Health Information Management Association of Australia Limited
ABN 54 008 451 910

Member Briefing: Proposed Adoption of Updated HIMAA Constitution

24 August 2026

1. SUMMARY

This briefing document has been prepared to assist HIMAA members understand the key differences between the current Constitution and the proposed new Constitution, ahead of a member vote on whether to adopt the proposed Constitution later this year.

The proposed Constitution represents a comprehensive modernisation of HIMAA's governing document. The two overarching drivers of the changes are:

(a) Alignment with the ACNC model constitution template: The proposed Constitution has been restructured to align with the Australian Charities and Not-for-profits Commission (**ACNC**) model constitution for companies limited by guarantee. This modernises HIMAA's governance framework, enhances transparency and accountability, and ensures compliance with current regulatory expectations for registered charities.

(b) Revision of membership categories: The membership categories have been updated to better reflect the contemporary health information management profession, including the formal recognition of Health Information Managers, Clinical Coders and Clinical Documentation Specialists as distinct professional roles within the HIMAA membership structure.

The proposed Constitution does not change HIMAA's fundamental purpose, its status as a company limited by guarantee, or the $20 member guarantee. It does, however, introduce clearer governance provisions, stronger procedural fairness protections, and a membership framework that better reflects the breadth of the profession today.

2. OVERVIEW OF CHANGES

Theme	Current Clauses	Proposed Clauses	What Changes	Member/Organisation Benefit
Membership categories	Cl 7.3–7.6	Cl 11–13;	Six categories consolidated into five; new Professional	Better reflects contemporary HIM

Theme	Current Clauses	Proposed Clauses	What Changes	Member/Organisation Benefit
			Member category replaces Full Member and Senior Associate; professional roles formally defined	profession and career pathways
Objects and charitable purpose	Cl 3.1–3.3	Cl 7–10	Simplified language; express restriction on amendments that would affect charity registration; regulator notification requirement	Protects charitable status and aligns with ACNC expectations
Member rights and responsibilities	Cl 7–14 (various)	Cl 16–17	New consolidated clauses expressly setting out member rights and responsibilities	Greater clarity for members on what they can expect and what is expected of them
Dispute resolution	No equivalent (disciplinary only at cl 13)	Cl 21	New mediation-based dispute resolution process before disciplinary action	Fairer process; encourages resolution without adversarial proceedings
Disciplinary procedures	Cl 13	Cl 22	More detailed procedural fairness: 14 days' notice, opportunity to respond, no fines, independent referral option	Stronger member protections and natural justice
General meetings and accountability	Cl 15–23	Cl 23–31	Members can request meetings (5% threshold); modernised technology provisions; chair loses casting vote	Greater member voice and participation
Voting and proxies	Cl 24–38	Cl 32–34	Proxies need not be members; 48-hour proxy deadline; resolutions without meetings permitted; no casting vote	More accessible voting; broader proxy choice
Board composition	Cl 39–40	Cl 35–36	At least half must be Health Information Managers (previously 50% Full/Fellow/Life); director ID number required; residency requirement	Ensures professional leadership while modernising eligibility criteria
Office bearers	Cl 43–47	Cl 61–66	Reduced from five to three roles (President, Vice President,	Streamlined governance; clearer succession

Theme	Current Clauses	Proposed Clauses	What Changes	Member/Organisation Benefit
			Treasurer); annual election; President limited to three terms	
Director duties (ACNC alignment)	Cl 59.3, 74–76	Cl 51–53	Express ACNC Governance Standards compliance; detailed duty statement; conflicts register	Meets ACNC expectations; clearer accountability
Financial management and records	Cl 83–85	Cl 46–49, 70–79	Detailed financial record-keeping; bank account provisions; seven-year retention; member inspection rights	Greater financial transparency
Winding up	Cl 93	Cl 86–89	Clearer charity-aligned framework; surplus to charities with similar purposes; members cannot benefit	Complies with ACNC requirements for registered charities

3. ACNC ALIGNMENT

The proposed Constitution has been restructured to align with the ACNC model constitution for companies limited by guarantee, with the following key focuses:

- Clauses 7 and 8 preserve HIMAA's primary object in simplified language and expressly state that the company's powers may be exercised solely for carrying out its purposes. This provides clearer and more concise expression of HIMAA's purpose, consistent with ACNC expectations for registered charities.

- Clause 51 expressly requires the Company to comply with ACNC Governance Standards and, if applicable, ACNC External Conduct Standards, and requires Directors to notify of actual or potential breaches. Clause 52 sets out a detailed duty statement, including exercise care and diligence, act in good faith in the best interests of the Company and to further its charitable purposes, and not misuse position or information.

  This brings director duties into line with ACNC Governance Standards and gives members confidence that Directors are held to clearly articulated standards of conduct.

- The current Constitution does not contain a mediation-style dispute resolution process. Clause 21 introduces a structured dispute resolution process for disputes between Members, Directors, or HIMAA itself. This provides a fair, low-cost pathway for resolving disputes without immediately resorting to disciplinary action, and aligns with ACNC model constitution requirements.

4. MEMBERSHIP CATEGORIES

The current Constitution (clause 7.3) provides for six membership categories: Full Member, Fellow Member, Senior Associate Member, Life Member, Associate Member and Student Member.

The proposed Constitution (clause 11, provides for five categories: Professional Member, Fellow Member, Life Member, Associate Member and Student Member.

