

**VICTORIAN HEALTHCARE
QUALITY ASSOCIATION
INCORPORATED
(VHQA)**

Constitution

October 2008

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1 Name

The name of the incorporated association shall be the Victorian Healthcare Quality Association' hereinafter referred to as VHQA, an organisation for all individuals, groups, organisations with an interest and/or involvement in the provision of quality health services and care.

2 Philosophy

Challenging with Quality

3 Statement of Purposes and Objectives

The organisation fosters an environment which provides the support of fellow quality practitioners to individuals and organisations practising in the areas of direct or indirect delivery of healthcare. This support takes place on a local (Victorian) level, and nationally through our affiliation with the Australasian Association for Quality in Healthcare (AAQHC). This support is achieved through the provision of opportunities for meetings, education, the exchange of ideas and inter-institutional liaison.

The **objectives** of VHQA are:

- 3.1 To review our quality plan annually
- 3.2 To provide a forum for the exchange of information on quality.
- 3.3 To provide delegates to groups seeking to achieve quality health care through promotion, definition and education.

4 Relationship between VHQA and the Australasian Association for Quality in Health Care (AAQHC)

The VHQA is the nominated 'quality in healthcare' association in Victoria and shall elect a representative to sit on the Council of AAQHC. Its relationship to the AAQHC is defined as an incorporated body, independent but linked by the constitutions.

The AAQHC Secretariat shall collect membership fees, including capitation fees, which shall be paid to the VHQA upon receipt of new membership and membership renewal.

The capitation fee shall be reviewed annually by AAQHC and agreed with the local Association.

5 Membership

- 5.1 Membership shall be open to all individuals, groups and organisations with an interest and/or involvement in the provision of quality health services and care.
- 5.2 A member of VHQA shall have automatic membership of AAQHC.
- 5.3 A member of AAQHC who resides in Victoria shall have automatic membership of VHQA.
- 5.4 There shall be two (2) categories individual membership and one (1) category of membership open to organisations.

5.4.1 Standard Individual Membership

Membership shall be available to those persons who are involved in or have an interest in quality improvement in health care. Such members shall be entitled to all membership privileges of both VHQA and AAQHC, including the right to hold office, vote, receive a copy of any VHQA/AAQHC publications, and represent the VHQA and/or AAQHC on external bodies and committees.

5.4.2 Student Individual Membership

Full Time Graduate and Post Graduate students shall be eligible for membership at a discount agreed by Council for full membership fees. Such members shall be entitled to all standard individual membership privileges, including the right to hold office, vote and represent VHQA and/or AAQHC on external bodies and committees.

5.4.3 Organisational Membership

Organisations with a commitment to quality improvement in health care shall have the opportunity to demonstrate that resolution by applying for organisational membership. Such organisations shall be eligible for one (1) vote at meetings of the VHQA and the AAQHC, shall be eligible to nominate an employee to be given one (1) discounted registration at VHQA/AAQHC conferences; shall receive two (2) copies of any VHQA/AAQHC publications; shall receive the benefits of membership of the VHQA and the AAQHC except the organisation shall not be eligible to hold office or represent the VHQA or the AAQHC on external bodies and committees.

- 5.5 AAQHC secretariat shall keep and maintain a registration of members containing relevant information including name, address, email address, place of work, type of membership and position of each member and the date on which each member's name was entered on the register. A copy of the Victorian members shall be available to the VHQA president.

6 VHQA Management

- 6.1. There shall be a Committee of Management consisting of:
 - 6.1.1. The Executive of the Association and six (6) ordinary members.
 - 6.1.2. The Executive of the Association shall be
 - A President
 - A Vice President
 - An Honorary Treasurer
 - An Honorary Secretary
 - The Immediate past President
- 6.2. A member of the Committee of Management shall be nominated by the Committee of Management to represent the VHQA on Council of AAQHC at a meeting of VHQA prior to the AAQHC Annual General Meeting.
 - 6.2.1 The President of VHQA cannot hold the position of president of AAQHC simultaneously.
 - 6.2.2 The Committee of Management shall be elected annually at the Annual General Meeting.
- 6.3. Only those members who has been a member of the Committee of Management of VHQA for at least twelve (12) months prior to the election are eligible to be nominated and elected as an Executive of the Association.
- 6.4. A member may hold an Executive position for a period of two (2) years with the option of a third year in that position.
- 6.5. The Committee of Management shall carry out the business of the VHQA.
- 6.6. The meetings and business of the VHQA shall be carried out according to accepted meetings procedures.
- 6.7. In the event of a vacancy occurring on the Committee of Management the Executive shall invite replacement representatives until the next AGM.
- 6.8. Committee of Management members shall each have one (1) vote.
- 6.9. At any Committee of Management the number of members required to constitute a quorum shall be six (6) of the Committee of Management. No business shall be transacted at any Committee of Management meeting unless a quorum of members is present.
- 6.10. The president may at any time or upon the request of four (4) members of Committee of Management convene a meeting of the Committee of Management.
- 6.11. Regular meetings of the Committee of Management shall be held and general members advised of the schedule of dates on an annual basis.
- 6.12. Questions arising at any meetings shall be decided by a majority of votes and in the case an equality of votes the Chairperson shall have a second casting vote.

