amount not exceeding \$500; or
 - (b) Suspend that fellow or member from fellowship or membership of the College for a specified period; or
 - (c) Expel that fellow or member from the College.
- (2) A resolution of the Executive under Rule 8(1) does not take effect unless
 - (a) at a meeting held in accordance with Rule 8(1) the Council confirms the resolution; and
 - (b) if the fellow or member exercises a right of appeal to the College under this rule, the College confirms the resolution in accordance with the rule.

- (3) A meeting of the Council or College to confirm or revoke a resolution passed under Rule 8(1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the fellow or member in accordance with the Rule 34.
- (4) For the purposes of giving notice in accordance with Rule 8(3), the Secretary must, as soon as practicable
 - (a) give the fellow or member, or their representative an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the fellow or member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (5) If at the meeting of the Council, the Council confirms the resolution, the fellow or member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the College in a general meeting against the resolution.
- (6) If the Secretary receives a notice under Rule 8(5), they must notify the Executive and Council must convene a general meeting of the College to be held 21 days after the date on which the Secretary received the notice.
- (7) At a general meeting of the College convened under Rule 8(6) -
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution; and
 - (c) the fellow or member, or their representative, must be given an opportunity to be heard; and
 - (d) the fellows or members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked
- (8) A resolution is confirmed if, at the general College meeting, not less than two thirds of the fellows and members vote in person, or by proxy, in favour of the resolution. In other case, the resolution is revoked.

b. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between -
 - (a) a fellow or member and another fellow or member; or
 - (b) a fellow or member and the College.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days hold a meeting in the presence of a mediator.
- (4) The mediator must be -
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement -
 - (i) in the case of a dispute between a fellow or member and another fellow or member, a person appointed by the Council of the College; or
 - (ii) in the case of a dispute between a fellow or member and the College, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria or Victorian Department of Justice
- (5) A fellow or member of the College can be a mediator
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9. Annual General Meeting

- (1) The Council or Executive may determine the date, time and place of the annual general meeting of the College.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be -
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive the Council reports upon transactions of the College during the last preceding financial year; and
 - (c) to elect officers of the College and the ordinary fellow(s) of the Council; and
 - (d) to receive and consider the statement submitted by the College in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these rules.

10. Special General Meetings

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Council or Executive may, whenever it thinks fit, convene a special general meeting of the College.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Council or Executive must convene a special general meeting before the expiration of that period.
- (5) The Council or Executive must, on the request in writing of fellows representing not less than 25% of the total number of fellows, convene a special general meeting of the College.
- (6) The request for a special general meeting must -
 - (a) state the objects of the meeting; and
 - (b) be signed by the fellows requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the Council or Executive does not cause a special general meeting to be held within one month after the due date on which the request is sent to the address of the Secretary, the fellows making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by the fellows, in accordance with this rule, it must be convened by the Council or Executive.

11. Special Business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these rules are ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of General Meetings

- (1) The Secretary of the College, at least 14 days, or if a special resolution has been proposed, at least 21 days before the date fixed for holding a general meeting of the College, must cause to be sent to each fellow and member of the College, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent -
 - (a) by prepaid post to the address appearing in the register of fellows; or
 - (b) by facsimile or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

- (4) A fellow intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at General Meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of fellows and members entitled under these Rules to vote is present at the time when the meeting considers that item.
- (2) Five fellows and/or members present (being fellows entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a meeting, a quorum is not present -
 - (a) in the case of a meeting convened upon the request of the fellows - the meeting must be dissolved; and
 - (b) in any other case - the meeting shall stand adjourned at the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the fellows given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the fellows present (not being less than 3) shall be the quorum.

14. Presiding at General Meetings

- (1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the College.
- (2) If the President and Vice President are absent from the general meeting, or are unable to preside, the fellows present must select one of their number to preside as Chairperson.

15. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of fellows present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in rule 13 it is not necessary to give notice of adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at General Meetings

- (1) Upon a question arising at a general meeting of the College, a fellow or member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A fellow or member is not entitled to vote at a general meeting unless all moneys due and payable by the fellow to the College have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at General Meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 fellows, it must be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of Determining whether a Resolution is carried

If a question arising at a general meeting of the College is determined by a show of hands -

- (a) a declaration by the Chairperson that a resolution has been -
 - (i) Carried; or
 - (ii) Carried unanimously; or
 - (iii) Carried by a particular majority; or
 - (iv) Lost; and
- (b) an entry to that effect in the minute book of the College
- (c) is evidence of the fact, without proof of number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

- (1) Each fellow is entitled to appoint another fellow as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be - for a meeting of the College convened under the rule 7(7), in the form determined by the College

20. College Management

- (1) The President shall manage the affairs of the College.
- (2) The Council -
 - (a) shall control and manage the business and affairs of the College; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all powers and functions as may be exercised by the College other than the powers and functions that are required by the Rules to be exercised by general meetings of the fellows and members of the College; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the College.
- (3) Subject to section 23 of the Act, the Council shall consist of -
 - (a) The four officers of the College;
 - (b) Three CouncillorsEach of whom shall be elected at the annual general meeting of the College in each year.

21. Officers of the College

- (1) The officers of the College shall be
 - (a) President;
 - (b) Vice-President
 - (c) Treasurer
 - (d) Secretary
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of the persons to any other offices referred to in sub-rule (1)
- (3) Each officer of the College shall hold office in the position to which elected until the annual general meeting next after that date of their election but is eligible for re-election to that position for a second term. That is the maximum term of office in one position is two years. Officers may seek re-election at a later date but not within a two year period from any previous elected term of office.
- (4) As a rule the Vice-President will automatically take the office of President once this position becomes vacant.
- (5) In the event of a casual vacancy in any office, referred to in sub-rule (1), the Council may appoint one of its fellows to the vacant office and the fellow appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

22. Councillors of the College

- (1) Subject to these Rules, each Councillor shall hold office until the annual general meeting next after the date of election but is eligible for re-election for a second term.

