

## **Council of Academic Public Health Institutions Australia Incorporated**

### **Constitution and Rules**

(as amended at the AGM on 21 September 2016)

#### **1. Name of Association**

The name of the association is the Council of Academic Public Health Institutions Australia Incorporated.

### **PART I. - PRELIMINARY**

#### **2. Objects**

The Council of Academic Public Health Institutions Australia is the peak organisation that represents Heads of Schools and Discipline leaders of public health in academic institutions that offer programs, research and community service activity in public health.

Its purpose is:

- to maintain high quality academic standards in the education and development of public health practitioners and researchers;
- to lead and represent public health in tertiary academic institutions throughout Australia that offer programs and research and community service activity in public health; and
- to be a respected voice and advocate for the development of public health professionals and researchers within Australia.

2.1 The Council's vision is:

To be the lead advocacy organisation for tertiary public health education and to promote public health research and workforce training and development.

2.2 The Council's mission is:

To improve the public's health by advancing public health education, research and service.

2.3 The objectives of the Council are to:

- (a) identify and promote national issues impacting on tertiary public health education, research, and service;

- (b) promote broader understanding and awareness of the importance of tertiary public health education in providing a quality public health workforce for the future;
- (c) improve the profile of public health in the academic context, amongst the health workforce and with relevant organisations and professional associations;
- (d) facilitate the development of partnerships with key stakeholders, including government, not-for-profit, professional and community agencies, to strengthen the capacity of tertiary public health education, research and service;
- (e) provide a forum to discuss major educational and health changes and policy issues confronting the tertiary public health sector and the development of collaborative strategies to address these.

2.3. To give effect to these objectives the Council may:

- (a) hold a national teaching and learning forum, a national research seminar and other activities as appropriate that have as their focus enhanced teaching and research endeavours amongst academic public health institutions;
- (b) respond to Government policy and activity as required: this range of activity would be facilitated by the Secretariat in consultation with the Executive;
- (c) establish priorities by means of a 3 to 5 year operational plan, established in consultation with the membership group;
- (d) maintain a website for the organisation as an important communication tool for members and for the Executive and Secretariat.

## **PART II. - MEMBERSHIP**

### **3. Membership**

Membership of the Council comprises two categories of membership.

- (a) Full membership
- (b) Affiliated membership.

### **4. Membership qualifications**

- (1) Full membership is open to schools and disciplines of public health in tertiary academic institutions that offer programs, research and community service activity in public health throughout Australia.
- (2) Affiliated membership is open to associations and organisations and institutes which support the aims and objectives of the Council and are involved in public health training and/or research, but do not qualify for full membership.

(a) Organisations that qualify for full membership are not entitled to be an affiliated member other than organisations that are in their first year of membership.

## **5. Application for membership**

Application for membership shall be made in writing in the form set out in Appendix 1 to this Constitution and Rules and lodged with the Chair. On receiving the application, the Chair shall decide whether to approve or reject the application. Where the Chair considers it necessary, the Chair shall refer the matter to the Executive Committee for approval.

## **6. Membership fees**

- (1) The annual membership fees are set out in Section 16.2 of this Constitution and Rules, or if any other amount has been determined by a General Meeting, such other amount.
- (2) Where a General Meeting determines to vary the amount of the membership fees, the Secretary must notify members of the change within one month of the Committee's determination.
- (3) The annual fee is due and payable on or before 1 July in each year.

## **7. Members' liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, unpaid by the member in respect of membership of the Council as required by rule 6.

## **8. Discipline**

- (1) The Executive Committee may resolve to expel a member from the Council if the member:
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has acted in a manner detrimental to the interests of the Council.
- (2) A resolution under sub rule (1) is of no effect until the Executive Committee holds a further meeting to confirm the resolution.
- (3) If the Executive Committee resolves to expel a member from the Council, the Chair must follow the procedures outlined in clause 9 of the *Associations Incorporation Regulation 1991* in terms of serving a written notice setting out the grounds on which the Committee based its resolution and outlining the way in which

the member may appeal the decision, including the way in which the member may make submission to, or appear before, the Council or its delegate.

### **PART III. – GOVERNANCE**

#### **9. Executive Committee**

- (1) The Council will be governed by an Executive Committee elected from the membership.
- (2) The Executive Committee. may:
  - (a) provide strategic leadership for the advance of public health institutions;
  - (b) translate the objectives of the organisation into tangible yearly outcomes and benefits to the membership;
  - (c) focus and communicate on strategic issues that impact on public health and therefore have consequences for academic public health and the direction of the organisation;
  - (d) support the organisation of a Teaching and Learning Forum and a Research Seminar each year where exchange of ideas and learning could occur;
  - (e) respond where appropriate to Government policy papers and directions, as appropriate in collaboration with other organisations and agencies.
- (3) The Executive Committee is charged with the development and appointment of relevant sub-committees to advance the vision and mission of the Council;
- (4) The Executive Committee has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Council between annual general meetings.

