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THE SOCIETY OF HOSPITAL PHARMACISTS OF AUSTRALIA LIMITED

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Summary of changes in proposed Constitution

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Background

The Society of Hospital Pharmacists of Australia Limited (**SHPA**) has recently sought assistance from Russell Kennedy Lawyers to review, and propose amendments to SHPA's current Constitution dated 25 September 2017. The key drivers for change are to modernise the existing Constitution and to provide a position on the Board for a Technician Members to be elected.

Importantly, there are no changes to the purposes of SHPA under the proposed amendments. A summary of the substantive changes are set out below.

Compliance with regulatory framework

The proposed amendments have updated references to the *Corporations Act 2001* (Cth) and the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) throughout the Constitution. New references to other relevant legislation which govern SHPA has also been included, such as:

- *Charities Act 2013* (Cth)
- *Income Tax Assessment Act 1997* (Cth).

There is a new definition of "Relevant Laws", with which SHPA and the Board must comply. References to the Relevant Laws assists the Board, Members and others, to navigate the complex regulatory environment surrounding charities, like SHPA. Specific references to sections of legislation are also no longer used to ensure longevity and relevance of the Constitution if the laws change in the future. The proposed amendments provide a more modern way of capturing the range of laws that apply to the Society, while providing the Constitution with flexibility to remain relevant if these laws change.

Purposes

The purposes of SHPA have not been amended and continue to reflect its purpose of improving health outcomes from medicines use within hospitals and/or other healthcare facilities or settings (including the home) where pharmacists, the membership and other health professionals practise, through the use of pharmacist expertise in medicine management.

Membership

The membership structure has remained the same with some minor amendments to the eligibility of and rights of three classes of membership.

SHPA's Student Members have been broadened to include pharmacy technician students and pharmacy assistant students. Additionally, pharmacy students are now required to be undertaking an approved course of study.

The rights of SHPA's Technician Members have been broadened to allow Technician Members to nominate for the Elected Director position reserved for Technician Members. This is explained in further detail under the heading "Board Structure".

The Life Member category has been re-opened for members. Members can to be elected as Life Members by the Board if they have made a distinguished contribution to the Society.

Ceasing to be a Member

An additional clause has been added to ensure that Members cease their membership if they no longer meet the criteria of the membership category, for example if an individual is no longer a pharmacy student they cease to be a Student Member. Although student membership has been expanded to include other courses of study, the membership rights and obligations remain the same for all student members. This includes providing that student membership will cease if the eligibility criteria is not met, similarly to any other membership category, including Full and Provisional Pharmacist Members.

Board Structure

The Board structure has been amended from a maximum of ten Directors to eleven, to allow for an additional Elected Director who is a Technician Member. This means that up to eight Directors will be elected by the voting members and up to three Directors will be appointed by the Board. The additional Technician Elected Director does not change the current Elected Director positions, which have been renamed "Full Pharmacist Elected Directors", as it is an additional spot.

To achieve this, additional provisions have been included in the proposed Constitution to allow for a Technician Member to be elected as a Director by all voting Members. Various consequential changes have also been made to differentiate between Technician Members elected as Directors and Full Pharmacist Members elected as Directors.

Transition

On adoption of the current Constitution on 25 September 2017, clauses were included to support an orderly transition of new Directors being introduced. Given that the transition period, being the fourth annual general meeting, has passed, this clause is no longer relevant and as such has been removed in the proposed amendments.

Board Powers

There has been no change to the powers of the Board, except to specify that the Board must comply with Relevant Laws.

Board meetings

There have been limited changes to the way in which the Board conducts meetings. The substantive change is in regard to the quorum for Board Meetings which has been increased from five to six in line with the introduction of the additional Elected Director which increases the number of Directors from ten to eleven. Additionally, Board meetings have been amended so that hybrid or fully virtual meetings can be held which is further outlined under the heading "General modernisation" below.

Indemnity of Officers

There have been some minor changes to the indemnity of officers to introduce some limitations on the indemnity including where the Society is precluded from indemnifying the Directors by law and in regard to legal costs where the Director is not acquitted.

General modernisation

The proposed amendments reflect general modernisation to bring the Constitution in line with modern Constitutions. These changes include updating all language to reflect gender neutral language, and the inclusion of virtual/hybrid meeting clauses, in compliance with the *Corporations Act 2001* (Cth).