

# **Constitution**

**Society for Health Administration Programs in  
Education Incorporated**

**ABN 74 793 022 315**

The Society for Health Administration Programs in Education is incorporated as a non-profit association under the *Associations Incorporation Act (South Australia) 1985*, and *Associations Incorporation Regulations (South Australia) 2008*. Incorporated on 8 December 2000. Incorporation number: A36596.

The Certificate of Incorporation for the Society for Health Administration Programs in Education is with the Office of Consumer and Business Services, South Australia.

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## **1 NAME**

The name of the incorporated association is the Society for Health Administration Programs in Education Incorporated (SHAPE Inc), referred to herein as ‘the Association’.

## **2 DEFINITIONS**

‘Chairperson’ also means ‘President’.

‘Executive Committee’ means the committee of **member program** representatives elected at the Annual General Meeting to further the objects of the Association. It carries ultimate responsibility for the management of the affairs of the Association.

‘General Meeting’ means a general meeting of members of the Association convened in accordance with these rules. This includes the **Annual General Meeting** and **Special General Meetings**, convened to address significant items of business requiring decisions prior to the next Annual General Meeting.

‘Customary meeting arrangements’ refers to the written notification of the place, date, time and method of meeting; provision of an agenda, incorporating an item for consideration of ‘Other Business’; and attachment of any documents relevant to agenda items. Any meeting, including General Meetings and Committee meetings, may be held in person or by virtual means (e.g., online audio/video communication, teleconference or videoconference). Due consideration shall be given to ensuring member access to and inclusivity in meetings.

‘Health Services Management’ (alternatively ‘Health Administration’), in an academic context, refers to a specialised area of the social sciences relevant to the leadership and management of health care and like services, including but not limited to, hospitals, health departments, primary care, community care, public health, health policy, and aged care and disability care in public, private, non-profit and voluntary sectors.

‘Management Committee’ means the committee of Office Bearers elected at the Annual General Meeting to manage the day-to-day operations of the Association and other tasks approved by the Executive Committee.

‘Member’ means a member program, affiliate member, individual member or life member of the Association.

‘Ordinary Resolution’ means a decision passed at a General Meeting by the simple majority of elected **member program** representatives constituting the meeting.

‘Program’ means a recognised academic program providing education and conducting research in health services management. Such programs are normally provided by tertiary education institutions that are approved to award formal academic qualifications.

Activities to ‘Promote excellence’ may comprise, but are not limited to, holding scientific conferences and meetings; collaboratively developing resources to support scholarship, education, and research; fostering communities and networks of health service management practice, education and research; providing opportunities for engagement in collaborative education and research by members.

**'Special Resolution'** means a Special Resolution as defined by the Act and may also include significant decisions of the Association, such as change of name, amalgamation, or dissolution. Special Resolutions must be passed by a majority of not less than three-quarters (75%) of eligible **member programs** present and voting (in person or by proxy) at a General Meeting called for that purpose.

**'the Act'** means the *Associations Incorporation Act (South Australia) 1985*.

**'the Regulations'** means the *Associations Incorporation Regulations (South Australia) 2008*.

**'Written'** communication means sending written notice, letters or other documents through physical (such as post or courier) or electronic means (such as email). To comply with any advance notice requirements, the date for physical delivery shall be considered as the time that an article would have been delivered to the specified address by the chosen service, as determined by the service's General Terms and Conditions.

### **3 OBJECTS**

The objects of the Association shall be:

- (a) to promote excellence in health services management education and research in the region of Australia, New Zealand, Asia and the Pacific;
- (b) to liaise with similar organisations in other regions; and
- (c) to do all such other things as may be incidental to the attainment of such objects.

### **4 POWERS OF THE ASSOCIATION**

The Association shall have all the powers conferred by and subject to Section 25 of the Act to further the objects of the Association and to:

- (a) Acquire, hold, deal with, and dispose of, any real or personal property;
- (b) Administer any property on trust;
- (c) Open and operate ADI (Authorised Deposit Taking Institution) accounts;
- (d) Invest its moneys
  - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (e) Borrow money upon such terms and conditions as the Association thinks fit;
- (f) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) Appoint agents to transact any business of the Association on its behalf; and
- (h) Enter into any other contract it considers necessary or desirable.