- (2) Following a second term of office the Councillor must vacate the position for a period of two annual general meetings, before seeking re-election.
- (3) In the event of a casual vacancy occurring in the office of a Councillor, the Council may appoint a fellow from the College fellowship to fill the vacancy and the fellow can hold office subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of Officers and Councillors

- (1) Nominations of candidates for election of Officers of the College or as Councillors must be
 - (a) in writing, signed by two fellows of the College and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) delivered to the Secretary of the College not less than seven (7) days before the date fixed for the annual general meeting.
- (2) A candidate may only be appointed for one office, or as a Councillor of the Council, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies on the Council, the candidates nominated shall be deemed elected.
- (5) If the numbers of nominations exceed the number of vacancies to be filled, a secret ballot must be held.
- (6) The ballot for the elections of officers and Councillors must be conducted at the annual general meeting in such manner as the Council may direct.

24. Vacancies

- The office of an officer of the College, or of a Councillor, becomes vacant if the officer or fellow -
- (a) ceases to be a fellow of the College; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary.

25. Meeting of the Council

- (1) The Council must meet at least two (2) times in each year at such place and such times as the Council may determine.
- (2) Special meetings of the Council may be convened by the President or by any (4) four fellows of the Council.
- (3) Executive or Council meetings may be conducted by teleconference or videoconference.

26. Notice of Council Meetings

- (1) Written notice of each Council meeting must be given to each fellow of the Council at least two (2) business days before the date of the meeting.
- (2) Notification may be by mail or email.
- (3) Written notice must be given to fellows of the Council of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting

27. Quorum for Council meetings

- (1) Any three (3) fellows of the Council constitute a quorum for the conduct of the business of a meeting of the Council.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the appointed time for the meeting a quorum is not present -
 - (a) in the case of a special meeting - the meeting lapses;
 - (b) in any other case - the meeting shall stand adjourned to the same place and same time and day in the following week.
- (4) The Council may act notwithstanding any vacancy on the Council - Rule 24.

28. Presiding at Council Meetings

At meetings of the Council -

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice President are unable to preside, the Council members present must choose one of their number to preside.

29. Voting at Council Meetings

- (1) Questions arising at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council, shall be determined on a show of hands or, if requested, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each person present at a meeting of the Council, or at a meeting of any sub-committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second casting vote.

30. Removal of Councillor

- (1) The College in general meeting may, by resolution, remove any Councillor before the expiration of their term of office and appoint another in their place to hold office until the expiration of the term of the first-mentioned fellow.
- (2) A Councillor who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the College (not exceeding a reasonable length) and may request that the representations be provided to the fellows of the College.
- (3) The Secretary or the President may give a copy of the representations to each fellow of the College or, if they are not given, the fellow may require that they be read out at the meeting.

31. Minutes of Meetings

The Secretary of the College must keep minutes of the resolutions and proceedings of each general meeting, and each Council meeting, together with a record of the names of persons present at Council meetings.

32. Funds

- (1) The Treasurer of the College, or nominee, must -
 - (a) collect and receive all moneys due to the College and make or authorise all payments on behalf of the College
 - (b) keep correct accounts and books showing the financial affairs of the College with full details of all receipts and expenditure connected with the activities of the College.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Council members or by nominated management persons.
- (3) The funds of the College shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines

33. Seal

The common seal of the College must be kept by the Secretary.

The common seal must not be affixed to any instrument except by authority of the Council and the affixing of the common seal must be attested by the signatures either of two Council members.

34. Notice to Fellows and Members

Except for the requirement in rule 12, any notice that is required to be given to a fellow, by or on behalf of the College, under these Rules may be given by -

- (a) delivering the notice to the fellow or member personally; or
- (b) sending it by prepaid post addressed to the fellow or member's address shown in the register of fellows and members; or
- (c) facsimile transmission, if the fellow or member has requested that the notice be given to him or her in this manner; or

- (d) electronic transmission, if the fellow or member has requested that the notice be given to him or her in this manner.

35. Change of Rules

These rules may be changed at any time following a resolution accepted by a three quarter majority of fellows or members at an annual general meeting (AGM) including proxies administered in accordance with these rules. Such resolutions need to be:

- (1) proposed in writing by two fellows or members of the college not less than 21 days prior to the AGM
- (2) be accompanied by an explanation/argument in support of the change
- (3) included in the meeting notice.

The Rules shall bind all fellows to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

36. Winding up

In the event of the winding up or the cancellation of the incorporation of the College, the assets of the College must be disposed of in accordance with the provisions of the Act. Assets will be disposed to a like organisation with whom the particular organisation's objectives or aims further the fundamental intent of the College.

37. Custody, Records and Inspection of Books

- (1) Except as otherwise provided in these Rules, the current Secretary must keep in their custody or under their control all current term books, documents and securities of the College. In advent of a person relinquishing the role of Secretary, the past Secretary, they will forward all books, documents and securities to the new incumbent.
- (2) All accounts, books and securities and any other relevant documents of the College must be available for inspection free of charge by any fellow upon reasonable request to the Secretary.
- (3) A fellow or member may make a copy of any accounts, books or securities and any other relevant documents of the college upon reasonable notification to the Secretary.
- (4) Past historical books, documents and securities of the College maybe stored, for archival and security purposes, with a nominated depositor.

This constitution came into effect in March 2003.

It has been amended and approved by the College on 20 July 2015.