- 6.13. The President shall preside as Chairperson at each meeting of the Committee of Management. If the president is not present the members present shall appoint one (1) of their number to be Chairperson.
- 6.14. The Honorary Secretary shall ensure that appropriate minutes of the Committee of Management meetings are kept. The minutes should be agreed, signed and dated at the following Committee of Management meeting.
- 6.15. The Committee of Management may authorise reimbursement, or payment in advance, of expenses legitimately incurred on VHQA business.
- 6.16. The failure of any member to attend two (2) consecutive meetings of the Committee of Management without leave of the Executive shall be deemed to create a casual vacancy for the office of that member. Leave will be granted subject to the concurrence of members of the Executive.
- 6.17. The office of any member of the Committee of Management shall be vacated by any of the following events if they:
 - 6.17.1. Resign, by notice in writing, addressed to the Secretary of VHQA or
 - 6.17.2. Cease membership of the Associations.

7 Election of Members of the Committee of Management

- 7.1. Nominations of candidates for election as members of the Committee of Management of the VHQA shall be made in writing to the Honorary Secretary of VHQA at least ten (10) days prior to the AGM.
- 7.2. If insufficient nominations are received to fill all vacancies on the Committee of Management nominations may be received at the Annual General Meeting.
- 7.3. If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 7.4. If the number of nominations exceeds the number of vacancies to be filled , a ballot shall be held
 - 7.4.1. The ballot shall be conducted in such usual and proper manner as the Committee of Management directs.

8 Finance

8.1 *Financial Year*

The financial year of the VHQA shall end on 30 June. The accounts shall be audited prior to the AGM and an audited account shall be presented at the AGM.

8.2 ***Annual Membership Fees***

8.2.1 The AAQHC Secretariat shall collect membership fees, including capitation fees, which shall be paid to the VHQA upon receipt of new membership and membership renewal.

8.2.2 The annual membership fees shall include membership of both VHQA & AAQHC.

8.2.3 Membership fees shall be payable to AAQHC by 30 June in each calendar year.

8.2.4 Cessation or Suspension of Membership

8.2.4.1 Membership shall cease upon receipt of a member's resignation in writing to AAQHC.

8.2.4.2 Membership may be suspended or cancelled at the discretion of AAQHC Council if a member's dues remain in arrears for longer than sixty (60) days after the due date.

8.2.5 The membership rights of individuals whose dues remain in arrears for longer than sixty (60) days after the due date may be suspended or cancelled at the discretion of the Committee of Management.

8.2.6 If such dues remain in arrears for twelve (12) months, then the membership of such an individual shall automatically lapse.

8.3 ***Collection of fees***

Membership fees shall be collected by AAQHC and new Victorian members notified to the VHQA President

If the VHQA votes to change its relationship with AAQHC, the VHQA shall inform the AAQHC in writing immediately following the AGM

8.4 ***Financial Control and Management***

8.4.1 Sources of funds are derived from membership, conferences and seminars, and the AAQHC capitation fee agreed by VHQA and AAQHC annually at a Council meeting.

8.4.2 The income, property and all monies received by VHQA shall be applied solely towards the furtherance, promotion and execution of the objectives of the VHQA. No portion shall be paid by way of dividends or bonus profit to any member of VHQA. Members may be remunerated for expenses incurred in the service of VHQA.