#### **10. Constitution and membership of the Executive Committee**

- (1) The Executive Committee will consist of:
  - (a) 6 Elected Officers of the Council: (1) the Chair, (2) the Deputy Chair, (3) the Secretary, (4) the Treasurer, and 2 general members elected by and from the whole membership;
    - (i) The Chair will also be known as the President of the Council; and
    - (ii) The Deputy Chair will also be known as the Deputy President of the Council.
  - (b) a Representative nominated by the Indigenous Public Health Curriculum Network, who will be a voting member of the Executive;
  - (c) The Executive Director of the Council and the CEO of the PHAA will serve on the Committee in an ex officio capacity; and,

- (d) The Executive Committee must include at least:
  - (i) 2 members representing WA, NT, SA and Tasmania;
  - (ii) 2 members representing Qld, NSW, ACT and Victoria.
- (2) The elected and general committee members shall hold office for a period of two years from the end of the Annual General Meeting at which their election is declared.
- (3) Incumbent Executive Committee members can be re-elected to the same office for a maximum of two consecutive terms.
- (4) The immediate past chair will remain a member for the following executive term of two years.
- (5) Each Representative Member shall hold office as Representative Member for two years.
- (6) Each Representative Member may be re-nominated and may serve up to four consecutive terms.
- (7) The office of any Elected Officer or Representative Member becomes vacant if she or he:
  - (a) resigns the office in writing;
  - (b) ceases to be a member of the Council;
  - (c) becomes of unsound mind; or
  - (d) becomes bankrupt;

in which case the Executive Committee will appoint a member to fill a vacant office for the balance of the term of the previous officer or member. The appointment of a Representative Member under this sub-rule will occur following consultation with the relevant association or network.

## **11. Executive Committee meetings and quorum**

- (1) The Executive Committee will conference at least bi-monthly, and face to face on at least one occasion annually.
  - (a) The agenda for the meetings will be circulated to all members and affiliated members.
- (2) Any 4 voting members constitute a quorum for the transaction of business of the Committee.
- (3) Questions arising at a meeting of the Executive Committee will be determined by a majority of the votes of members of the Committee present at the meeting. Where there is an equality of votes of Executive Committee members, the motion is negatived. However, every attempt will be made to arrive at a consensus at meetings of the Committee.

## **PART IV. – GENERAL MEETINGS**

### **12. Annual General Meetings and other Meetings**

- (1) The Council must, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Council, convene an Annual General Meeting of its members.
- (2) Subject to rule 12 (1), Annual General Meetings will be convened on a date and at a place to be determined by the Executive Committee to coincide, where possible, with the Public Health Association of Australia annual conferences.
- (3) Special General Meetings of the Council may be held when determined by the Chair, with the support of at least 3 other voting members of the Executive Committee.
- (4) If 5 members request it, the Chair shall convene a General Meeting of the Council.
  - (a) The request must state the reason for and purpose of the meeting.
  - (b) It must be in writing, signed by the members making the request.
  - (c) It must be lodged with the Chair.
- (5) No item will be transacted at a General Meeting unless a quorum of 5 members is present.
- (6) The Chair (or in the absence of the Chair, an Executive Committee member nominated by the Committee) will preside at each General Meeting.

### **13. Notice**

- (1) The Secretariat must notify members of the place, day and time of General Meetings and the business to be transacted.
- (2) Notice must be in writing and given not less than 28 days before the meeting.
- (3) Any member requiring special business to be transacted at a General Meeting must give written notice of that business to the Secretary not less than 21 days before the meeting.

### **14. Voting**

- (1) Each member at a General Meeting will be entitled to one vote.
- (2) All votes must be given personally or by proxy.
- (3) A motion put to the General Meeting is determined on a show of hands, and that result must be recorded in the minutes.
- (4) If equal votes are cast for and against a resolution at a General Meeting that resolution is lost.

## **PART V – FINANCIAL MANAGEMENT**

### **15. Financial Year**

The financial year of the Council is the period beginning on the first day of July in each year and ending on the thirtieth day of June following.