## 5 MEMBERSHIP

### (a) Types

- (i) **Program membership** shall be comprised of academic programs providing studies, education and research in health services management in the region and which have agreed to accept the objects and be bound by the rules of the Association. Application for membership shall be made in writing to the Chairperson of the Association. Upon acceptance of the application by the Executive Committee of the Association, and upon payment of the prescribed membership fees if any, the applicant shall be a **member program** of the Association. Each member program shall nominate a person to represent, and vote on behalf of, the program at meetings.
- (ii) **Individual membership** shall be available to individuals with appropriate qualifications and experience and who are committed to the objects of SHAPE, agree to be bound by its rules and who are not on the faculty of a SHAPE member program. Application for membership shall be made in writing to the Chairperson of the Association. Upon acceptance of the application by the Executive Committee of the Association, and upon payment of the prescribed individual membership fees if any, the applicant shall be an **individual member** of the Association.
- (iii) **Affiliate membership** shall be available to organisations which are not eligible for full program membership but which support SHAPE objects, agree to be bound by its rules and share an interest in achieving mutually beneficial outcomes. Application for membership shall be made in writing to the Chairperson of the Association. Upon acceptance of the application by the Executive Committee of the Association and upon payment of the prescribed affiliate membership fees if any, the applicant shall be an **affiliate member** of the Association. Each affiliate member may nominate a person to represent it at meetings.
- (iv) **Life membership** shall be awarded to an individual who has made an outstanding contribution to SHAPE over a sustained period of time. Life membership shall be conferred following a majority vote in favour at an Annual General Meeting. The Life Member shall be entitled to use the postnominals LMSHAPE.

### (b) Subscriptions

Subscription fees for each membership type shall be such sum (if any) as determined at an Annual General Meeting and shall be payable annually at a time determined at an Annual General Meeting.

### (c) Suspension of membership, office bearers, committee members, program representatives and other individuals

- (i) Any member, whether a member program, affiliate, individual or whomsoever, the conduct of which or who is deemed detrimental to the interests of the Association, may be suspended by not less than two-thirds majority vote at a meeting of the Executive Committee.

- (ii) A member, the conduct of which or who is asserted to be detrimental to the interests of the Association, shall be advised by the Chairperson of the particulars of that assertion at least one month before the Executive Committee meeting at which the matter shall be determined. The member shall be given an opportunity to make a verbal and/or written submission to the meeting.
- (iii) After due consideration, the decision of the Executive Committee shall be communicated in writing by the Chairperson of the Association to the member facing suspension within seven calendar days of the meeting at which the determination was made.
- (iv) A member's membership shall cease on expiry of 14 calendar days of their receipt of the written determination to suspend, unless within that period the Chairperson receives written notice from the member requiring the suspension to be reconsidered at a subsequent General Meeting.
- (v) The member seeking reconsideration of suspension shall be given an opportunity to make a verbal and/or written submission to the General Meeting. If the determination of the Executive Committee to suspend the membership is upheld, cessation of membership shall be the date of the General Meeting at which the determination is upheld.
- (vi) Where an elected representative of a member program has been suspended, a member program may nominate a replacement representative on the Executive Committee for the unexpired remainder of the term, who shall if acceptable to a two thirds majority of the Executive Committee in meeting, be accepted as that replacement.
- (vii) The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

**(d) Cessation of membership**

Membership shall cease on:

- (i) resignation in writing delivered to the Secretary of the Association. There shall be no whole or partial refund of paid subscriptions. Outstanding subscriptions may be recovered as a debt to the Association.
- (ii) failure to renew membership within six months of expiry. The Executive Committee may reinstate membership on such terms as it sees fit.
- (iii) non-renewal pursuant to 5(c)(iv) or 5(c)(v).

