

THE WHYALLA HOSPITAL AND HEALTH SERVICES

HEALTH ADVISORY COUNCIL INC.

CONSTITUTION

THE CONSTITUTION FOR THE WHYALLA HOSPITAL AND HEALTH SERVICES HEALTH ADVISORY COUNCIL INC WAS DETERMINED BY THE MINISTER FOR HEALTH AND WELLBEING IN ACCORDANCE WITH SECTION 17(1) OF THE *HEALTH CARE ACT 2008* ON THE 18... DAY OF*May*.....2021

This Constitution replaces the Rules of The Whyalla Hospital and Health Services Health Advisory Council.



MINISTER FOR HEALTH AND WELLBEING

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<u>LIST OF CONTENTS</u>	<u>PAGE</u>
PART 1 – PRELIMINARY	1
Establishment	1
Functions	2
Powers	4
PART 2 - ADVISORY COUNCIL MEMBERSHIP	5
Transitional Arrangement upon declaration as incorporated body	5
General	5
Deputies	6
Vacancies	6
Filling of Vacancies	6
Manager responsible for relevant sites of Flinders and Upper North Local Health Network	
Incorporated	7
Appointment of Members	7
Resident Members	7
Local Government Member	9
Local Member of Parliament	9
Medical Practitioner Member	10
Health Unit Employee Member	11
Other Members	11
PART 3 - PROCEEDINGS OF THE ADVISORY COUNCIL	12
Ordinary meetings of the Advisory Council	12
Special meetings of the Advisory Council	13
Minutes	14
Rescission	14
Procedures	15
PART 4 - MISCELLANEOUS	15
Vacancy in membership or irregularity in appointment of members	15
Remuneration	15
No compensation	15
Common Seal and Signing of Cheques	15
Access	16
Accounts and Reports	16
Annual General Meeting	16
Non Profit	18
Gift Fund	19
Fund Raising	20
PART 5 - DEFINITIONS	20
SCHEDULES	23
Schedule 1	23
Schedule 2	24
Schedule 3	25
Schedule 4	26

PART 1 - PRELIMINARY

Establishment

1. The Minister has by notice in the Gazette established The Whyalla Hospital and Health Services Health Advisory Council Inc ("the Advisory Council") as an incorporated health advisory council pursuant to section 15 of the *Health Care Act 2008* ("the Act"). In particular, the Advisory Council is established in relation to the Minister and Flinders and Upper North Local Health Network Incorporated, a hospital incorporated under section 29 of the Act.
2. The Advisory Council is established to:
 - 2.1. advise on the health service needs, priorities and issues within the Local Area, with particular emphasis upon those issues in the context of consumers of health services, carers and volunteers;
 - 2.2. advise on health service needs and issues outside of the Local Area, with particular emphasis upon those issues in the context of consumers of health services, carers and volunteers;
 - 2.3. ascertain the health needs of the Community and the attitude of the Community to the development of health services within the Community;
 - 2.4. advocate on behalf of the Community with Flinders and Upper North Local Health Network Incorporated to support the planning and provision of health services as part of an integrated statewide health system for the benefit of the Community;
 - 2.5. hold assets for the benefit, purposes and use of, the Health Unit or Health Units on terms and conditions determined or approved by the Minister;
 - 2.6. undertake such other activities as the Advisory Council may determine for the benefit or support of health services in the Local Area.
3. In fulfilling the roles for which it is established, the Advisory Council will:
 - 3.1. act in accordance with the Act and give effect to the policies from time to time determined by the Minister either generally or

specifically;

- 3.2. operate consistently with the strategic objectives of the Government of South Australia either generally or specifically and not act in any way to adversely affect the rights or interests of the Government of South Australia under the terms of any agreement.

Functions

4. The functions of the Advisory Council are to:
 - 4.1. act as an advocate to promote the health interests of the Community;
 - 4.2. provide advice to the Minister and the Governing Board about any aspect of the provision of health services in the Local Area by Flinders and Upper North Local Health Network Incorporated from the perspective of consumers of those services and in addition, carers and volunteers who interface with the services;
 - 4.3. provide advice to the Minister and the Governing Board about any aspect of the provision to the Community of health services outside of the Local Area, from the perspective of consumers of those services and in addition, carers and volunteers who interface with the services;
 - 4.4. provide advice to the Minister and the Governing Board about health issues, goals, priorities, plans, and other strategic initiatives of the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated;
 - 4.5. provide advice or assistance to the Minister and the Governing Board in relation to the development or implementation of systems or mechanisms designed to support the delivery of health services or programs at the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated;
 - 4.6. assist the Minister and the Governing Board in the provision of information to, and to consult broadly with, the consumers of health services provided by Flinders and Upper North Local Health Network Incorporated in the Local Area, and in addition, carers and volunteers who interface with the services;

