



HEARTBEAT inc.

ABN 80 572 789 503

CONSTITUTION

REVISED MARCH 2018

HEARTBEAT INCORPORATED

INCORPORATED 21ST JULY, 1981

CONSTITUTION of the ASSOCIATION

1. NAME:

The name of the Association is Heartbeat Incorporated (hereinafter called "The Association")

2. OBJECTS:

The objects of The Association shall be:

- a) To promote and assist the workings of cardiac and recovery units in the State of South Australia, in a voluntary capacity.
- b) To raise funds and apply the same, after the deduction of appropriate administration costs, to the furtherance of the workings of Public Cardio – thoracic Surgical Units, cardiac related facilities of other Public Hospitals and other non-profit making cardiac related bodies in the State of South Australia.
- c) To provide information, assistance and reassurance to persons suffering from cardiac disease and their families and prospective Cardio - thoracic Surgical patients, and to assist, where possible, the rehabilitation of the same.
- d) To promote public awareness of the prevalence of cardiac disease and the facilities and assistance related to the treatment of cardiac disease available to members of the public, in South Australia.
- e) To organise and promote Branches of the Association in regional centres in the State of South Australia.

POWERS OF THE ASSOCIATION:

- f) To purchase, take on, lease or exchange, or otherwise, any land, buildings, easements of property (real or personal) which may be required for the purpose of, or can be used in connection with, any objects of The Association and to sell, demise, mortgage, give and exchange or dispose of the same, or any part thereof, from time to time and to grant easements in, through, over or upon any land to acquire easements or rights over any other land.
- g) To hire and employ clerks, managers, servants and workmen, and to pay them and to other persons in return for services rendered to The Association by way of salaries, wages, gratuities and pensions.
- h) To establish, promote or assist in establishing or promoting, and to subscribe to or become a member of, or associate, of any other Association whose objects are similar to the objects of The Association, and which may be beneficial to The Association.
- i) To borrow or raise money with or without giving security and particularly by the issue of, or upon bonds, debentures (redeemable on dates to be determined by yearly ballot, or otherwise at the discretion of the Committee of Management of The Association), bills of exchange, promissory notes, or other obligations or securities of The Association, or by mortgage or charge upon all or any part of the assets of The

Association, and to do such other lawful things as are incidental or conducive to the attainment of the above objects.

- j) To do all the things which the Executive Committee of The Association, or the Committee of Management of The Association may think necessary or desirable for promoting the objects of The Association and the benefits of its members.

3. ALTERATION OF THE CONSTITUTION:

The Constitution shall not be altered except at a Special General Meeting of The Association called for the purpose, at which no less than fifteen financial members of The Association shall be present, and no motion for such alteration shall be deemed to be carried unless supported by two-thirds of those present and voting, including postal votes received by The Association Secretary prior to the commencement of the meeting.

Notice of any such motion and the meeting venue shall be advised to financial members of The Association at least fourteen days prior, either in writing, or by advertisement in the Public Notices section of a Daily Newspaper.

4. SEAL:

The seal of The Association shall be under the control of the Executive Committee and shall not be affixed except in the presence of a member of the Executive Committee and The Association Secretary, who shall countersign the document.

5. MEMBERSHIP:

5.1 Definition of a Member

A member is defined as a person(s) / organisation who has / have made application to the Association for membership by the completion of the Membership Application Form accompanied by the payment of the appropriate fee and the application has been accepted by the Association.

A member must be financial to avail themselves to the rights of membership as defined herein. To be financial the member must have paid the appropriate fee within the timeframe required. A person who does not retain financial status ceases to be a member.

5.2 Member Categories

There are 2 categories of members:

- a) **Active Member**
A financial member who is actively involved in Branch activities whether as an office holder, volunteer or attends Branch / Executive meetings.
- b) **Non-Active Member**
A financial member who is not actively involved in Branch activities whether as an office holder, volunteer or attends Branch / Executive meetings.

5.3 Extent of Membership

As from 1/7/2018 membership is restricted to the person who makes application on the Membership Application form.

5.4 Rights of a Financial Member

A financial member has the right to:

- a) Hold office on Branch / Executive Committees and/or Sub-Committees
- b) Vote at Association and Branch meetings where such voting is appropriate
- c) View the accounts of a Branch or the Association
- d) Raise issues with the Branch or Executive
- e) Any other rights as defined in the Associations Incorporation Act 1985

6. SUSPENSION AND EXPULSION:

The Committee of Management of The Association shall have the power to suspend or expel from The Association membership any person whose presence in The Association they consider to be detrimental to its objects. Such member shall on notification by certified mail forthwith cease to be a member of The Association.