## **6 EXECUTIVE COMMITTEE**

- (a) To further the objects of the Association, and to manage and control the affairs, funds and any other property of the Association, there shall be an Executive Committee consisting of not less than six representatives of member programs elected at the Annual General Meeting.
- (b) The Executive Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (c) As required by the Act, the Executive Committee shall appoint a Public Officer, who must be over 18 years of age and a resident of South Australia.
- (d) The Office Bearers of the Association shall be the Chairperson, Deputy Chairperson, Secretary and Treasurer-Membership Secretary who shall be elected from the Executive Committee at the Annual General Meeting. The normal term of office for the four Management Committee positions shall be two years, with half of the positions becoming vacant at each Annual General Meeting.
- (e) The Executive Committee shall meet in person or by virtual means not less than twice in each financial year.
- (f) The quorum shall number four Executive Committee members. If there is no quorum within 30 minutes of the time appointed for the meeting, the meeting shall be rescheduled.
- (g) If the Chairperson is not present within 10 minutes of the appointed time for the meeting, the Deputy Chairperson shall chair the meeting. If neither the Chairperson nor the Deputy Chairperson are present within 10 minutes of the appointed time for the meeting, the Executive Committee shall nominate another Office Bearer to be the Chairperson of that meeting.
- (h) The Chairperson, or two other members of the Executive Committee jointly doing so, shall have power to call a meeting of the Executive Committee.

Notice of forthcoming meetings of the Executive Committee shall be given at each Executive Committee meeting or by 14 calendar days' written notice distributed to all Executive Committee members or if urgently required by such other notice as shall be ratified by the Executive Committee.

The Executive Committee may discuss such matters as it considers appropriate in the management of the Association and shall set a formal agenda to do so. Requests for matters to be considered by the Executive Committee under 'Other Business' shall be delivered to the Secretary with relevant details in writing no less than three business days before the meeting.

- (i) An Office Bearer or member of the Executive Committee shall cease to hold such office upon:
  - (i) resignation in writing;
  - (ii) permanent incapacitation by ill-health;
  - (iii) cessation of program membership. The Executive Committee may determine that a representative be able to complete the unexpired remainder of the one-year term;
  - (iv) nomination by the member program of an alternative representative on the Executive Committee;
  - (v) suspension of the program or its representative from membership of the Association;
  - (vi) absence for three successive executive meetings without explanation acceptable to the Executive Committee;
  - (vii) being disqualified from being a committee member by the Act.
- (j) Vacancies unfilled or arising in the Office Bearers may be filled by the Executive Committee by confidential electronic or postal vote for the unexpired remainder of the term. Written nominations, signed by the proposer and the nominee, shall be delivered to the Secretary of the Association no less than three business days before the vote is conducted.
- (k) The Executive Committee may appoint individuals or sub-committees for specific purposes which shall meet as they see fit or as directed by the Executive Committee and who shall report to the Executive Committee.

## **7 MANAGEMENT COMMITTEE**

- (a) Management shall be vested in a Management Committee which shall consist of four persons comprising:
  - (i) the Chairperson of the Association;
  - (ii) the Deputy Chairperson;
  - (iii) the Secretary;
  - (iv) the Treasurer-Membership Secretary.
- (b) Decisions of the Management Committee shall be made at meetings of which not less than three business days' written notice shall have been given, or for more urgent matters by such other notice as shall be ratified by the Management Committee.
- (c) A quorum for decision-making shall be two members providing that where a member is temporarily unavailable, a replacement member shall be nominated by the Chairperson.

- (d) The Management Committee shall meet in person or by virtual means at least once in each quarter and shall receive from the Secretary and Treasurer-Membership Secretary a written or verbal quarterly report. The substance of verbal reports shall be documented in the Meeting Minutes.
- (e) A member of the Management Committee shall cease to hold such office upon:
  - (i) resignation in writing;
  - (ii) absence for three successive management meetings without explanation acceptable to the Management Committee;
  - (iii) vacation of office pursuant to 6(i).
- (f) With approval of the Executive Committee, the Management Committee may:
  - (i) appoint individuals or sub-committees for specific purposes which shall meet as they see fit or as directed by the Management Committee and who shall report to the Management Committee;
  - (ii) invite individuals to attend Management Meetings, on an ex-officio basis, for specific purposes as they see fit.