8.4.3 The general funds of the VHQA shall be under the control of the Committee of Management.

8.4.4 The Treasurer shall maintain the accounts of the sums of money received and expended by the VHQA and the matter in respect of which receipt and expenditure takes place and of the property and credits and liabilities of the VHQA subject to any reasonable restrictions as to the time and manner inspecting the same that may be imposed in accordance with the

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regulations of the VHQA for the time being shall be open to the inspection of the members.

- 8.4.5 The accounts of the VHQA shall be examined and correctness of the balance sheet ascertained by one or more properly qualified Auditor(s) prior to the AGM as outlined in section 8.1 above, ready for presentation to members at the AGM.
- 8.4.6 All funds of the VHQA shall be deposited in the first instance to the credit of VHQA at such bank or banks as may be approved by the Committee of Management.
- 8.4.7 Banking accounts shall be kept in the name of VHQA to which monies shall be paid.
- 8.4.8 All payments from such accounts shall be made by cheque signed by two (2) of the President, Secretary or Treasurer. Other Committee of Management members may be authorised to do so from time to time by the Committee of Management
- 8.4.9 A capitation fee shall be paid quarterly electronically into the nominated VHQA bank account. It shall be the duty of the Honorary Treasurer to receive notification of the amount from the AAQHC secretariat.
- 8.4.10 Accounts shall be passed for payment at any meeting of the Committee of Management and payment be made by cheque as herein before provided. Two members of the Executive are empowered to authorise the payment if previously approved expenditures during the period between Committee of Management meetings. Such payments shall then be ratified at the next Committee of Management meeting.
- 8.4.11 Official receipts payment to VHQA shall be issued by the Honorary Treasurer.
- 8.4.12 All funds or property of VHQA shall be available at the discretion of the Committee of Management for the purposes of the VHQA.
- 8.4.13 The books of account shall be kept at such a place as the Committee of Management thinks fit.
- 8.4.14 The Committee of Management shall cause proper accounts to be kept with respect to:
 - a. All sums of money received and expended by the VHQA and the matter in respect of which the receipt and expenditure takes place;
 - b. All sales and purchases of goods by VHQA;
 - c. The assets and liabilities of the VHQA

8.4.15 The Honorary Treasurer shall be responsible for the maintenance of proper records and other fiscal matters.

9 Annual General Meeting (AGM)

- 9.1 The AGM shall be held by the end of October
- 9.2 A quorum for this meeting shall be six (6) financial members plus a quorum of Committee of Management members.
- 9.3 At the AGM the following business shall be conducted:
 - 9.3.1 Presentation of the Annual Report of the VHQA
 - 9.3.2 Presentation and adoption of the audited financial accounts of the VHQA
 - 9.3.3 Appointment of Auditors for the following financial year
 - 9.3.4 Agree for elected members of the Committee of Management to determine the Executive of the Association and committee portfolios at the November meeting following the AGM.
 - 9.3.5 Any other business of which due notice has been given. Any two (2) may propose and second any resolution for consideration at the AGM. The resolution, plus supporting documentation, must be received by the Honorary Secretary at least fourteen (14) days prior to the meeting. A copy of the resolution shall be made available to each member attending the AGM and the proposer and seconder shall have the right to address the meeting about the resolution.
 - 9.3.6 In the event that the AGM has not commenced because of lack of quorum for thirty (30) minutes beyond the advertised starting time such a meeting, the resolutions shall to be considered lapse.
 - 9.3.7 An AGM can only consider the business contained in the resolutions.

10 Special General Meetings (SGM)

- 10.1. All general meetings other than the AGM shall be called Special General meeting (SGM) and may be held at such other times as may be requisitioned.
- 10.2. An SGM may be requisitioned by a simple majority of the Committee of Management or by the Committee of Management receiving resolution signed by no less than five (5) percent of the individual financial members of the VHQA.
- 10.3. In the event that an SGM is called, resolutions to be considered plus supporting material shall be received by the Committee of Management within fourteen (14) days of receipt of the requisition calling for such a meeting.
- 10.4. The Committee of Management shall have the right to determine the time and place of an SGM but this shall be determined, and notices of the meeting despatched, within twenty-eight (28) days of the receipt of any requisition. The meeting shall be held more than fourteen (14) days from the despatching of the

notices o members advising them of the meeting and it shall be held within two (2) calendar months of the requisitions of the meeting.