- 4.7. encourage community participation in programs associated with supporting the provision of health services by Flinders and Upper North Local Health Network Incorporated, and to promote the importance of carers and volunteers in assisting to achieve successful outcomes for health services provided by Flinders and Upper North Local Health Network Incorporated;
- 4.8. consult with other bodies that are interested in the provision of health services within the Community;
- 4.9. provide advice to the Minister and the Governing Board about any matter referred to it by the Minister or the Governing Board;
- 4.10. act as a trustee or to assume other fiduciary functions or duties in relation to property that may be used in or in connection with the provision of health services;
- 4.11. participate in the consultation or assessment processes associated with the selection of Senior Staff of the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated;
- 4.12. give advice to the Minister and the Governing Board on the development and management of health services and on the resources made available for these services and in so doing, reflect the views of the Community;
- 4.13. undertake, if the Advisory Council so chooses, fund-raising activities for and on behalf of Flinders and Upper North Local Health Network Incorporated in compliance with policies of the Minister as may be adopted from time to time;
- 4.14. subject to sections 16(4) and (5) of the Act, ensure that any property held by the Advisory Council is available for the use of an incorporated hospital established under the act or the SA Ambulance Service Inc, on terms and conditions determined or approved by the Minister;
- 4.15. where, save for the application of section 78 of the Act, the hospitals (incorporated under either the Act or under the *South Australian Health Commission Act 1976*) named in Schedule 1 to this Constitution would obtain benefit of any testamentary disposition or trust, assume that benefit in substitution for those hospitals;

- 4.16. establish a gift fund (Gift Fund) in accordance with clauses 70 to 76 and solicit gifts to the Fund from members of the public.

Powers

5. Subject to the Act and this Constitution, the Advisory Council is empowered to do anything necessary, expedient or incidental to performing its functions, including the following:
 - 5.1. to invest or otherwise deal with the money of the Advisory Council;
 - 5.2. to open and operate any current account at any financial institution registered in accordance with the *Banking Act 1959* (Cth) or to conduct any other lawful activity with such a financial institution or any Approved Deposit Institution;
 - 5.3. to draw, make, accept, endorse, discount, execute and issue bills of exchange, drafts or any other negotiable or transferable instruments.
6. For the purposes of section 19(3)(f) of the Act, the Advisory Council must not do any of the following without the approval of the Minister:
 - 6.1. fund or carry out, any construction, improvement, renovation, maintenance, development work, management or other activities associated with any real or personal property in which the Advisory Council has an interest;
 - 6.2. enter into any arrangement with any government authority or other agency or entity;
 - 6.3. encumber its property in any way;
 - 6.4. hold or acquire, either in its own name or through any nominee, any shares in the company;
 - 6.5. acquire or dispose of personal property of a value, in any one transaction, exceeding twenty five thousand dollars (\$25 000.00), exclusive of GST (if any).
7. For the purposes of section 19(5) of the Act, and provided that the Advisory Council abides by relevant approval processes determined by

the Minister, the Minister's approval for the exercise by the Advisory Council of its powers is not required in relation to the following:

- 7.1. The incurring of expenditure on contracts for the provision of services of a total value in any one financial year not exceeding five thousand dollars (\$5 000.00), exclusive of GST (if any).

PART 2 - ADVISORY COUNCIL MEMBERSHIP

Transitional Arrangement upon declaration as incorporated body

8. Upon the Minister's declaration pursuant to section 15 of the Act that the Advisory Council is an incorporated body, all Members of the Advisory Council in existence immediately prior to that declaration, will continue to hold office until the expiration of the term for which they were originally appointed pursuant to the Advisory Council's previous Rules.

General

9. The Advisory Council will comprise not fewer than 6 and not more than 15 Members, appointed in accordance with this Constitution, and ensuring that a majority of Members are persons who are selected or appointed on the basis of being members of the Community.
10. In making appointments to the Advisory Council, regard will be had to ensuring appointees have an appropriate balance of skills, qualifications or experience as appropriate to the powers and functions of the Advisory Council. Examples include:
 - 10.1. health services
 - 10.2. management
 - 10.3. finance
 - 10.4. community participation
 - 10.5. knowledge or experience of the needs of People of Aboriginal or Torres Strait Islander Descent.
11. There will be no more than 2 Medical Practitioners holding office as Members at any one time.