The key structural change is the creation of a new Professional Member category, which replaces both Full Member and Senior Associate Member. This recognises that the health information management profession now encompasses a broader range of roles than was contemplated when the current categories were established.
No current member loses any existing voting or governance rights as a result of this transition.

Current Category	Proposed Category	Voting/Governance Rights	Key Change
Full Member	Professional Member	Voting; Board eligible; office bearer eligible	Broadened to include Clinical Coders and Clinical Documentation Specialists alongside Health Information Managers
Senior Associate Member	Professional Member	Voting; Board eligible; office bearer eligible	Merged into Professional Member — no longer a separate, lower-tier category
Fellow Member	Fellow Member	Voting; Board eligible; office bearer eligible	Criteria updated: 7 continuous years as Professional Member (or prior equivalent)
Life Member	Life Member	Voting; Board eligible; office bearer eligible	Unchanged in substance
Associate Member	Associate Member	Attend meetings; committee participation; no vote; no Board	Broadened to include employer-sponsored individuals working with health information
Student Member	Student Member	Attend meetings; committee participation; no vote; no Board	Largely unchanged; must be enrolled in HIMAA Accredited or Approved Program

Under the proposed Constitution a Professional Member is a person recognised by the HIMAA Board as a health information management professional. This expressly includes, but is not limited to:

- **Health Information Managers** –persons recognised by HIMAA whose role involves collecting, classifying, analysing and managing health information to meet the medical, legal, ethical, financial and administrative requirements of the healthcare system.

- **Clinical Coders** – persons recognised by HIMAA whose role involves reviewing patient health records and assigning standardised codes to diagnoses, procedures and interventions in accordance with relevant standards and classifications.

- **Clinical Documentation Specialists** – persons recognised by HIMAA whose role involves reviewing, auditing and improving the quality, completeness and accuracy of clinical documentation in patient health records, working collaboratively with clinical and multidisciplinary teams to support patient safety, accurate clinical coding and compliance with activity-based funding requirements.

These three professional roles are now formally defined in the proposed Constitution's definitions section (clause 3). The current Constitution does not separately define these roles.

Refer to the separate **Member Briefing: Proposed Adoption of Updated Membership Model** for further information behind the proposed membership model change.

5. BOARD AND GOVERNANCE

The proposed Constitution makes several changes to how the Board is constituted:

Matter	Current Constitution	Proposed Constitution
Number of Directors	No more than 9 (cl 39)	At least 3, no more than 9 (cl 35)
Professional composition	At least 50% Full, Fellow or Life Members; up to 2 Senior Associates; up to 2 appointed for specialised acumen (cl 39.3)	At least half must be Health Information Managers; up to half may be appointed for knowledge of HIMAA's purpose, specialised acumen, skills or experience (cl 35)
Eligibility criteria	Not specified in detail beyond membership category	Criteria determined by Board; relevant governance/activity experience; aged 18+; ordinarily resident in Australia; director identification number; signed consent; not ineligible under Corporations Act or ACNC Act (cl 36)
Term limits	Maximum 3 consecutive elected terms (cl 40.3)	Maximum 3 consecutive elected terms; casual vacancy terms do not count (cl 41)
Casting vote at Board meetings	Chair has casting vote (cl 68)	No casting vote; tied resolutions are lost (cl 54.3(c))

The requirement that at least half of Directors be Health Information Managers (rather than simply Full, Fellow or Life Members) reflects the Professional Member restructure and ensures that the Board retains professional expertise at its core, while the ‘up to half’ provision for appointed directors maintains flexibility to bring in complementary skills or to appoint Directors from other Professional/Fellow/Life Members.

The proposed Constitution also streamlines the office bearer structure:

Matter	Current Constitution	Proposed Constitution

Roles	President, Senior Vice President (President-elect), Vice-President, Honorary Treasurer, Company Secretary (cl 43)	President, Vice President, Treasurer (cl 61)
Term of office	Two years (cl 47)	One year, elected annually (cl 63)
President term limit	Two successive terms (unless unanimous consent) (cl 47)	Three successive terms (unless unanimous Director consent) (cl 64)
President eligibility	Full, Fellow or qualifying Life Member (cl 7.6)	Must be a Health Information Manager (cl 65)
Succession	Not expressly stated	Vice President succeeds if President vacates office (cl 66)

6. MOVING FORWARD

The proposed Constitution reflects a considered, member-focused update to HIMAA's governance and membership structure, designed to support a strong, contemporary and sustainable professional association for the future. The changes modernise HIMAA's governance framework, align the Constitution more closely with current charity governance expectations, and better recognise the breadth of professional roles and pathways within health information management.

Members have had, or will have, the opportunity to engage with the proposed changes through HIMAA's consultation process, and are encouraged to read the proposed Constitution, attend any member information sessions, and raise any questions before voting.

Please provide your feedback by **Friday September 11, 2026** by completing the **member feedback survey** .The HIMAA Board members and CEO are available for a conversation or to take questions during the consultation period via direct email/contact or by emailing executiveoffice@himaa.org.au.

The HIMAA Board members are Catherine Garvey, Cassie Rupnik, Louise Edmonds, Shane Sanfilippo, Nicole Payne, Sally McIntosh, Tim Nelson, Doug Henry, and Paul Miles.

If progressed: Member resolution will be included in the AGM agenda to be distributed no later than Wednesday 21 October, followed by a vote by present/proxy eligible members at the HIMAA AGM 11 November 2026 5-6pm AEDT.

If you have questions about this consultation, please contact the CEO Sallyanne Wissmann at executiveoffice@himaa.org.au.