



## **The Australasian Association for Quality in Health Care Constitution**

### **1.0 NAME**

The name of the association shall be "The Australasian Association for Quality in Health Care" herein after referred to as AAQHC, an organisation incorporated under the South Australia Associations Incorporation Act 1985, which promotes through its membership the culture of quality improvement and excellence in all aspects of the delivery of health.

### **2.0 PHILOSOPHY**

AAQHC through its members seeks to promote the culture of quality improvement, excellence and leadership in all aspects of the delivery of health care.

### **3.0 STATEMENT OF PURPOSE AND OBJECTIVES**

AAQHC shall exist for the purpose of promoting and facilitating a culture of quality improvement, excellence and leadership in the most efficient and effective manner.

The objects of the Association shall be:

- 3.1 To promote the principles and practice of quality improvement and risk management.
- 3.2 To provide a national voice on quality improvement and risk management initiatives in health care.
- 3.3 To facilitate opportunities for communication, cooperation and exchange of ideas and experiences.
- 3.4 To facilitate continuing education.
- 3.5 To establish and maintain a support network for those actively involved in quality improvement and risk management.
- 3.6 To promote professional ethics as they relate to the practice of quality improvement and risk management.
- 3.7 To develop and foster alliances with related national and international bodies.
- 3.8 To undertake such activities that may be incidental to the attainment of such objects.
- 3.9 To conduct the business of the Association in accordance with the requirements of the Associations Incorporations Act 1985.

### **4.0 AAQHC COUNCIL**

The Council of AAQHC may comprise of representatives from Australian States, Territories, New Zealand and the Asia Pacific Region, and these representatives shall be nominated by the State, Territory, New Zealand and Asia Pacific affiliated network group.

### **5.0 MODELS OF ASSOCIATION**

Associations or groups who form part of the AAQHC network may be:

- 5.1 An Incorporated Body: independent but linked by the constitutions.
- 5.2 Network Model: a network group established under the AAQHC Constitution. A network is a local unincorporated association or group which is part of the AAQHC Constitution and does not have a separate legal identity from AAQHC.

## 6.0 MEMBERSHIP

- 6.1 Membership shall be open to individuals, organisations, consumers with an interest in or involvement in quality improvement and risk management in health care. Members of AAQHC will in the case of a network group be Deemed members of the Australasian body and referred to the network group for State activities. Where an incorporated association is affiliated with AAQHC, Members will by virtue of their respective constitutions be a member of both Associations.
- 6.2 There shall be four (4) categories of individual membership and one (1) category of membership open to organisations:
  - 6.2.1 Standard Individual Membership  
Membership shall be available to those persons who are involved in or have an interest in quality improvement / risk management in health care. Such members shall be entitled to all membership privileges, including the right to hold office, vote, receive a copy of any AAQHC publications, seek credentialling as an Associate Fellow or Fellow of the AAQHC and, represent AAQHC on external bodies and committees.
  - 6.2.2 Student Individual Membership  
Full Time Undergraduate 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.
  - 6.2.3 Honorary Individual Membership  
Honorary Membership shall be conferred on individuals who, in the opinion of the Council of AAQHC, have rendered outstanding service to the cause of quality improvement in health care. Such members shall not be entitled to hold office or vote at AAQHC meetings.
  - 6.2.4 Individual Life Members  
Life membership shall be conferred upon those members of AAQHC who, in the opinion of the Council of AAQHC have rendered distinguished services to AAQHC. Life members shall have the right to all privileges of individual membership with further membership fees being waived.  
Maintenance of credentialling will attract an annual maintenance fee.
  - 6.2.5 Organisational Membership  
Organisations with a commitment to quality improvement and risk management in health care shall have the opportunity to demonstrate that resolution by applying for organisational membership. Such organisations: shall be eligible for one vote at membership meetings of AAQHC through their nominated representative; shall be entitled to nominate up to 10 employees to be given discounted registration at AAQHC conferences; shall receive ten copies of any AAQHC publications; shall receive the other benefits of membership of AAQHC; the organisation's representative shall not be eligible to hold office or represent AAQHC on external bodies and committees, nor shall the representative be entitled to apply for credentialling.
- 6.3 Membership shall cease upon receipt of a member's resignation in writing delivered to the premises of the AAQHC.
- 6.4 Membership may be suspended or cancelled at the discretion of the AAQHC Council if a member's dues remain in arrears for longer than sixty (60) days after the due date.