12. In making appointments to the Advisory Council, the Minister and the Advisory Council, depending on which is the appointing authority, will ensure, as far as practicable, the appointees consist of equal numbers of men and women.

Deputies

13. Depending on which is the appointing authority, the Minister or the Advisory Council may, from time to time, appoint a suitable person to be the deputy of a Member of the Advisory Council, and the Minister or the Advisory Council may revoke such an appointment.
14. The requirements of qualification and nomination set out in this Constitution in relation to the appointment of a Member extend to the appointment of a deputy to that Member.
15. If a Member of the Advisory Council is unable to attend a meeting of the Advisory Council, the Member's deputy:
 - 15.1. is, if available, to act in the place of the Member; and
 - 15.2. while so acting, has all the functions of the Member and is taken to be a Member.

Vacancies

16. In addition to those matters set out in Schedule 2 clause 2(2) to the Act, the office of a Member will become vacant if the Member:
 - 16.1. is absent for 3 or more consecutive meetings of the Advisory Council without the prior written permission of the Advisory Council;
 - 16.2. fails to comply with a duty imposed under Part 2, Division 1 of the *Public Sector (Honesty and Accountability) Act 1995*;
 - 16.3. ceases to satisfy the qualification by virtue of which the Member was eligible for appointment to the Advisory Council.

Filling of Vacancies

17. Upon the office of a Member becoming vacant by expiration of the term of office, a person may be appointed to that office in accordance with this Constitution.

18. Depending upon which is the appointing authority, the Minister or the Advisory Council may appoint a person to be a Member to fill a casual vacancy on the Advisory Council (namely a vacancy that has occurred by reason of other than the expiration of the Member's term of office). Any such Member shall hold office from the date of appointment for the unexpired term of the Member whose office is being filled.
19. In the event that the casual vacancy filled in accordance with clause 18 is that of the person who has been appointed as Presiding Member of the Advisory Council, then the Members of the Advisory Council shall within 7 days of the filling of the casual vacancy, nominate one of their number to be appointed Presiding Member in accordance with clause 4 of Schedule 2 to the Act.

Manager responsible for relevant sites of Flinders and Upper North Local Health Network Incorporated

20. The manager responsible for the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated, or his or her nominee, shall attend all meetings of the Advisory Council, but the manager or his or her nominee will not be entitled to vote and is not a Member of the Advisory Council.

Appointment of Members

Resident Members

21. The Advisory Council will comprise no more than 8 residents of the Community, save for members appointed under a casual vacancy in clause 18, such members will be appointed by the Advisory Council in the following manner:
 - 21.1. At least 6 weeks before each Annual General Meeting, the Advisory Council will cause a notice to be published in a prominent part of a newspaper or newspapers having a wide circulation in the Community.
 - 21.2. The notice will call for persons to be nominated to fill the offices which will become vacant at the next Annual General Meeting.
 - 21.3. There will be a person appointed by the Advisory Council to be the Returning Officer of the Advisory Council for the purposes of the election.
 - 21.4. Each nomination will be made in writing in the form appearing as

Schedule 2 to this Constitution. The nomination must be signed by two residents of the Community and by the nominee who must also be a resident of the Community. Each nomination must be received by the Returning Officer not less than 10 days before the Annual General Meeting.

- 21.5. If only 1 nomination is received for each vacancy, the person or persons nominated will be deemed to have been appointed as a Member or Members at, and the terms of office of the Member or Members will commence immediately upon the conclusion of, the Annual General Meeting.
- 21.6. In the event that the number of nominations received is greater than the number of vacancies, the names of the nominees will be published in a newspaper or newspapers having a wide circulation in the Community at least 7 days before the Annual General Meeting. An election will be held at the Annual General Meeting at which residents of the Community will be entitled to vote. The persons elected will be deemed to have been appointed as Members at, and the terms of office of the Members will commence immediately upon the conclusion of, that Annual General Meeting.
- 21.7. Election of the Resident Members at an Annual General Meeting will be by secret ballot and the following provisions will apply in relation to any votes cast:
 - 21.7.1. Voting will be on a form provided for that purpose by the Advisory Council;
 - 21.7.2. The candidate or candidates receiving a simple majority of the votes cast will be elected to fill the vacancy or vacancies;
 - 21.7.3. The maximum number of votes that may be cast by each resident of the Community is the same as the number of vacancies. Any voting form on which there have been placed votes for more than the required number of candidates will be rejected by the Returning Officer as informal;
 - 21.7.4. Any voting form on which more than 1 vote has been cast for any one candidate will be rejected by the Returning Officer as informal.