- 10.5. On receipt of such requisitions the Committee of Management shall advise members of the date, time and place of such a meeting and will distribute the resolutions to be debated and discussed, plus reasonable supporting material from the requisitioners of the meeting. The Committee of Management may also present an alternative viewpoint if it desires. Material supporting the alternative viewpoint may only be distributed if approved by a simple majority of the Committee of Management members.
- 10.6. A quorum for a SGM shall consist of at least twelve (12) financial members of the VHQA plus a quorum of the Committee of Management.
- 10.7. In the event that an SGM has not commenced because of lack of quorum for thirty (30) minutes beyond the advertised starting time of such a meeting, the resolutions to be considered shall lapse.
- 10.8. Such an SGM can only consider the business contained in the resolutions.

11 Conditions for AGM and SGM

- 11.1 The president shall be the Chairperson at any such meetings. In the event that the President is not present at the meeting, and a quorum is present, then the members shall elect one (1) of their number to be the Chairperson.
- 11.2 Every resolution at the meeting shall be determined by a show of hands, unless the members present determine that a secret ballot is required. The members present shall nominate two (2) people who may, or may not, be members of VHQA to determine the result of the voting. The Chairperson of the meeting shall be entitled to a single vote as a member, unless there is a tie, in which case he or she will have an additional casting vote.
- 11.3 The accidental omission to give notice of any meeting to, or the non receipt of a notice of any meeting by, any member shall not invalidate the proceedings of the meeting.

12 Voting Rights

- 12.1 All financial individual members shall have one vote at any General Meeting of the VHQA, either in person or by proxy.
- 12.2 The form for appointment of a proxy shall be as shown:

| | |
|--|-----------|
| 'The Victorian Healthcare Quality Association Inc.' | |
| I | FULL NAME |
| Hereby Appoint | FULL NAME |
| As my proxy to vote for me at the meeting of the Victorian Healthcare Quality Association Inc. to be held on theday of.....20..... | |
| SIGNED..... | DATE..... |
| WITNESSED..... | DATE..... |

Such a proxy from shall be received by the Secretary prior to the time of the meeting to which the proxy is appointed.

13 Sub Committees

- 13.1 The Committee of Management may establish a sub-committee for a specific purpose consisting of such members of the VHQA as it thinks fit.
- 13.2 Any sub-committee formed shall conform to any regulations that are imposed on it by the Committee of Management.
- 13.3 Any sub-committee shall be chaired by a member of the Executive of the Committee of Management.
- 13.4 The Committee of Management shall have the power to dissolve a sub-committee established under this constitution.

14 Amendments to the Constitution

- 14.1 Proposed amendments to the constitution shall be presented in writing to the Committee of Management.
- 14.2 The amendment shall be adopted if three quarters (3/4) of members voting at an AGM or SGM are in favour.
- 14.3 Proposed amendments must be circulated to members at least 21 days prior to the AGM or SGM.
- 14.4 The constitution shall be reviewed two (2) years after its adoption and a minimum of every five (5) years thereafter.

15 Dissolution of the Association

- 15.1 The VHQA may be dissolved by a resolution of at least three quarters (3/4) of financial members present, plus valid proxy votes, voting at an SGM called for such a purpose.
- 15.2 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liability, shall be paid and applied by the Committee of Management in accordance with their powers to any fund, institution or authority which is a non profit organisation.

16 Custody of the Book, Documents and Securities of the Association

- 16.1 With the exception of the books of accounts, the documents and common seal of the VHQA shall be held with the Honorary Secretary.
- 16.2 The books of account of the VHQA shall be held by the Honorary Treasurer.

17 Inspection of the Books by Members

Members may make arrangements with a member of the Executive to inspect the books of the VHQA. Inspection may take place in the presence of a person nominated by the Executive.

18 Dispute Resolution

The Committee of Management shall take all reasonable steps to resolve any disputes between members (in their capacity as members) or between members of the VHQA and the AAQHC.

Goodwill, natural justice and the principles of quality improvement shall be the basis upon which disputes shall be approached.

19 Grievance Resolution

The aggrieved parties must meet and discuss the grievance matter and if possible resolve the grievance within fourteen (14) days of the grievance coming to the attention of the parties. The parties must hold a meeting within ten (10) days in the presence of a mediator if unable to resolve the grievance. For the purpose of giving notice, the Secretary must give the member written notice informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than forty eight (48) hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the association in general meeting against the resolution.