- 6.5 Membership may be suspended by not less than two-thirds majority vote at a Council Meeting or Special Meeting.
- 6.5.1 Any suspended member may on not less than two weeks written notice require the suspension to be reconsidered at one subsequent Annual or Special General Meeting.
- 6.5.2 The Association shall not be required to accept the renewal of Membership of a suspended Member when renewal next falls due.
- 6.6 A member who does not renew their credentialling status within three (3) months of due notice will be deemed no longer a “credentialed member” and will be subject to a random audit process to ensure that post nominals are not being used.

## **7.0 AAQHC MANAGEMENT**

- 7.1 Affiliated networks or incorporated associations shall via these networks nominate a representative to Council (sic-affiliated network):
- 7.1.1 there shall be one (1) representative from:  
each of the six Australian States; each of the two Territories; New Zealand; The Asia Pacific Region.
- 7.2 In the event that members nominate more than one person from their local State, Territory, New Zealand, Asia Pacific affiliated network group or incorporated association, a postal ballot shall be conducted of the members in the State, Territory, New Zealand, Asia Pacific with the Honorary Secretary sending election papers more than sixty (60) days prior to the Annual General Meeting and that the successful applicant be notified at least thirty (30) days prior to the Annual General Meeting.
- 7.3 Each Council member shall be elected for a two-year term.
- The following State, Territory, New Zealand, Asia Pacific representatives shall be re-elected in odd years:
- Queensland  
Australian Capital Territory  
Tasmania  
New South Wales  
Northern Territory
- The following State, Territory, New Zealand, Asia Pacific representatives shall be re-elected in even years:
- New Zealand  
Victoria  
Western Australia  
South Australia  
Asia Pacific
- 7.4 Only individual financial members with at least 12 months membership prior to election are eligible to be nominated and elected to Council.
- 7.5 There shall be an Executive Council. This Executive Council shall comprise the following:

The President  
The Vice President  
The Honorary Secretary  
The Honorary Treasurer  
The Immediate Past President

- 7.5.1 On election to the role of President AAQHC, the Office Bearer will cease to represent their affiliated network, and as such will maintain an independent and over-arching responsibility.
- 7.5.2 The affected affiliation network will then further nominate a local representative.
- 7.5.3 The Immediate Past President will likewise not represent an affiliated network.
- 7.6 Council shall invest in the Executive the authority to make decisions on behalf of the Council where the matter is of some urgency. Only in exceptional circumstances shall the Executive act alone. The full Council has primary responsibility for the conduct of all AAQHC business on behalf of all members.
- 7.7 The Association Executive members shall be appointed for one two (2) year period, for a maximum of three (3) consecutive terms of office in any one position.
- 7.8 The Council shall meet as often as required to conduct the business of the Association and not less than 10 times each calendar year. General members shall be advised of the schedule of dates. At least one meeting per year will be conducted as a face-to-face meeting. (change from current 8.6)
- 7.9 Vacancies unfilled or arising in the Council of the Association may be filled by the Council co-opting members to fill the remainder of the term.
- 7.10 Council members shall each have one vote.
- 7.11 At any Council meeting the number of members required to constitute a quorum shall be half plus one of the Council. No business shall be transacted at any Council meeting unless a quorum of member is present.
- 7.12 The Council may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum.
- 7.13 The President may at any time, or, upon the request of two (2) member of Council, request the Honorary Secretary to convene a meeting of the Council.
- 7.14 The President shall preside as Chairperson at each meeting of the Council. If the President is not present the Vice President can preside or members present shall appoint one of their number to be Chairperson.
- 7.15 The Council shall ensure that appropriate minutes of Council meetings are kept. The minutes should be agreed, signed and dated at the following Council meeting.
- 7.16 A member of Council shall cease to hold such office upon:
  - 7.16.1 Suspension as a member of the Association.
  - 7.16.2 Absence for three successive Council meetings without explanation acceptable to the Council.

7.16.3 Majority vote of the Association at a Special General Meeting that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner PROVIDED that the notice of motion to declare the position vacant has been given to the members and that the person the subject of the motion shall be provided with an opportunity to speak on the motion.

7.16.4 Becoming bankrupt or making any arrangements or composition with their creditors generally.

7.17 In the event that a representative is unable to attend a meeting of Council, an alternative non-voting delegate may be appointed.

