



Private Health Insurance Intermediaries Association Inc

*Private Health Insurance Intermediaries
Association Inc.*

ABN 74 101 168 692

CONSTITUTION

Review history:

Review as at April 2010 and adopted by members at Special General Meeting 13 May 2010.

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Amended rules 7 and 8 adopted by members at AGM 1 December 2021.

Contents

1. *Name*
2. *Definitions*
3. *Alteration of the rules*
4. *Membership, entry fees and subscriptions*
5. *Register of members*
6. *Ceasing membership*
- 6 (a) *Code of Conduct*
- (b) *Training and Accreditation*
7. *Discipline, suspension and expulsion of members*
8. *Disputes and mediation*
9. *Annual general meetings*
10. *Special general meetings*
11. *Special business*
12. *Notice of general meetings*
13. *Quorum at general meetings*
14. *Presiding at general meetings*
15. *Adjournment of meetings*
16. *Voting at general meetings*
17. *Poll at general meetings*
18. *Manner of determining whether resolution carried*
19. *Proxies*
20. *Board of Directors*
21. *Office holders (officers)*
22. *Ordinary Directors*
23. *Election of officers and ordinary Directors*
24. *Vacancies*
25. *Meetings of the Board*
26. *Notice of Board meetings*
27. *Quorum for Board meetings*
28. *Presiding at Board meetings*
29. *Voting at Board meetings*
30. *Removal of Board member*
31. *Minutes of meetings*
32. *Funds*
33. *Seal*
34. *Notice to members*
35. *Winding up*
36. *Custody and inspection of books and records*

Appendices

APPENDIX 1 - APPLICATION FOR MEMBERSHIP

APPENDIX 2 -NOT USED

APPENDIX 3- FORM OF APPOINTMENT OF PROXY

ASSOCIATIONS INCORPORATION ACT 1981

Private Health Insurance Intermediaries Association Inc.

CONSTITUTION

PRELIMINARY

1. Name

The incorporated association is the Private Health Insurance Intermediaries Association Inc. (in *this constitution called "the Association"*).

2. Definitions

(1) In this Constitution, unless the contrary intention appears:

"**Act**" means the Associations Incorporation Act 1981;

"**Approved person**" means a person or organisation whose business is acting as an agent or broker in the health insurance market and who fulfils the requirements for membership;

"**Association**" means the Private Health Insurance Intermediaries Association Inc;

"**Board**" means the board of directors set up to manage the affairs of the Association;

"**Chief Executive Officer**" means the person appointed by the board of directors to that position and to the position of Public Officer of the Association;

"**Code of Conduct**" means the principles determined from time to time by the Board;

"**Level Three Member**" means a member paying a membership fee at the Platinum Plus or Platinum level as determined by the Board from time to time;

"**financial year**" means the year ending on 30 June;

"**general meeting**" means a general meeting of members convened in accordance with Rule 12;

"**Intermediary**" means an agent or broker offering services private health insurance products provided by a Private Health Fund to consumers or organisations;

"**Intermediaries Code Compliance Committee**" means the special committee set up by the Board of the Association under the rules set out in Private Health Insurance Intermediaries Practice Codes;

"member" means a member of the Association;

"Director" means a member of the Board as defined under Rule 20;

"Level Two Member" means a member paying a membership fee at the Gold Plus or Gold level as determined by the Board from time to time;

"PHIA" means the Private Health Insurance Intermediaries Association Inc.;

"Private Health Insurance Intermediaries Code of Conduct" means the specific code set up under the Private Health Insurance Intermediaries Practice Codes by the Board;

"Private Health Insurance Intermediaries Practice Codes" means the document setting out the rules for administering the Private Health Insurance Intermediaries Code of Conduct;

"Private Health Insurer" means a registered health benefits fund under the Private Health Insurance Act 2007;

"Public Officer" means the Chief Executive Officer of the Association;

"Regulations" means regulations under the Act;

"Registered Health Benefits Organisation" means a health insurance fund registered under the National Health Act 1953;

"relevant documents" has the same meaning as in the Act;

"Level One Member" means a member paying a membership fee at the Silver or Bronze level as determined by the Board from time to time;

(2) In this Constitution, a reference to the Secretary of an Association is a reference:

(a) if a person holds office under this Constitution as Secretary of the Association to that person; and

(b) in any other case, to the Public Officer of the Association.