- 21.8. In the event that the number of nominations received is less than the number of vacancies arising at an Annual General Meeting, the Advisory Council may, as the first item of business of the first meeting of the Advisory Council following the Annual General Meeting, appoint persons to fill the vacancies; and the terms of office of the members will commence immediately.
- 21.9. All Resident Members will hold office until the conclusion of the 3rd Annual General Meeting after their election.

Local Government Member

22. There must be 1 Member appointed by the Advisory Council in the manner hereinafter provided as a nominee of local government:
- 22.1. In the case of the appointment of such a Member to the Advisory Council, at least 6 weeks before each Annual General Meeting at which such a Member is to be appointed, the Advisory Council will by Written Notice request the City of Whyalla to nominate to the Advisory Council 2 persons in total to be considered for appointment under this clause.
- 22.2. All nominations for such a position will be made in writing in the form appearing as Schedule 3 to this Constitution and will be accompanied by evidence in writing of the consent of the person so nominated.
- 22.3. The Advisory Council will select one of the nominees for appointment pursuant to this clause. In the event that no nominations are received from the City of Whyalla by the date requested by the Advisory Council, then the Advisory Council will appoint a suitable person to be that Member.
- 22.4. The Member appointed pursuant to this clause will hold office until the conclusion of the 3rd Annual General Meeting after his or her appointment.

Local Member of Parliament

23. There must be 1 Member appointed by the Advisory Council who is a member of Parliament or nominee of a member of Parliament and who is appointed in the following manner:
- 23.1. In the case of the appointment of such a Member to the Advisory Council, at least 6 weeks before each Annual General Meeting

at which such a Member is to be appointed, the Advisory Council will by Written Notice request the local member/s of Parliament for the State electoral district/s wholly or partly within the Local Area to nominate to the Advisory Council 1 person to be considered for appointment under this clause.

- 23.2. The nomination for such a position will be made in writing in the form appearing as Schedule 4 to this Constitution and will be accompanied by evidence in writing of the consent of the person so nominated.
- 23.3. A Member appointed pursuant to this clause will hold office until the conclusion of the 3rd Annual General Meeting after his or her appointment.
- 23.4. In the event that there is more than 1 member of Parliament within the Local Area and such members are unable to reach agreement as to a single nominee for such position, then each member of Parliament may submit his or her own name or the name of his or her nominee to the Advisory Council.
- 23.5. In the event that clause 23.4 of this Constitution applies, each nominee submitted by the local members of Parliament will be appointed by the Advisory Council as Members. Each nominee will serve an equal and consecutive term such that the aggregate term of all Members combined is equivalent to 3 years.

Medical Practitioner Member

- 24. There may be 1 Medical Practitioner appointed by the Advisory Council as a nominee of the Medical Practitioners providing services at the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated nominated pursuant to an election by ballot. The following provisions will apply to the election of such Member:
 - 24.1. Such Member must have admitting rights and clinical privileges at Health Units in the Local Area;
 - 24.2. Such Member will be nominated for appointment pursuant to an election by ballot by Medical Practitioners providing services at the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated by a date requested by the Advisory Council;

24.3. In the event that a nomination for appointment of the Member has not been received by the date requested by the Advisory Council, then the Advisory Council may, itself, at its discretion, appoint a Medical Practitioner to be such a Member;

24.4. The Member appointed pursuant to this clause will hold office for up to 3 years.

Health Unit Employee Member

25. There may be 1 Health Unit employee member appointed by the Advisory Council as a nominee of the Staff of the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated nominated pursuant to an election by ballot. The following provisions will apply to the election of such Member:

25.1. Such Member must not be a Medical Practitioner who is employed at or who has admitting rights and clinical privileges at the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated;

25.2. Such Member must be an employee of the employing authority working at the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated;

25.3. Such Member will be nominated for appointment pursuant to an election by ballot by Staff of the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated by a date requested by the Advisory Council;

25.4. In the event that a nomination for appointment of the Member has not been received by the date requested by the Advisory Council, then the Advisory Council may, itself, at its discretion, appoint a person to be such a Member;

25.5. The Member so appointed pursuant to this clause will hold office for a term of up to 3 years.

Other Members

26. There may, at the Minister's discretion, be 3 Members selected and appointed by the Minister to the Advisory Council after due consideration of the qualities they possess, with a view to achieving an appropriate balance and level of skill and experience.