## **8.0 POWERS**

8.1 The meetings and business of the Association shall be carried out according to accepted meeting procedures.

8.2 Questions arising at any meetings shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson shall have a second casting vote.

8.3 The powers of the Association shall be the powers contained in the South Australia Associations Incorporations Act 1985 and without limiting those powers the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities and enter into any necessary or desirable contract including a contract of employment.

8.4 The Council shall be entitled to exercise the full powers of the Association, and without limiting those powers shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

## **9.0 FINANCIAL**

9.1 AAQHC shall operate its financial records commencing 1 July and ending 30 June in each calendar year.

9.2 Annual Membership Fees shall be determined by a majority vote of the Council and any rise shall take into account the previous twelve (12) month's Consumer Price Index (CPI) increase.

9.3 Where the State, Territory, New Zealand, Asia Pacific is an incorporated body, the membership fee shall include membership of both the AAQHC and the nominated local organisation noting that the overall membership fee cannot be any greater than the standard AAQHC fees.

9.4 Membership fees shall be payable by 31 June in each calendar year.

9.5 The income, property and all monies received by the AAQHC shall be applied solely towards the furtherance, promotion and execution of the objects of the AAQHC. No portion shall be paid by way of dividends, bonus profit to any member of the AAQHC.

9.6 Members may be remunerated for expenses incurred in the service of the AAQHC.

9.7 The Council shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.

- 9.8 Annual financial statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the Association's financial year.
- 9.9 Annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the Council, provided that where the auditor is changed the Treasurer shall so inform the Annual General Meeting.
- 9.10 A proposed budget for the next financial year shall be prepared for presentation at the Annual General Meeting.
- 9.11 All funds of the AAQHC shall be deposited in the first instance to the credit of the AAQHC at such a bank or banks as may be approved by the Council.
- 9.12 Banking accounts shall be kept in the name of the AAQHC to which all monies received shall be paid.
- 9.13 All payments from such accounts shall be made by cheque signed by any two (2) of the President, Secretary or Treasurer. The AAQHC secretariat may also be authorised as a signatory to the AAQHC accounts. Other Council members may be authorised to do so from time to time by the Council.
- 9.14 The Executive is empowered to authorise the payment of previously approved expenditures. Major or unusual expenditures shall be authorised in advance by the Council.
- 9.15 Official receipts for subscriptions, donations or other payments to AAQHC shall be given to the Honorary Treasurer or nominated secretariat duly authorised by the Council.
- 9.16 All funds or property of the AAQHC shall be available at the discretion of the Council for the purpose of AAQHC.
- 9.17 The books of account shall be kept at such a place as the Council thinks fit.
- 9.18 The Honorary Treasurer will produce a Treasurers Report for each business meeting of the AAQHC Council.

## **10.0 ANNUAL GENERAL MEETING (AGM)**

- 10.1 The AGM shall be held in the first six (6) months of the financial year of the AAQHC.
- 10.2 A quorum for this meeting shall be twelve (12) financial members present or proxy, plus a quorum of Council members.
- 10.3 The AGM shall be held in one of the States and Territories of Australia or, in New Zealand or the Asia Pacific, in rotation or in such a reasonably central location as is agreeable to the majority of Council members.
- 10.4 The AGM shall be advertised to all members of AAQHC at least twenty-eight (28) days prior to the date of the said meeting. Such advertisement must include date, place and time of the meeting.
- 10.5 The business of the Annual General Meeting shall be:

- 10.5.1 to confirm the minutes of the preceding Annual General Meeting.
- 10.5.2 to receive the President's Report for the previous financial year.
- 10.5.3 to receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year.
- 10.5.4 the appointment(s) of auditor(s) for the following financial year.
- 10.5.5. the announcement of elected members of Council from the member States/Territories/New Zealand/Asia Pacific.
- 10.5.6 the election of additional members of Council.
- 10.5.7 any other business of which due notice has been given. Any two (2) members 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.
- 10.5.8 To conduct any other business placed on the agenda before the commencement of the meeting.
- 10.5.9 In the event that the AGM has not commenced because of lack of a quorum for thirty (30) minutes beyond the advertised starting time, the resolutions to be considered shall lapse. The meeting may be adjourned for a period not exceeding fourteen (14) days. The quorum for such an adjourned meeting shall be reduced to five (5) failing which the meeting will lapse altogether.

