



CONSTITUTION OF

AUSTRALASIAN
HEALTH and RESEARCH
DATA MANAGERS
ASSOCIATION
INCORPORATED

ORIGINAL 1993
1ST REVISION FEBRUARY 1995
2ND REVISION AUGUST 1997
3RD REVISION SEPTEMBER 1999
4TH REVISION SEPTEMBER 2002
5TH REVISION MARCH 2009

1. NAME:

The name of the Association shall be **AUSTRALASIAN HEALTH and RESEARCH DATA MANAGERS ASSOCIATION INCORPORATED** herein after referred to as "The Association"

2. OBJECTS:

The Association is a non-profit making organisation formed:

- 2.1 To facilitate contact between data managers working in various specialities within the medical research field.
- 2.2 To promote and maintain the quality of data management of medical research in AUSTRALASIA.
- 2.3 To facilitate the continuing education and training of data managers
- 2.4 To provide a forum for discussion and exchange of experiences, information and ideas between data managers in AUSTRALASIA.
- 2.5 To improve the professional standards and standing of data managers in AUSTRALASIA
- 2.6 To establish and maintain contact with international data management groups for purposes or information exchange.

3. MEMBERSHIP:

- 3.1 Ordinary membership shall be open to any person working in or with an interest in the field of clinical data management who agrees to abide by the constitution and has paid the determined fee for admission to membership. In addition the member must pay to the association an annual membership fee determined by the committee renewable each financial year. Membership confers the power of voting at meetings, receipt of the Associations newsletter, and eligibility for election to the Executive Committee.
- 3.2 A nomination of a person for membership of the association must be made by a member of the association in writing in the form set out in Appendix 1 to this document and must be lodged with the secretary. The secretary must refer the nomination to the committee to approve or reject the nomination
- 3.3 A right, privilege or obligation a person has by reason to being a member of the association is not capable of being transferred to another person and terminates on cessation of the person's membership.
- 3.4 A member who has paid amounts payable of the association ceases to be a member upon resignation in writing, death, or removal as a member of the

Association (under rule 11.1). Notification of the date the member ceases membership should be entered in the membership registry.

- 3.5 Lifetime Membership can be conferred at an Annual General Meeting upon a financial member who has made an outstanding contribution to the association. A majority of at least two thirds of those present and entitled to vote is required to confer this distinction. A Lifetime Member confers the advantages of financial membership of the association without the requirement of an annual membership fee.

4. MANAGEMENT:

- 4.1 The Association shall have its affairs controlled and managed by a committee of members, known as the Executive Committee. The Executive Committee shall consist of the following officers and ordinary members, all of whom shall be financial members and elected at the Annual General Meeting of the Association

- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Newsletter Editor
- And Three ordinary members

No member shall be elected to more than one of the above positions.

- 4.2 Nominations of candidates for election to the Executive Committee of the association:

- a) Must be made in writing signed by a member of the association and accompanied by written consent of the candidate.
- b) If the number of nominations exceeds the number of vacancies to be filled then a ballot is to be held.
- c) If the nominations received equals the vacancies then persons nominated are taken as elected.
- d) If nominations received are insufficient to fill all vacancies on the committee then further nominations are to be received at the Annual General Meeting.

- 4.3 Any casual vacancy (**not President**) occurring in the Executive Committee may be filled by a member appointed by the Committee.

- 4.4 A casual vacancy in the Executive Committee occurs if the member is absent without consent from all meetings of the committee within a period of 6 months.

- 4.5 That the incoming president must have served a complete term (Annual General Meeting to Annual General Meeting) as a member of the Executive Committee.
- 4.6 Each member of the Executive Committee shall hold office from the date of their election or appointment for two years. The term of office ends at an Annual General Meeting.
- 4.7 Retiring Executive Committee members are eligible for re-election.
- 4.8 The Executive Committee shall assemble at least once every three months.
- 4.9 A member of the Executive Committee shall cease to hold office upon resignation in writing, death, or removal as a member of the Association (under rule 11.1)
- 4.10 The quorum for meetings of the Executive Committee shall be one half the number of Committee members. The President or his/her nominee must be present at all Executive Committee meetings.
- 4.11 Oral or written notice and the nature of the business to be transacted of a meeting of the Executive committee must be given by the secretary to each member of the committee a period of time agreed on by the members of the committee before the time appointed for holding of the meeting.
- 4.12 The Executive Committee shall have the power to co-opt other financial members of the Association to further assist the Committee in its operations.
- 4.13 That at least one member of the Executive Committee shall serve on each sub-committee.
- 4.14 That the membership of the Executive Committee will have no less than 60% representation from the public sector.

5. DUTIES OF OFFICE BEARERS:

- 5.1 President:
 - a) The senior executive officer of the Association.
 - b) Shall preside at and conduct all meetings of the Association in a controlled manner by applying the rules of debate.
 - c) Is responsible for the proper organisation of the Association.
 - d) Shall present a report to the Annual General Meeting of the Association's activities during his/her term of office.
- 5.2 Vice President:
 - a) Shall deputise for the President in the President's absence.
 - b) Shall be designated President should the President be unable to complete the term of office.

- c) Shall be a member of the subcommittee for organising the Annual Scientific Meeting.