PART 3 - PROCEEDINGS OF THE ADVISORY COUNCIL

Ordinary Meetings of the Advisory Council

27. The Advisory Council is to hold ordinary meetings at times and places determined by the Advisory Council.
28. The Advisory Council will hold at least 4 ordinary meetings in any 12 month period and these meetings are to be held at regular intervals.
29. The Advisory Council may invite persons other than Members to any meetings of the Advisory Council, but such persons will not be entitled to vote and are not Members of the Advisory Council.
30. Written Notice of an ordinary meeting of the Advisory Council is to be given by a nominated officer at least 7 days before the meeting. Written Notice is to be given to all Members and persons invited to attend the meeting by the Advisory Council.
31. The Written Notice to a Member is to be accompanied by the following:
 - 31.1. a copy of the agenda for the meeting;
 - 31.2. a copy of the minutes of the previous ordinary meeting of the Advisory Council if a copy has not previously been distributed to Members; and
 - 31.3. a copy of the minutes of any special meeting of the Advisory Council held since the Advisory Council's last ordinary meeting if a copy has not previously been distributed to Members.
32. Written Notice is to be provided to persons invited to attend the meeting and will be accompanied by such of the material referred to in clause 31 as the Presiding Member considers appropriate.
33. The quorum for a meeting of the Advisory Council is a majority of the Members for the time being.
34. The Presiding Member of the Advisory Council or, in the absence of the Presiding Member, another Member elected to preside at the meeting by the Members present, is to preside at a meeting of the Advisory Council.

35. Subject to clause 69A.2.4 of this Constitution, the person presiding at any meetings of the Advisory Council has a deliberative vote and, in the event of an equality of votes, has a second or casting vote.
36. A decision supported by a majority of the votes cast at a meeting of an Advisory Council at which a quorum is present is the decision of the Advisory Council.
37. A conference by telephone or other electronic means between the Members of the Advisory Council will be taken to be a meeting of the Advisory Council at which the participating Members are present if:
 - 37.1. notice of the conference is given to all Members in the manner determined by the Members of the Advisory Council for that purpose; and
 - 37.2. each participating Member is capable of communicating with every other participating Member during the conference.
38. A proposed resolution of the Advisory Council becomes a valid decision of the Advisory Council despite the fact that it is not voted on at a meeting of the Advisory Council if:
 - 38.1. notice of the proposed resolution is given to all Members in accordance with procedures determined by the Members of the Advisory Council; and
 - 38.2. a majority of the Members of the Advisory Council express their concurrence in the proposed resolution by letter, facsimile transmission or other written or electronic communication setting out the terms of the resolution.

Special Meetings of the Advisory Council

39. A special meeting of the Advisory Council is to be called by a Nominated Officer:
 - 39.1. at the direction of the Presiding Member; or
 - 39.2. within 48 hours of receipt by a Nominated Officer of a written request for a special meeting signed by at least 3 Members.
40. A special meeting is to be held not later than 7 days after receipt by a Nominated Officer of a request referred to in sub-clause 39.2.

41. A Nominated Officer is to give at least 24 hours notice of a special meeting to each Member and each person invited to attend the meeting by the Advisory Council.
42. Notice of a special meeting is to specify the business to be considered at that meeting. Only business specified in the notice of a special meeting is to be considered at the special meeting.

Minutes

43. The Advisory Council will cause minutes to be made of all proceedings of all meetings of the Advisory Council.
44. A motion for the confirmation of minutes of any meeting of the Advisory Council is to be put to the next ordinary meeting.
45. The Advisory Council must provide copies of its minutes to the Governing Board as and when requested.
46. The Advisory Council may make minutes or any part of any minutes available to persons who are not Members of the Advisory Council as it deems appropriate.
47. The Advisory Council may make available to Staff of Health Unit/s within the Local Area information concerning the decisions of the Advisory Council as it deems appropriate.
48. The Advisory Council may make available to the public information concerning the decisions of the Advisory Council as it deems appropriate.
49. Clauses 43 to 48 do not limit the application of any other Act or policy of the Minister relating to the provision of information.

Rescission

50. The Advisory Council may at any ordinary or special meeting vary or rescind any resolution carried at any previous meeting of the Advisory Council only if the motion to vary or rescind the resolution has been included in or with the notice of the meeting.
51. If a motion to vary or rescind any resolution is considered at a meeting of the Advisory Council and is not carried, the motion is not to be reconsidered by the Advisory Council during a period of 3 months from the date of that meeting.