## **8 GENERAL MEETINGS**

- (a) A General Meeting, which shall include the Annual General Meeting and any Special General Meetings, shall be held not less than once in each calendar year.
- (b) Written notice of no more than 28 calendar days and no less than seven calendar days of all General Meetings shall be distributed to all members. Written notice shall include customary meeting arrangements and the purpose of the meeting in an Agenda. Requests for matters to be considered by the Association under 'Other Business' shall be delivered to the Secretary with relevant details in writing no less than three business days before a General Meeting.
- (c) A quorum at a General Meeting shall be five member programs or two-thirds of the member programs whichever is less. If there is no quorum within 30 minutes of the time appointed for the meeting, the meeting shall be rescheduled.
- (d) If the Chairperson is not present within 10 minutes of the appointed time for the meeting, the Deputy Chairperson shall chair the meeting. If neither the Chairperson nor the Deputy Chairperson are present within 10 minutes of the appointed time for the meeting, the Executive Committee shall nominate another Office Bearer to be the Chairperson of that meeting.
- (e) A Special General Meeting, convened to address significant items of business requiring decisions prior to the next Annual General Meeting, shall be called by the Secretary within 28 calendar days of receipt of a directive of the Executive or a written request of three member programs specifying the business to be conducted at the meeting.

- (f) Written notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 calendar days before the date of the meeting, and shall include details of the proposed Special Resolution and any relevant documentation. A Special Resolution shall have a proposer and a seconder. Time shall be allowed for adequate discussion prior to voting.
- (g) The Annual General Meeting shall be held at least once in each calendar year and not more than four months after the close of the financial year which shall be 30 June unless altered at an Annual General Meeting.
- (h) The business of the Annual General Meeting shall be:
  - (i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) to receive the Chairperson's report for the previous year;
  - (iii) to receive the Secretary's report;
  - (iv) to receive the Treasurer-Membership Secretary's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;
  - (v) to elect or re-elect member programs of the Executive Committee who must consent in person or in writing;
  - (vi) to conduct any other business placed on the agenda no less than three business days before the date of the meeting;
  - (vii) to appoint an Auditor for the ensuing year. If an appointment is not made at the Annual General Meeting, the Executive Committee shall appoint an Auditor for the current financial year.

## 9 VOTING

- (a) Decisions at a General Meeting are to be determined by a simple majority vote of the nominated **member program** representatives present at and duly constituting the meeting.
- (b) Each member program shall be entitled to one vote and may nominate a **proxy** from their program in lieu of their elected representative to attend and vote at General Meetings and at Executive Committee meetings. Nominations of proxies are to be delivered to the Secretary prior to the commencement of a meeting.
- (c) Decisions on special resolutions are to be determined by a majority of not less than three-quarters (75%) of **member programs** present and voting (in person or by proxy) at a meeting called for that purpose.
- (d) Individual and life members, and representatives of affiliate members, are ineligible to vote at General Meetings, Executive Committee or Management Committee unless they hold a position on the Executive Committee.

- (e) The Chairperson at any meeting shall have a casting as well as a deliberative vote.
- (f) Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
- (g) The meeting may by show of hands (or an electronic equivalent) require any other vote to be by secret ballot.

## **10 MINUTES OF MEETINGS**

Minutes of all proceedings of General Meetings of the Association, the Executive Committee and the Management Committee shall be kept by the Secretary according to accepted professional meeting practice, shall be confirmed by member programs or committee members (as relevant) at a subsequent meeting and signed by the Chairperson of the meeting. Where a meeting is not held in person but by virtual means, the Chairperson may indicate final approval of the minutes by email.

## **11 DISPUTE RESOLUTION**

- (a) Rules of Natural Justice shall be observed in any dispute between members, or members and the Association.
- (b) Genuine steps shall be taken by all parties to seek a confidential, fair and expedient resolution of a dispute within 14 calendar days of the dispute coming to the attention of the Management Committee.
- (c) Where a dispute cannot be resolved, and subject to agreement by all parties to the dispute, the Management Committee shall refer the matter to the Executive Committee. The Executive Committee may refer the matter to an independent third party, for further discussion and possible resolution.

## **12 CONFLICTS OF INTEREST**

- (a) At any committee or General Meeting of the Association, members shall disclose any actual, potential or perceived direct or indirect personal or institutional conflicts of interest, of a fiduciary, pecuniary and/or policy nature, in matters to be discussed and decided at the meeting, and the extent to which this conflicts with the objects, financial or policy interests of the Association.
- (b) The Chairperson and members attending the meeting shall determine whether the disclosing member is permitted to participate in discussion of, or voting on, matters related to the disclosure at the meeting. A member program, or an individual representing a program, with an interest in a contract or proposed contract shall not vote on that contract or proposed contract and must disclose the nature and extent of their interest in the contract at the next Annual General Meeting of the Association.

