



**Agenda for the 44<sup>th</sup> Annual General Meeting**  
of the  
**Australian Acupuncture and Chinese Medicine Association Ltd**  
(ACN 010 020 390)

**Board of Directors**

Waveny Holland - *President and Chair* | Richard Li - *Vice President* | Lily Feng – *Director*  
| Andrew Matfin - *Chair of the Audit and Risk Committee* | Rodd Sanchez – *Director*

**Executive**

Paul Stadhams – *Chief Executive Officer, Company Secretary and Returning Officer*

**Location**

SeaWorld Resort, SeaWorld Drive, Main Beach Qld and online

**Date and Time**

Sunday, 29<sup>th</sup> May 2022 from 2pm

**1. Welcome**

The Chair to welcome attendees, affirm there is a quorum and open the meeting

**2. Apologies**

To be reported by Paul Stadhams

**3. Proxy Votes**

To be reported by Paul Stadhams

**4. Total Eligible Voting Members**

Total members eligible to vote and total in attendance, provided by Paul Stadhams

**5. Minutes of 43<sup>rd</sup> Annual General Meeting**

The Chair to propose the acceptance of minutes of 43<sup>rd</sup> AGM of the Australian Acupuncture and Chinese Medicine Association Ltd (ACN 010 020 390). Held online via Zoom and at Marriott Gold Coast Resort and Spa, 158 Ferny Avenue, Surfers Paradise, Qld, on Sunday, May 30<sup>th</sup> 2021.

**6. Business Arising**

The Chair to request if there is any business arising from the minutes of the 43<sup>rd</sup> AGM

**7. President's Report**

Report presented by Waveny Holland

## 8. Financial Report

Report presented by Andrew Matfin

## 9. Acceptance of Financial Statements and Annual Report

Proposal to accept the Financial Statements and Annual Report including the Auditor's Report, presented by Andrew Matfin

## 10. Chief Executive Officer's Report

Report presented by Paul Stadhams

## 11. Notices of Motion

### 11.1. RESOLUTION A

#### **Appointment of Auditors for the year ended 31<sup>st</sup> December 2022.**

Members are asked to consider and if agreed resolve that, Independent Audit Services be reappointed as auditors for the year ending 31<sup>st</sup> December 2022.

### 11.2. SPECIAL RESOLUTION B

#### **Ex gratia payments to Directors.**

Members are asked to consider and if agreed resolve that, in accordance with Section 5.1.3 of the Constitution of the Australian Acupuncture and Chinese Medicine Association Ltd, the basis of ex gratia payments to directors for the 2022 calendar year to the 2023 AGM shall remain unchanged. That is, the total amount shall not exceed \$60,000, the distribution of which is at the Board's discretion. In addition, Directors must, at their own expense complete Board approved, Director and Governance training.

#### **Explanation of Special Resolution B**

In 2019 the Board moved that there is a requirement for all Directors to undertake approved governance training within six months of election or appointment to the Board.

The current breakdown of these ex-gratia payments for five Directors are listed below:

<b>Five Directors</b>	<b>Total Base Honorarium</b>	<b>Quarterly Honorarium</b>
Chair	\$13,846.16	\$3,461.54
Vice Chair	\$11,538.46	\$2,884.61
Director	\$11,538.46	\$2,884.61
Director	\$11,538.46	\$2,884.62
Director	\$11,538.46	\$2,884.62
<b>Total Outlay</b>	<b>\$60,000.00</b>	<b>\$15,000.00</b>

### 11.3. SPECIAL RESOLUTION C – see Addendum A

**Proposed Changes to the Australian Acupuncture and Chinese Medicine Association Ltd Constitution (2018).** *Proposed motion to these changes to be moved en bloc.*

#### **PREAMBLE – Explanatory Memorandum and rationale for review and proposed changes.**

In 2018, when the Constitution of AACMA was first adopted, it was accompanied by an understanding that as a living document, it would undergo continual renewal to ensure it remained current, legal and continued to properly encompass the needs of members. As such, this year, the Board has responded to significant changes in the world around us by instigating a full review of the constitution and in turn putting forward a host of amendments for members to consider.