Procedures

52. The Advisory Council may develop a set of procedures to be followed by the Advisory Council at and between meetings. Such procedures may include provision for internal dispute resolution and identify persons or entities with whom the Advisory Council may consult when it requires assistance in relation to any matters.

PART 4 - MISCELLANEOUS

Vacancy in membership or irregularity in appointment of Member

53. An act or proceeding of the Advisory Council is not invalid by reason only of a vacancy in its membership or a defect or irregularity in, or in connection with, the appointment of a Member.

Remuneration

54. A Member of the Advisory Council or a member of a committee of the Advisory Council may be paid such remuneration (including travelling and subsistence allowances) as the Minister may from time to time determine, and any remuneration may vary from Member to Member.
55. Such remuneration will be determined in accordance with the policy from time to time of the Government of South Australia.

No compensation

56. A Member who is removed from office or not re-appointed at the end of his or her term of office is not entitled to be paid any compensation by reason of ceasing to hold office.

Common Seal and Signing of Cheques

57. The Advisory Council will provide for the safe custody of its common seal which will only be used pursuant to a resolution of the Advisory Council and every instrument to which the common seal is affixed will be signed by any 2 Members or in such other manner as the Advisory Council may determine.
58. All cheques, promissory notes, bills of exchange, drafts and other negotiable or transferable instruments, and all receipts for money paid to the Advisory Council will be signed, drawn, accepted, endorsed or

otherwise executed as the case may be by any 2 Members or in such other manner as the Advisory Council may from time to time determine.

Access

59. The Advisory Council will allow any person authorised by the Governing Board, or any person authorised in writing in that regard by the Minister, to enter any premises occupied by the Advisory Council and to have access to and inspect all records, documents and other data in the possession of the Advisory Council and to interview officers of the Advisory Council.

Accounts and Reports

60. In addition to the matters set out in section 21 of the Act, the accounts of the Advisory Council are to be kept as follows:
- 60.1. The Advisory Council will cause proper accounts to be kept of its financial affairs and financial statements in respect of each financial year, and will keep such records correctly to explain the transactions and financial position of the Advisory Council including the expenditure of funds allocated by the Department, and will keep such records in such a manner as will enable true and fair accounts of the Advisory Council to be conveniently and properly audited at least once every year by an auditor approved by the Auditor-General.
- 60.2. The Advisory Council will keep such records in such place and for such period of time after the completion of the transaction to which they relate as the Minister may determine.
- 60.3. The Advisory Council will, upon the demand by or on behalf of the Minister, produce such records of the Advisory Council to the Minister or to a duly authorised agent of the Minister as directed by the Minister.
- 60.4. The Advisory Council will prepare and submit to the Minister, when required from time to time, a report explaining any aspect of the financial position or the activities of the Advisory Council.

Annual General Meeting

61. There shall be an Annual General Meeting of the Advisory Council held by no later than 30 November during each and every calendar year.

62. On at least one day not less than 2 weeks before each Annual General Meeting, the Advisory Council shall cause a notice to be published in a prominent part of a newspaper or newspapers having a weekly circulation in the Community. Such notice shall contain the date, time and venue of the next Annual General Meeting.
63. The persons entitled to attend and eligible to vote at each Annual General Meeting shall be Community members.
64. The quorum necessary for the transaction of business at each Annual General Meeting shall be 15.
65. Subject to clause 69A.2.4 of this Constitution the Member present who is the Presiding Member shall have a deliberative vote, and in the event of an equality of votes, has a second or casting vote.
66. Section 22 of the Act applies to the Advisory Council.
67. The Members shall cause to be made out and laid before those persons present at each Annual General Meeting accounts in writing of the Advisory Council for the last financial year which, in addition to any other matter, shall fairly and accurately show the receipts and payments of the Advisory Council during that financial year. In addition, the accounts shall have been audited and shall include a separate report on the activities of the Advisory Council during that period. The Members shall, whenever required by any of the persons present at an Annual General Meeting, explain to the best of their abilities any aspect of the financial position or the activities of the Advisory Council.
68. The last item of business on the agenda at each Annual General Meeting shall be the election and appointment of Members of the Advisory Council. No discussion shall take place in relation to this item of business until consideration of, and discussion in relation to, the financial position, the accounts and the activities of the Advisory Council shall have concluded.
- 69A. Where the term of the Presiding Member will expire at the end of the Annual General Meeting, or where the position of Presiding Member is otherwise vacant, the following provisions will apply:
 - 69A.1. Immediately following the Annual General Meeting, the Members of the Advisory Council shall conduct a meeting to select one of their number for nomination as the Presiding Member. The Members shall elect one of their number to

preside at the meeting. Any Member may propose him or herself for nomination as the Presiding Member. If only 1 person proposes him or herself, that person will be deemed to have been nominated as the Presiding Member by the Advisory Council.