## **11.0 SPECIAL GENERAL MEETINGS (SGM)**

- 11.1 Special General Meetings (SGM) may be held at such other times as may be requisitioned.
- 11.2 A SGM may be requisitioned by a simple majority of Council or by Council receiving a resolution signed by no less that **twenty (20) per cent** of the individual financial members of AAQHC.
- 11.3 In the event that an SGM is called, resolutions to be considered plus supporting material shall be received by Council within fourteen (14) days of receipt of the requisition calling for such a meeting.
- 11.4 Council shall have the right to determine the time and place of the SGM but this shall be determined and notices of the meeting dispatched within twenty-eight (28) days of the receipt of any such requisition. The meeting shall be held more than fourteen (14) days from the despatching of the notices to members advising them of the meeting and it shall be held within two (2) calendar months of the receipt of the requisition for the meeting.
- 11.5 On receipt of such a requisition Council shall advise members of the date, place and time of such a meeting and will distribute the resolutions to be debated and discussed, plus reasonable supporting material from the requisitioners of the meeting. Council 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 Council members.

11.6 A quorum for a SGM shall consist of at least twelve (12) financial members of AAQHC plus a quorum of the Council.

11.7 In the event that the SGM has not commenced because of a lack of quorum for thirty (30) minutes beyond the advertised starting time, the resolutions to be considered shall lapse.

11.8 Such an SGM can only consider the business contained in the resolutions.

## **12.0 CONDITIONS FOR AGM AND SGM**

12.1 The President shall be the Chairperson at any such meetings. In the event that the President is not present at the meeting, the Vice President will act as Chairperson.

12.2 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 the AAQHC 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.

12.3 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.

## **13.0 VOTING RIGHTS**

13.1 All financial individual members and life members shall have one vote at any General Meeting of the AAQHC, either in person or by proxy.

13.2 Organisational membership shall be eligible for one vote at any meetings of the AAQHC through their nominated representative.

13.3 Proxy voting will be allowed only if it is on the approved form. The proxy form shall be received by the Secretary prior to the time of the meeting to which the proxy is appointed.

13.4 The powers of a person voting under proxy may be limited to such an extent as the member giving it may think fit.

13.5 If two (2) or more proxies shall be presented from the same person at any meeting, the last date only shall be valid.

## **14.0 SUB-COMMITTEES**

14.1 The Council may establish a sub-committee for a specific purpose consisting of such members of the AAQHC, as it thinks fit.

14.2 Any sub-committee so formed shall conform to any regulations that are imposed on it by Council and to the Terms of Reference of the sub-committee.

14.3 Membership of a sub-committee must comprise of one Council member. Where the Council member is not available a delegate who is also a Council member must act as proxy.

14.4 Council shall have power to dissolve a sub-committee established under this Constitution.

## **15.0 AMENDMENTS TO THE CONSTITUTION**

15.1 Proposed amendments to the constitution shall be presented in writing as a “notice of motion” to the Council who will forward the “notice of motion” to the next Annual General Meeting.

15.2 The amendment shall be adopted if two-thirds of members voting at an AGM or an SGM are in favour.

15.3 The Constitution shall be reviewed two (2) years after its adoption and a minimum of every five (5) years thereafter.

## **16.0 DISSOLUTION OF THE ASSOCIATION**

16.1 AAQHC may be dissolved by a resolution of at least three-quarters of financial members present, plus valid proxy votes, voting at a Special General Meeting called for such a purpose.

16.2 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 in accordance with their powers to any fund, institution or authority which is non-profit organisation.

## **17.0 CUSTODY OF THE BOOKS, DOCUMENTS AND SECURITIES OF THE ASSOCIATION**

17.1 The Books of Accounts, the documents and securities of the AAQHC shall be held securely by the AAQHC’s nominated secretariat.

## **18.0 INSPECTION OF THE BOOKS BY MEMBERS**

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

## **19.0 DISPUTE AND GRIEVANCE RESOLUTION**

19.1 The Council shall take all reasonable steps to resolve any disputes or grievances; between members (in their capacity as members); between members of the AAQHC and the AAQHC; and between the AAQHC and affiliated State, Territory, New Zealand and Asia Pacific network group or incorporated association.

19.2 Good will, natural justice and the principles of quality and risk management shall be the basis upon which disputes and grievances shall be approached.

Issued and adopted 1992  
Amended and adopted 1995  
Amended and adopted 1998  
Amended and adopted 2000  
Amended and adopted 2001  
Amended and adopted 2002  
Amended and adopted 2004  
Amended and adopted 2009