3 Alteration of the rules

This Constitution and the statement of purposes of the Association must not be altered except in accordance with the Act.

4 Membership, entry fees and subscriptions

(1) Classes of Membership

(a) The classes of membership applicable to PHIA will be Level One Members, Level Two Members and Level Three Members; and

(b) the annual subscriptions for various levels and entry fees payable within each class of membership will be determined by the Board from time to time.

(2) A person who applies for a class of membership as provided in this Constitution upon incorporation of the Association, and is approved, is eligible to be a member of the Association on payment of the annual subscription payable under this Constitution.

(3) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:

(a) he or she applies for membership in accordance with sub-rule (4) below; and

(b) the admission as a member is approved by the Board.

(4) Requirements for Membership

An application of a person for membership of the Association must be lodged with the Secretary of the Association and:

(a) be made in writing and fulfil requirements of the Application for Membership set out in Appendix 1;

(b) include a copy of such promotional material as may be requested by the Association and which is used by the applicant to promote or sell private health insurance;

(c) include a Certificate of Currency of the applicants Public Liability insurance policy; and

(d) include a Certificate of Currency of the applicant's Professional Indemnity Insurance policy.

(5) As soon as practicable after the receipt of an application, but no longer than 90 days, the Secretary must:

(a) refer the documentation set out in (4) (a), (b) and (c) above to a person nominated by the Association, who will prepare a report for the Board on the acceptability of the application; and

(b) refer the application to the Board together with the report referred to under sub-rule 5 (a) above.

(6) The Board must determine whether to approve or reject the application. Where an Applicant is an Approved Person then the Board may only reject an application where the

acceptance of such application would, in the Board's opinion, be prejudicial to the interests of the Association.

(7) If the Board approves an application for membership, the Secretary must, as soon as practicable:

(a) notify the applicant in writing of the approval for membership: and

(b) request payment within 28 days after receipt of the notification of the sum payable under this constitution as the first year's annual subscription.

(8) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (7)

(b) above, enter the applicant's name in the register of members.

(9) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

(10) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(11) A right, privilege, or obligation of a person by reason of membership of the Association:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(12) The subscription fee is the annual amount determined by the Board from time to time.

(13) The annual subscription fee is the relevant amount determined under sub-rule (1) and (12) above and is payable in advance on or before 1 July in each year, or in such manner as determined by the Board and is to be accompanied by Certificates of Currency of the members public liability insurance and professional indemnity insurance.

5. Register of members

(1) The Secretary must keep and maintain a register of members containing:

(a) the name and address of each member;

(b) the date on which each member's name was entered in the register;

(c) the forward date of each members public liability insurance Certificate of Currency;

(d) the forward date of each members professional indemnity insurance Certificate of Currency; and

(e) the date on which each member became accredited under the Private Health Insurance Intermediaries Code of Conduct.

- (2) The register is to be made available by the Secretary for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

6. Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) above:
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

6(a) Code of Conduct

- (1) The Association will formulate a Code of Conduct called the Private Health Insurance Intermediaries Code of Conduct, which shall have separate and specific rules as set out in the Private Health Insurance Intermediaries Practice Codes.
- (2) All members and prospective members must, as a condition of their membership of the Association, agree to adopt in their business the principles of the Private Health Insurance Intermediaries Code of Conduct.
- (3) All members are expected to become signatories to the Private Health Insurance Intermediaries Code of Conduct and are subject to Rule 7. in the event of failing to adhere to the Code.
- (4) A member who is a signatory to the Code may indicate such status on business documentation along with appropriate contact information for the Association.
- (5) The Board will establish an independent Private Health Insurance Intermediaries Code Compliance Committee to accredit members under the Code, monitor compliance and continually review the code as set out in the Private Health Insurance Intermediaries Practice Codes, and all members will be informed when changes occur.