Any member expelled or suspended in accordance with the above shall have the right of appeal within one month thereafter to an Appeals Committee which shall be appointed as and when required. Such Committee shall consist of the President of The Association plus two other members of The Association nominated by the Committee of Management, together with other two other members nominated by the member desiring to appeal against any Committee of Management decision for expulsion or suspension, and all five members of the Appeal Committee shall have equal voting rights.

7. STATE EXECUTIVE COMMITTEE

There shall be a State Executive Committee of The Association which shall consist of:

President, Chairman, Vice Chairman, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, Public Relations Officer and Re-assurance Co-ordinator.

The State Executive Committee shall be responsible for conducting the affairs of The Association and the execution of policy decisions of the Committee of Management.

The quorum necessary for the transaction of business by the Association Executive Committee shall be two-thirds of the persons holding Officer positions.

8. ELECTION OF ASSOCIATION STATE EXECUTIVE COMMITTEE:

- a) The Officer members of The Association shall hold office for a term of two years commencing on the day of election and expiring on the date of the second Annual General Meeting following such election.
- b) Each candidate for election shall be nominated in writing signed and dated by the proposer and seconder and endorsed with the consent of the candidate.
- c) The nomination shall specify the office for which the candidate is nominated.
- d) All nomination shall be lodged with The Association Secretary not less than twenty eight days before the Annual General meeting, and a list of candidates for election shall be posted to each member or inserted in the Public Notice section of a Daily Newspaper at least fourteen days before the day of the Annual General Meeting.

- e) Where only one nomination for any office is received the Chairman of the Annual General Meeting shall declare such person duly elected.
- f) If more than one candidate is nominated for a vacancy then such election shall be by ballot of all members present and all postal votes received by the Association Secretary prior to the commencement of the meeting. Such ballot shall be subject to the direction of the Chairman of the Annual General Meeting.
- g) Two returning officers shall be appointed by the Committee of Management, who shall conduct the ballot and shall certify to the Chairman the names of those elected.
- h) Where no nominations are received for any vacancy the vacancy may be filled by the Executive Committee at their discretion, and shall be ratified at the following Committee of Management meeting.
- i) Notwithstanding anything herein contained all Officers of The Association shall be deemed to continue in office until a successor shall have been duly appointed under these rules.
- j) Where any vacancy occurs in the officers members of the Executive Committee between two Annual General Meetings the Executive Committee of The Association shall have the power to appoint any eligible person to fill the vacancy and such appointment shall be for the remaining term of the retiring officer, which shall be ratified at the following Committee of Management Meeting.

9. COMMITTEE OF MANAGEMENT:

There shall be a Committee of Management of the Association. It shall consist of:

- a) The Officers of The Association Executive Committee.
- b) Two nominated members of each Branch.
Each member of the Committee of Management of The Association may appoint a proxy, with branch approval, to attend and vote at any meeting of The Association, such appointments to be in writing to the Association Secretary prior to the commencement of the meeting.

10. POWER OF THE COMMITTEE OF MANAGEMENT:

- a) It shall at all times receive and consider any submission on any matter appertaining to the business of The Association which any member of The Association may wish to submit, provided that such matter is in writing to The Association Secretary, who shall submit it to all Branches at least one calendar month before the Committee of Management meeting.
- b) The Committee of Management may from time to time delegate any of its powers to any other Committee of The Association duly constituted pursuant to these rules, or to any Officer or servant of The Association, and may revoke any such delegation and call upon any such Committee Officer or servant to investigate and report to it on any matter that it may deem fit.

- c) The Committee of Management shall meet at such times as it shall deem fit, provided that they meet at least three times yearly.
- d) The quorum necessary for the transaction of business by the Committee of Management shall be one-third of the members of the Committee of Management.
- e) All matters before the Committee of Management requiring resolution shall be decided by a simple majority of votes of those present and postal votes received by The Association Secretary at any meeting. The Chairman shall not have a deliberative vote but shall have a casting vote in the advent of an even division of members of the Committee on an issue in relation to which a vote has been called.
- f) The Committee of Management may appoint any Patrons or Vice-Patrons of The Association as may be deemed necessary, and such persons need not be members of The Association.