69A.2. If more than 1 person proposes him or herself for nomination, selection of the Presiding Member nominee will be by secret ballot and the following provisions will apply to the voting:

69A.2.1. The persons eligible to vote shall be the Members of the Advisory Council;

69A.2.2. Voting will be on a form provided for that purpose at the meeting by the Advisory Council;

69A.2.3. The candidate receiving the greatest number of votes cast will be selected as the nominee;

69A.2.4. Each Member of the Advisory Council may cast only 1 vote. Any voting form on which there has been placed more than 1 vote will be rejected by the Returning Officer as informal;

69A.2.5. In the event that two or more Members receive the equal highest number of votes cast, then those Members shall immediately draw lots to determine which of them shall be the nominee.

69A.3. The name of the nominee will be forwarded within 14 days of the meeting by the Advisory Council for appointment as the Presiding Member by the Minister pursuant to clause 4 of Schedule 2 to the Act. The Advisory Council may nominate a term of office for the Presiding Member (which shall be no longer than the nominee's term of appointment as a Member). If the Advisory Council does not nominate a term of office, then the Minister shall appoint the Presiding Member for a term that coincides with that person's term as a Member of the Advisory Council.

Non profit

69. No portion of the assets or income of the Advisory Council may be distributed directly or indirectly to the Members of the Advisory Council or officers of the Advisory Council except as bona fide compensation for

services rendered or expenses incurred on behalf of the Advisory Council.

Gift Fund

70. The Advisory Council must, by instrument of trust, establish and maintain a Gift Fund and must for this purpose seek endorsement by the Commissioner of Taxation as a deductible gift recipient.
71. Any Gift Fund established and maintained by the Advisory Council shall be solely for:
 - 71.1. the providing of money, property or benefits to a public hospital or public ambulance service incorporated under the Act or the *South Australian Health Commission Act 1976*; or
 - 71.2. the establishing of such a hospital or ambulance service;and, in each case, only if the hospital or ambulance service is endorsed as a deductible gift recipient by the Commissioner of Taxation.
72. The Advisory Council shall keep discrete accounting and other records for the Gift Fund sufficiently to identify and record the receipt of gifts and contributions to the Gift Fund and the use of money and property from the Gift Fund.
73. The Advisory Council shall ensure:
 - 73.1. that all gifts of money or property for the purpose of the Gift Fund are paid into or held in the Gift Fund;
 - 73.2. that all contributions in relation to fund-raising events (as defined in the *Income Tax Assessment Act 1997* (Cth)) held for the purpose of the Gift Fund are paid into the Gift Fund;
 - 73.3. that all money received by the Advisory Council because of such gifts or contributions is paid into the Gift Fund; and
 - 73.4. that no other money or property is paid into or held in the Gift Fund.
74. The Advisory Council shall ensure that all tax deductible gifts and contributions (and only tax deductible gifts and contributions) are paid into or held in the Gift Fund.

75. If the Advisory Council ceases to be endorsed by the Commissioner of Taxation as a deductible gift recipient in relation to the Gift Fund, the money and property in the Fund shall be transferred to a gift deductible fund, authority or institution within the meaning of the *Income Tax Assessment Act 1997* (Cth).
76. The Gift Fund may not be wound up or closed except if the money and property in it are transferred to a gift deductible fund, authority or institution within the meaning of the *Income Tax Assessment Act 1997* (Cth).

Fund Raising

77. Funds raised by the Advisory Council, not being money or property required to be paid into or held in the Gift Fund, shall be applied for the purposes set out in clause 2.

PART 5 - DEFINITIONS

78. In this Constitution whenever appearing:

"Act" means the *Health Care Act 2008*.

"Chief Executive" means the Chief Executive of the Department and includes a person for the time being acting in that position.

"Community" is a collective term referring to persons who live in the Local Area as defined in this Constitution or who live outside of the Local Area but who use or may use services provided by or associated with the Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated, a hospital incorporated under the *Health Care Act 2008*.

"Constitution" means this Constitution and the Schedules and includes any amendment thereto.

"Department" means the administrative unit of the Public Service that is, under the Minister, responsible for the administration of the Act.

"Governing Board" means the Governing Board for the Flinders and Upper North Local Health Network Incorporated.

"Health Unit" means those sites of hospitals incorporated under the *Health Care Act 2008* that are situated within the Local Area and are providing health services to the Community.