6(b) Training and Accreditation

- (1) The Board will pursue processes to ensure that members have ongoing access to training.
- (2) The Private Health Insurance Intermediaries Code Compliance Committee will establish an Audit Program, which will require members to self assess their health insurance compliance.

7. Discipline, suspension and expulsion of members

(1) Subject to this Constitution, if the Board is of the opinion or is advised by the Intermediaries Code Compliance Committee that a member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, including, on the recommendation of the Code Compliance Committee, a failure to honour the conditions specified in the Association's Code of Conduct, the Board may by resolution, if so recommended by the Intermediaries Code Compliance Committee:

(a) suspend that member from membership of the Association for a specified period; or

(b) expel that member from the Association; and/or

(c) censure the member, and/or

(d) mention such action in any journal or publication of the Association: and/or

(e) advise such bodies as it sees fit of the outcome of such action: and/or

(f) where the breach of the rules involves a client of the member, require the member to take specified action to remedy the breach; and/or

(g) direct that the member remove any symbol or logo stating compliance with the Code of Conduct and cease to use such symbol or logo for a period of time.

(2) A resolution of the Board under sub-rule (1) does not take effect unless at a meeting held in accordance with sub-rule (3), the Board confirms the resolution.

(3) A meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4) below.

(4) For the purposes of giving notice in accordance with sub-rule (3) above, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

(a) setting out the resolution of the Board and the grounds on which it is based; and

(b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that he or she may do one or both of the following:

(i) attend that meeting; and/or

- (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.

(5) At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1) above, the Board must:

(a) give the member, or his or her representative, an opportunity to be heard of equal duration to representation made by the board; and

(b) give due consideration to any written statement submitted by the member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the meeting of the Board, the Board confirms the resolution, the resolution shall be final and binding on the member unless within 7 days of the Board's confirmation of the resolution the member serves a written notice under Rule 8 (2) disputing the appropriateness of the Board's resolution and referring such dispute to mediation, and if the member does not do so within such period the member will be barred from doing so.

(7) If the member serves a written notice referring the dispute to mediation in accordance with sub-rule (6), and the mediation fails to resolve the dispute within 6 weeks of the mediator being appointed (or such longer period as the parties to the dispute shall have agreed) the resolution shall be final and binding on the member unless the member within 7 days of the expiration of such 6 week or other agreed period refers the dispute for expert determination by giving notice in writing to the Chief Executive Officer under Rule 8(12) (the Referral Notice).

(8) If the member so refers the dispute for expert determination the Board's resolution shall be final and binding on the member subject to any contrary determination by such expert.

(9) If the Board does not confirm the resolution it shall be deemed for all purposes to have been revoked.

8. Dispute Resolution

(1) The grievance procedure set out in this rule applies to disputes under this Constitution between a member and:

(a) another member; or

(b) the Association; or

(c) a Director; or

(d) the Intermediaries Code Compliance Committee; or

(e) a client of the member.

No such disputant may commence proceedings in any court in relation to the dispute unless it has complied with this Rule except where the disputant seeks urgent interlocutory relief.

(2) A person or entity claiming that a dispute has arisen as provided in sub-rule (1) must give written notice of the dispute to the other parties to the dispute. The parties to the dispute must then use their best endeavours to meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after written notice of the dispute is given to all the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator as detailed in sub rule (4) below.

(4) The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) in the case of a dispute between a member and another member, or a member and a client of the member, a person appointed by the Board of the Association; or

(ii) in the case of a dispute between a member and one or more of the Association, the Board or the Intermediaries Code Compliance Committee a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) Unless the parties agree otherwise, the mediator's fee and any other costs of the mediation itself (such as for venue hire or refreshments) will be borne by the party that referred the dispute to mediation, but the parties will each pay their own costs of preparing for and participating in the mediation (such as for travel and legal representation).

(11) The parties to the dispute must do whatever is necessary to give effect to any negotiated or mediated resolution of the dispute, but if the mediation process does not resolve the dispute

within 6 weeks of the mediator being appointed, or such longer period as the parties shall agree, this dispute resolution process shall be deemed to be at an end subject as provided below.