11. ASSOCIATION AUDITORS:

A qualified auditor shall be appointed at each Annual General meeting. Such Auditor shall audit the accounts and have the power to call for the production of all books, papers, accounts and document relating to the affairs of The Association.

- a) The statutory Auditor's report will accompany the financial statements presented to the Annual General Meeting.
- b) The Association Executive Committee shall have the power to request the Auditor to audit the books of any Association Branch if deemed necessary.
- c) The financial year of The Association shall be from the 1st January to 31st December inclusive.

12. THE ASSOCIATION PUBLIC OFFICER:

The Association Secretary shall be deemed to be The Public Officer, and such shall be responsible for all such duties as required by the Act and all other Acts of Parliament in the Commonwealth of Australia requiring such appointment.

13. MEETINGS:

- a) The **ANNUAL GENERAL MEETING** of The Association shall be held during March each year. Notice of such meeting shall be advised to members in writing or by insertion in the Public Notices section of a daily newspaper at least twenty one days before the date of such meeting.
 - i. At each Annual General Meeting of the Association the Executive Committee shall present reports through the agency of the Chairman thereof, and the Treasurer shall submit a statement and account for the past year. The Treasurer's statement should include the audited accounts of The Association and a consolidated balance sheet of The Association and existing Branches of The Association.
 - ii. The election of Officers for the current vacancies shall take place.

iii. Such other business as specified.

b) A **SPECIAL GENERAL MEETING** of members may be called at any time by:

- i. The Committee of Management of The Association.
 - ii. The Secretary of The Association on receiving a written request specifying the matter to be discussed and the motion or motions to be submitted and signed by at least fifteen financial members. At least fourteen days notice of such meeting and of the business to be brought before it, to which discussion shall be strictly confined, shall be given by the Secretary to all active members, either in writing or by insertion in the Public Notices section of a daily newspaper.
- c) No person can vote at any meeting unless that person is a registered financial member of The Association.
- d) The Committee of Management of The Association may, if it thinks fit, make regulations enabling financial members not present at any meeting to vote in writing.

14. SUBSCRIPTIONS:

Joining Fee and Annual Subscription shall be fixed by the Annual General Meeting of The Association.

15. ASSOCIATION BRANCHES:

Branches of The Association established pursuant to the Objects of The Association shall elect a Management Committee for the conduct and furtherance of the objects of The Association in their regional centre. Such Management Committee shall consist of at least five members who shall conduct their regional operations in accordance with the object of The Association and in compliance with The Association Policy Manual.

- a) The Annual General meeting of all Branches of The Association shall be held between the 1st day of January and the 28th day of February each year.
- b) Only financial members of The Association shall be eligible to vote.
- c) Each Branch shall forward to the Secretary of The Association copies of its Annual Report and audited Financial Statement by the 28th February each year, and make reports as requested by the Association Executive Committee.
- d) Nominate two active members of such Branch to be delegates to the Committee of Management of The Association,
- e) A copy of the minutes of Branch Monthly meetings shall be sent to The Association Secretary within fourteen days of that meeting.
- f) A copy of the monthly financial statements presented at Branch Monthly meetings shall be sent to The Association Treasurer within fourteen days of that meeting.
- g) In the event of a Branch being unable to function in accordance with this Constitution the Association Executive Committee shall have power to recess or close such Branch and to secure the assets of such Branch.

- i. In the event of recess of a Branch the Association Executive Committee shall have the power to take possession of the assets of such Branch until the Branch is totally functional in accordance with the Constitution.
- ii. In the event of closure of a Branch the Association Executive Committee shall secure all assets and shall honour the payment of funds held and already committed by the Branch and shall also offer all remaining funds held by the Branch to the regional hospital that the Branch supported.

16. POLICY MANUAL:

The Heartbeat Inc. Policy Manual consists of all decisions reached by the Committee of Management on any subject concerning the furtherance of The Association.

The Policy Manual can be added to or altered at any meeting of the Committee of Management. These alterations or additions shall then become Policy from the date of the meeting and shall be forwarded to all Branches, by the Association Secretary, within twenty-eight days of such meeting for inclusion in the Branch copy of the Policy Manual.

17. ASSOCIATION DISSOLUTION:

The Association shall not be dissolved unless by resolution of three-quarters of financial members.

In the event of dissolution any funds held by Branches of The Association shall be offered to the regional hospital that that Branch supports and any remaining property of The Association shall be transferred to the Public Hospital Cardio Thoracic Surgical Units, in accordance with the provisions of the Association Incorporation's Act. 1956 and as amended.