5.3 Secretary:

- a) Shall keep a faithful record of the business transacted at all General, Special General and Executive Committee meetings of the Association.
- b) Shall keep a register in which shall be entered the names and addresses of all members admitted to membership of the Association, their class of membership and the dates of their admission. Provision for noting the date of cessation of membership shall also be contained in the register.
- c) Shall keep a copy of the Constitution and By-laws which shall be maintained in an up to date manner by adding any amendments or alterations. The Constitution and By-laws to be available at all meetings.
- d) Shall perform all secretarial duties imposed by the Executive Committee and keep a file of all correspondence.
- e) The above records shall be held in the custody of the Secretary and shall be available for inspection by any member.

5.4 Treasurer:

- a) Shall receive and disburse all monies of the Association as authorised by the Executive Committee and shall issue receipts and frank all monies received in the Association's account. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Executive Committee. Major or unusual expenditures shall be authorised in advance by the Executive Committee or a General Meeting.
- b) Shall keep a detailed account of all monies received and paid out during his/her term of Office. These records shall be held in the custody of the Treasurer and shall be available for inspection by any member.
- c) Shall at each Executive Committee Meeting present a financial statement to date.
- d) Shall at the Annual General Meeting present a report of the year's transactions and give a balance sheet of the account.
- e) Shall receive all membership fees and notify the Secretary so that membership records may be updated.

5.5 Newsletter Editor:

- a) Shall be responsible for the production of the Association's Newsletter at a time interval to be determined by the Executive Committee.

- b) Shall distribute a copy of each Newsletter to all financial members of the Association and to such others as agreed by the Executive Committee.

6. FINANCIAL YEAR:

The financial year of the Association shall end on the last day in December each year, to which day accounts of the Association shall be balanced.

7. MEETINGS:

7.1 Special General Meetings

- a) The Executive Committee may at any time, for any special purpose, call a Special General Meeting
- b) Notice of such a meeting shall be given to all financial members.
- c) Any four financial members may serve a requisition on the Secretary to convene a Special General Meeting.
 - i) All such requisitions shall be signed by each of the four members and shall state the purpose for which the meeting is required.
 - ii) If the meeting has not been convened within 91 days of the service of the requisition upon the Secretary, the four members may convene the meeting on behalf of the Association.
- d) A quorum for a Special General Meeting shall be five (5) percent of the number of financial members at the time of the meeting.
- e) All financial members in attendance at any Special General Meeting are entitled to vote. Proxy votes may be given in writing to the Secretary.

7.2 Annual General Meeting

- a) An Annual General Meeting shall be held each year within six months from the end of the financial year of the Association.
- b) The business to be transacted at the Annual General Meeting shall be:
 - i) To confirm the minutes of the last preceding Annual General Meeting and any special general meeting held since that meeting
 - ii) Receipt of the Executive Committee's report of the activities of the Association in the last financial year.
 - iii) Receipt of the Executive Committee's Statement of income and expenditure, assets and liabilities for the last financial year
 - iv) The election of Executive committee
- c) A quorum for the Annual General Meeting shall be five (5) percent of the number financial members at the time of the meeting.

- d) Proxy votes may be either in writing to the Secretary by financial members and financial proxy only

8. CONSTITUTION & BY-LAWS:

- 8.1 The Constitution, Objects and By-laws may be amended at any Special General Meeting or Annual General Meeting of which due notice has been given.
- 8.2 To be passed, the proposed amendments shall require a majority of at least two thirds of those present and entitled to vote.
- 8.3 Amendments to the Constitution, Objects and By-laws may be proposed by the Executive Committee or by any other financial member of the Association.

9. FUNDS:

- 9.1 The funds of the Association shall be derived from the fees of members, donations and such other sources approved by the Association.
- 9.2 The assets and income of the organisation shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the organisation provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Association or to any members of the Association in return for any services actually rendered to the Association nor for goods supplied in the ordinary or usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed by the Rules on money borrowed from any member organisation of the Association or reasonable and proper rent for premises demised or let by any member organisation of the Association but so that no member organisation of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and that no remuneration or other benefits in money or money's worth shall be given by the Association to any member organisation of the Association except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

10. PROPERTY:

The property of the Association shall be vested in the Executive Committee. A record of the Association's property shall be kept by the Secretary.

11. DISCIPLINE:

- 11.1 The Executive Committee may admonish, suspend or expel from the association, any member whose conduct is such as shall be, in the opinion of the majority of the Executive Committee members present at the Committee meeting, injurious to the welfare, progress, character or interest of the

Association, or render him/her unfit to associate with the members or the Association. The member is to be notified in writing within 7 days of such action.

- 11.2 A member may appeal in writing to the association within 7 days of notification of expulsion or suspension as outlined in rule 11.1. The association on receipt of a notice from a member must notify the membership that a special general meeting be held within 30 days to transact the business of the appeal. The members present are to vote by secret ballot on the question of **whether the resolution should be confirmed or revoked.**

12. DISSOLUTION:

- 12.1 The Association shall not be would up, the funds diverted or the assets and property liquidated, except upon affirmative vote by secret ballot of not less than two thirds of the financial members present at a Special General Meeting called for that purpose.
- 12.2 In the event of dissolution, the Association's assets, after payment of all due debts, shall be donated to any association or organisation with similar interests, or charitable institution which has rules prohibiting the distribution of its assets and income to its members as may be decided at the Special General Meeting.

13. MEMBERS LIABILITY:

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.