(12) If the mediation process does not resolve the dispute and the dispute relates to the appropriateness of a resolution of the Board passed pursuant to Rule 7(1), the member may within seven days of the expiration of such 6 week or other agreed period refer the dispute for expert determination by giving a Referral Notice to the Chief Executive Officer.

(13) If the member does not within 7 days of the expiration of such 6 week or other agreed period so refer the dispute for expert determination the member will be barred from doing so.

(14) If a Referral Notice is given under sub-rule (12), the expert is to be agreed between the parties to the dispute, and if the expert is not agreed within 14 days of the Referral Notice being given to the Chief Executive Officer the expert is to be a person who is appropriately qualified to deal with the dispute and who, at the request of either of the parties to the dispute is nominated by the Dispute Settlement Centre of Victoria (Department of Justice), being a person who:

(a) is not a member of the Association or employed by any such member;

(b) was not the mediator in the failed mediation; and

(c) is not a person who was proposed as an expert or a mediator by one the parties to the dispute but rejected by the other.

(15) A person so appointed or agreed acts as an expert and not as an arbitrator and must give a written decision within a reasonable time, made on the basis of the information made available to the expert, and the expert's own expertise, and the decision of the expert is final and binding on the parties to the dispute.

(16) If the person so appointed or agreed fails to give a written decision within a reasonable time, the process must be repeated until an expert determination is made.

(17) The expert may enquire into and determine the dispute in such manner as the expert thinks fit including hearing and/or receiving representations and/or submissions and taking advice from people that the expert considers appropriate.

(18) The parties to the dispute must give the expert every assistance that the expert requires, including providing copies of relevant documents.

(19) The costs and expenses of the expert must be borne by the member who referred the dispute for expert determination unless the expert determines that they ought to be shared equally between the Association and the member who referred the dispute for expert determination.

(20) Each party must pay their own costs and expenses, including legal costs and expenses, in relation to the expert determination, but the member who referred the dispute for expert determination must pay the Association's reasonable costs and expenses including as above if the expert so determines.

9. Annual general meetings

- (1) The Board may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary member of the Board; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

10. Special general meetings

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- (5) The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must:
 - (a) state the objects of the meeting; and

(b) be signed by the members requesting the meeting; and (c) be sent to the address of the Secretary.

(7) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this Rule 10, it must be convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12. Notice of general meetings

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent:

(a) by post to the address appearing in the register of members; or

(b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13. Quorum at general meetings

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.

(2) Five members present either personally, telephonically or by video link (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

(a) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and

(b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

14. Presiding at general meetings

(1) The Chairman, or in the Chairman's absence, the Deputy Chairman, shall preside as Chairperson at each general meeting of the Association.

(2) If the Chairman and the Deputy Chairman are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.

(4) Except as provided in Rule 13. it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at general meetings

(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting as determined in Rule 14 is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17. Poll at general meetings

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

(a) a declaration by the Chairperson that a resolution has been:

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19. Proxies

(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in Appendix 3.

20. Board of Directors

(1) The affairs of the Association shall be managed by the Board of Directors (Board).

(2) The Board:

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the Association; and
- (c) subject to this Constitution, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

(3) Subject to Section 23 of the Act, the Board shall consist of:

- (a) the officers of the Association; and
- (b) three other members

each of whom shall be elected at the annual general meeting of the Association in each year and be known as Directors.

21. Office holders (officers)

(1) The officers of the Association shall be a:

- (a) Chairman; and
- (b) Deputy Chairman; and
- (c) Treasurer; and
- (d) Secretary.

(2) The provisions of Rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1) above.

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in sub-rule (1) above, the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22. Ordinary Directors

(1) Subject to this Constitution, each ordinary Director shall hold office until the annual general meeting next after the date of election but is eligible for re- election.

(2) In the event of a casual vacancy occurring in the office of an ordinary Director, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

23. Election of officers and ordinary Directors

(1) Nominations of candidates for election of officers of the Association or as ordinary Directors must be:

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) A candidate may only be nominated for one office, or as an ordinary member of the Board, prior to the annual general meeting.