### **16. Funds**

- (1) Funds of the Council will be derived from annual membership fees, grants, gifts, bequests and donations.
- (2) Each full member organisation will be required to pay a yearly membership fee of \$5,000 + GST, increasing annually by CPI (to the nearest \$100) or any variation to this amount determined by the Annual General Meeting for the following financial year. This fee would support the Secretariat, subcommittee activity, the development and delivery of a teaching and learning forum and a research forum yearly and the development and maintenance of a membership website.
- (3) Affiliated members will be required to pay an annual fee of half of the full membership fee + GST, unless otherwise determined by the Annual General Meeting for the following financial year.

- (4) Other sources of funding would be sought from Commonwealth and State Departments where appropriate to enable additional activity to be conducted, evaluated and reported.
- (5) Subject to any resolution passed by the Council in General Meeting, the funds of the Council must be applied solely towards the promotion of the objects of the Council in such manner as the Executive Committee determines, and no portion is to be paid or transferred to any member.
- (6) All money received by the Council must be deposited as soon as possible and without deduction to the credit of a bank account of the Council, designated by the Executive Committee.

## **PART VI – GENERAL**

### **17. National Office**

The National Office of the Council will be located in the Australian Capital Territory.

### **18. Administrative arrangements with the Public Health Association of Australia.**

- (1) Subject to written agreement between the Council of Academic Public Health Institutions Australia and the Public Health Association of Australia:
  - (a) The Council of Academic Public Health Institutions Australia's national office will be co-located with the Public Health Association of Australia in Canberra, ACT.
  - (b) The Council's budget will be retained and managed within a separate account, care of the Public Health Association of Australia.
  - (c) These funds will be subject to the financial management policies and procedures of the Public Health Association of Australia.

### **19. Alteration of objects and rules**

The Council in General Meeting may, by resolution passed by at least three-quarters of the votes cast, in person or by proxy, alter its objects and rules.

### **20. Common seal**

- (1) The common seal of the Council will be in the form of a rubber stamp, inscribed with the name of the Council encircling the words "Common Seal".
- (2) The common seal will be kept in the custody of the Public Officer for the Council.
- (3) The common seal must not be affixed to any document without the specific authority of the Chair, Executive Committee and the affixing must be attested by the signatures of two members of the Committee.

## **21. Custody of books and documents**

Subject to the *Act*, *the Regulations* and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Council.

## **22. Inspection of books**

Members may inspect the records, books and other documents of the Council free of charge at the Council's national office in Canberra at reasonable times determined by the Chair.

## **23. Voluntary winding up**

- (1) The Council may wind up voluntarily following a special resolution of its members.
- (2) If on the winding up of the Council there remains any property after satisfaction of all debts and liabilities, it must be transferred to some other organisation having objects consistent with the objects of the Council. That organisation must —
  - (a) prohibit the distribution of its income or property among its members at least to the extent imposed under rule of this Constitution and Rules; or
  - (b) be an organisation recognised by the Federal Commissioner of Taxation under the *Income Tax Assessment Act 1936* (Cth); and
  - (c) be determined by the members of the Council in General Meeting by a resolution passed by at least three quarters of the votes of members, cast by its members in person or by proxy.

## **Council of Academic Public Health Institutions Australia Incorporated Constitution and Rules Explanatory Memorandum**

This Explanatory Memorandum seeks to clarify the intent of the Constitution and Rules of the Council of Academic Public Health Institutions Australia Incorporated in respect of the following three rules.

### **PART III. – GOVERNANCE**

*Rule 10: Constitution and membership of the Executive Committee*

#### Rule 10 (1) (f): state and territory representation on the Executive Committee

In the interest of equitable regional representation and participation in Council decision making, Rule 10 (1) (f) states that the Executive Committee must include two members of a bloc of states that includes WA, NT, SA and Tasmania; and two members of a bloc of states that includes Qld, NSW, ACT and Victoria. Elected and general Executive Committee members are included in this count. Elected and general Executive Committee members from these respective blocs of states will also act as representatives and contact points, where necessary, for states or territories not represented on the Executive Committee.

#### Rule 10 (8): appointment of members to fill vacant offices on Executive Committee

While academic public health institutions comprise the membership of the Council, the elections of representatives on the Executive Committee are Executive Committee decisions. Should an office of any elected or representative member of the Committee become vacant, it is not up to the sending institution to replace them: the Executive Committee will appoint a member to fill the vacant office for the balance of the term of the previous officer or member.

*Rule 11: Executive Committee meetings and quorum*

#### Rules 11(1) and 11 (1) (a): Executive Committee meetings and quorum

In the interests of Council open and participative decision making, the Secretary will notify all members and affiliated members of the Council of the dates of Executive Committee meetings and forward to them an agenda of the meeting. All members of the Council and affiliated members are entitled to attend and speak at meetings of the Executive Committee, if they so wish. However, only elected and general Executive Committee members can vote on matters to be decided by the Committee.