## **13 OFFICE HOLDERS**

### **13.1 CHAIRPERSON**

- (a) The Chairperson shall keep the Common Seal which shall be affixed only by resolution of the Executive Committee or of a General Meeting and in the presence, personally or through agreed virtual means, of two Executive Committee members including at least one Office Bearer.
- (b) The Chairperson shall chair the Management Committee, Executive Committee and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson, the Deputy Chairperson shall chair the meeting.
- (c) The Chairperson together with members of the Management Committee shall prepare the agenda for the Executive Committee and for General Meetings.
- (d) The Chairperson shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- (e) The Chairperson shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Executive Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or if urgently required, following consultation with at least two members of the Executive Committee.

### **13.2 DEPUTY CHAIRPERSON**

- (a) In the absence of the Chairperson for any reason, the Deputy Chairperson shall assume the roles and responsibilities of the Chairperson.
- (b) The Deputy Chairperson shall support and assist the Chairperson in the leadership and governance of the Association and the ongoing development, monitoring and evaluation of its objects, strategic direction, rules, policies and procedures.

### **13.3 SECRETARY**

- (a) The Secretary shall call meetings in accordance with the provisions of this Constitution.
- (b) The Secretary shall cause records to be kept as required by the Act, in a permanent and accessible written form. These records shall include the Constitution and organisational policies, records of members, a register of minutes and meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association. All reasonable precautions shall be taken to prevent loss, damage, destruction, and falsification of Association records, or part(s) thereof. An Association record shall be able to be reproduced in written form within a reasonable period.
- (c) The Secretary shall maintain an archive of the records pertaining to the business of the Association and ensure its secure transfer to a newly-elected Secretary.
- (d) In the absence of the Secretary in meetings another member shall be elected as Minutes Secretary.

### **13.4 TREASURER-MEMBERSHIP SECRETARY**

- (a) The Treasurer-Membership Secretary shall cause monies received to be paid into an account authorised by the Executive Committee in the name of the Association. Payments shall be by an electronic payment system and shall be authorised by the Treasurer-Membership Secretary or in the absence of the Treasurer-Membership Secretary by the Chairperson, Deputy Chairperson or Secretary. Major expenditure, as defined by the Executive Committee, from time to time, shall require authorisation by the Management Committee in advance.
- (b) The Treasurer-Membership Secretary shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member. These records shall correctly record and explain the financial transactions and the financial position of the Association in accordance with the Act.
- (c) The Treasurer-Membership Secretary shall keep a register of members, which shall include full details of name, mailing and e-mailing addresses, telephone contact details and dates of admission, resignation and cessation of membership (with reasons if applicable).
- (d) The Treasurer-Membership Secretary shall cause to be prepared financial budgets and statements and shall submit a report on the finances to Executive Committee Meetings as required.
- (e) The Treasurer-Membership Secretary shall be entitled to delegate functions to the employees of the Association and shall in such case receive quarterly financial statements from such employees.
- (f) The Treasurer-Membership Secretary shall present audited accounts to the Annual General Meeting.

### **14 AMENDMENT OF CONSTITUTION AND RULES**

This Constitution may be repealed, altered, or amended by resolution of two-thirds of member programs present and voting at a General Meeting of which not less than fourteen calendar days' written notice of the proposed repeal, alteration or amendment has been distributed to all members. The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.

### **15 FINANCES AND PROPERTY, AND DISSOLUTION OF THE ASSOCIATION**

- (a) Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.
- (b) The income property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that:
  - (i) nothing herein contained shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

- (ii) an employee of the Association shall notwithstanding that employment be entitled to be a member or Office Bearer of the Executive Committee or of any sub-committee.
- (c) On dissolution all property whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
  - (i) such other body must also prohibit the distribution of income and property to the members to the extent stated herein;
  - (ii) if the Association shall have been approved pursuant to relevant provisions of the Income Tax Assessment Act then such other body shall also be so approved; and
  - (iii) the Association shall not be dissolved except by a special resolution passed by a majority of not less than three-quarters (75%) of member programs present and voting (in person or by proxy) at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed special resolution has been given to all members.

**This Constitution was approved by the Annual General Meeting on 21 October 2021.**