"Local Area" means the local government area of the City of Whyalla.

"Medical Practitioner" has the same meaning as in the *Health Practitioner Regulation National Law (South Australia) Act 2010*.

"Member" unless the contrary intention appears, means a Member of the Advisory Council for the time being and includes a person appointed to act in the office of a Member during the absence of the Member.

"Minister" means the Minister of the Crown to whom the administration of the Act is for the time being committed, and includes any Minister of the Crown for the time being discharging the duties of office of that Minister or, where the Minister has delegated the relevant power or function under the Act or this Constitution, any such delegate of the Minister.

"Nominated Officer" means any person or officer nominated by the Advisory Council to discharge the powers and functions set out in Part 3 of this Constitution.

"People of Aboriginal or Torres Strait Islander Descent" means people who identify as Aboriginal or as Torres Strait Islander and who are accepted as such by their communities.

"Presiding Member" means the person appointed by the Minister pursuant to clause 4 of Schedule 2 to the Act.

"Senior Staff" means persons in the position of General Manager, Director of Nursing or equivalent positions at relevant Health Units.

"Staff" means employees of the employing authority working at a relevant Health Unit.

"State" means the State of South Australia.

"Whyalla Hospital and Health Services sites of Flinders and Upper North Local Health Network Incorporated" includes the sites from which health services are or were provided by the hospital incorporated under the *South Australian Health Commission Act 1976* as The Whyalla Hospital and Health Services Incorporated together with such

additional sites from which health services may be provided to persons who live in the Community as may from time to time be determined by Flinders and Upper North Local Health Network Incorporated.

"Written Notice" includes notice by electronic means.

79. Other terms in this Constitution have the same meaning as that ascribed to them in the Act.

SCHEDULE 1

List of hospitals as per section 78 of the *Health Care Act 2008*

Flinders and Upper North Local Health Network Incorporated

SCHEDULE 2

**Form for nomination to The Whyalla Hospital and Health Services
Health Advisory Council Inc – Resident Member**

To: The Returning Officer of the(insert full name
of Health Advisory Council)

I..... (insert full name)
of.....(insert address)
hereby nominate to be considered for appointment under clause 21 of the
Constitution of The Whyalla Hospital and Health Services Health Advisory Council
Inc (insert full name of advisory council) and confirm that I am a resident of the
Community.

.....
Signature of nominee:

A copy of my current curriculum vitae is attached.

Supported by:

Name:
Resident of the Community

Address:
.....
.....

Signature:

Date:

Name:
Resident of the Community

Address:
.....
.....

Signature:

Date:

SCHEDULE 3

**Form for nomination to The Whyalla Hospital and Health Services Health
Advisory Council Inc – Local Government Member**

To: The Presiding Member of the(insert full name of
Health Advisory Council)

The (*insert name of district
council or councils as appropriate*) together hereby nominate the following two (2)
persons to be considered for appointment under clause 22 of the Constitution of the
..... (*insert full name of Health
Advisory Council*) :

Name 1:

Address:
.....

Name 2:

Address:
.....

1. Evidence in writing of the consent of the two nominees is attached.
2. A current curriculum vitae for each nominee is also attached.

Endorsed by:

..... Name Authorised representative of local council
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..... Signature Date
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..... Name Authorised representative of local council
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..... Signature Date
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SCHEDULE 4

**Form for nomination to The Whyalla Hospital and Health Services Health
Advisory Council Inc – Local Member of Parliament**

To: The Presiding Member of the (insert full name of
Health Advisory Council)

I/We..... (insert name of local
member/s as appropriate) together hereby nominate the following one (1) person to
be considered for appointment under clause 23 of the Constitution of
the..... (insert full name of
Health Advisory Council) :

Name 1:

Address:
.....

1. Evidence in writing of the consent of the nominee is attached.
2. A current curriculum vitae for the nominee is also attached.

Endorsed by:

.....
Name	Local Member of Parliament

.....
Signature	Date

.....
Name	Local Member of Parliament

.....
Signature	Date

ATTACHMENT 1 – History

[NOTE: This does not form part of the Constitution]

Rules determined by the Minister on 6 June 2008

Varied by notice of amendment dated 22 January 2010

Varied by notice of amendment dated 23 June 2019, effective 1 July 2019

The Whyalla Hospital and Health Services Health Advisory Council
Incorporated by variation to Gazette Notice on XXXX

Rules lapsed upon the incorporation of the Advisory Council on XXXXX

Constitution determined by the Minister on XXXXXX