(3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of officers and ordinary Directors must be conducted at the annual general meeting in such manner as the Board may direct.

(7) Once the Code of Conduct has been in operation for a period of twelve months only those members who are signatories to the Private Health Insurance Intermediaries Code of Conduct are eligible to serve as Directors.

(8) Provided sufficient nominations are received the Board must contain at least one Level Three Member, one Level Two Member and one Level One Member.

24. Vacancies

The office of an officer of the Association, or of an ordinary Director, becomes vacant if the officer or Director:

(a) ceases to be a member of the Association; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary.

25. Meetings of the Board

(1) The Board must meet at least 3 times in each year at such place and such times as the Board may determine.

(2) Special meetings of the Board may be convened by the Chairman or by any 4 Directors.

26. Notice of Board meetings

(1) Written notice of each Board meeting must be given to each Director at least 2 business days before the date of the meeting.

(2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27. Quorum for Board meetings

(1) Any 4 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board provided that one of those members is a Level Three Member.

(2) No business may be conducted unless a quorum is present, personally, telephonically or by video link.

(3) If within half of hour of the time appointed for the meeting a quorum is not present:

(i) in the case of a special meeting, the meeting lapses; or

(ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

(4) The Board may act notwithstanding any vacancy on the Board.

28. Presiding at Board meetings

At meetings of the Board:

(a) the Chairman or, in the Chairman's absence, the Deputy Chairman presides; or

(b) if the Chairman and the Deputy Chairman are absent, or are unable to preside, the Directors present must choose one of their number to preside.

29. Voting at Board meetings

(1) Questions arising at a meeting of the Board, or at a meeting of any sub- committee appointed by the Board, shall be determined on a show of hands or, if a Director requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the Board, or at a meeting of any sub- Board appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. Removal of Board member

(1) The Association in general meeting may, by resolution, remove any Director before the expiration of the Director's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) above may make representations in writing (not exceeding a reasonable length) to the Secretary or Chairman of the Association and may request that the representations be provided to the members of the Association.

(3) The Secretary or the Chairman may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

31. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

32. Funds

(1) The Treasurer of the Association must:

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by either the Chief Executive Officer and one Director or by two Directors.

(3) The funds of the Association shall be derived from application fees, annual subscriptions, donations and such other sources as the Board determines.

33. Seal

(1) The common seal of the Association must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Directors or, of one Director and of the public officer of the Association.

34. Notice to members

(1) Except for the requirement in Rule 12, any notice that is required to be given to a member, by on behalf of the Association, under this Constitution may be given by:

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, or
- (d) electronic transmission.

35. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

36. Custody and inspection of books and records

(1) Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1 APPLICATION FOR MEMBERSHIP OF THE

Private Health Insurance Intermediaries Association Inc.

I,.....

(name and occupation)

of

(address)

Business Name

ABN

hereby apply to become a member of the Private Health Insurance Intermediaries Association and in the event of my admission as a member:

- ✓ I agree to be bound by the rules of the Association for the time being in force.
- ✓ I specifically agree to adopt the principles of the Private Health Insurance Intermediaries Code of Conduct (Code) and my intention is to obtain full accreditation under the Code.
- ✓ I confirm that I hold public liability insurance adequate for my business and undertake to maintain this as a condition of my membership. My Certificate of Currency is attached.
- ✓ I confirm that I hold professional indemnity insurance adequate for my business and undertake to maintain this as a condition of my membership. My Certificate of Currency is attached.

Signature of Applicant..... Date / /

I,....., a member of the Association, nominate the applicant for membership of the Association.

Signature of Proposer:..... Date / /

I,....., a member of the Association, second the nomination of the applicant, for membership of the Association.

Signature of Secunder..... Date / /

APPENDIX 2

NOT USED

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I

(name)

of

(address)

being a member of the Private Health Insurance Intermediaries Association Inc. appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on-

*Delete if not applicable

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against* following resolution (insert details of resolution).

Signed

Date