The amendments that are being proposed are designed to better reflect the current operational needs of the association, incorporate recent changes to the Corporations Act, provide for the utilisation of new technologies and maintain flexibility into the future.

Some of the proposed amendments are focused on the adoption of new technologies (Bond, Zoom) or the removal of older ones that are no longer in use (facsimiles). Almost half of the forty-seven proposed amendments are to remove clauses that are no longer relevant or are covered more succinctly in other areas. Other amendments are designed to ensure strict compliance with changes that ASIC has recently made to the Corporations Act, including Hybrid and fully online meetings.

In addition to these, the Board has sought to improve understanding by providing more clarity around the categories of membership, including elevating Fellow to a status that can apply to members across various categories and limiting Honorary Membership to three years. The category of Affiliate Member is being added to allow for those that wish to remain connected to AACMA but no longer qualify in the other categories such as for members who have exited the profession or moved outside of Australia.

The Board enlisted assistance for this review from the experienced constitutional advisors at the Associations Forum Pty Ltd of which AACMA are members. The Associations Forum has been providing advice as well as education and training to hundreds of associations over the last decade.

It has been our aim to provide a document which is not only compliant but accessible, easy to follow and best practice for a member based not for profit association such as ours. The proposed changes do not change the intent of the current document to serve its members or change the rights of Members, but they do improve compliance and increase opportunity for consistently improving member services.

We trust that members will accept these changes as we progress into the future of AACMA.

#### **PROPOSED SPECIAL RESOLUTION C**

Should the membership agree to the proposed motion below, these changes, (items 1-47 in the Addendum A) will be passed en bloc.

**Rationale:** These numbered items are to further align the Constitution with both ASIC compliance and current standards of good governance as required by the review of the Constitution.

#### **Motion:**

Members are asked to consider and if thought appropriate, pass that the following proposed changes (items 1-47 in Addendum A) to the current Australian Acupuncture and Chinese Medicine Association Ltd. (AACMA) Constitution, provided with the Notice of Meeting of Members of the Association, be adopted as amendments to the 2018 Constitution of the Association. *(If accepted the clauses within the Constitution shall be renumbered accordingly.)*

**12. Declaration of Ballot**

This year, three nominations were received for the three vacant Elected Director positions. As such, no election was required. The nominees are;

Waveny Holland
Richard Li
Andrew Matfin

The Chair to propose the resolution that the three nominees for Elected Director be accepted in accordance with the AACMA Constitution.

**13. 2021 / 2022 Board Members**

The Chair announces the full 2022 / 2023 AACMA Board of Directors

Waveny Holland	Term expires at 2024 AGM
Richard Li	Term expires at 2024 AGM
Andrew Matfin	Term expires at 2024 AGM
Lily Feng	Term expires at 2023 AGM
Rodd Sanchez	Term expires at 2023 AGM

**14. General Business**

The Chair to call for any items of General Business.

**15. Meeting Closed**

The Chair to call the meeting closed

## Addendum A

### Resolutions for the proposed changes to the Australian Acupuncture and Chinese Medicine Association Ltd Constitution (2018).

Resolutions 1 to 47 (Under item 11 Special Resolution 11.3 in the Agenda)

1. That added to the definitions is the term **AACMA Team Member, which reads as;**  
**AACMA Team Member** means an employee, contractor or Director of the Association  
**Rationale:** This term is a more accurate representation of the current operational requirements of the Association, replacing the term Membership Officer
2. That the term **Member Benefits, which reads as;**  
**Member Benefits** means the benefits and privileges offered to Members depending on their class of membership, including but not limited to.
  - a) Professional Indemnity Insurance under AACMA's policy;
  - b) Health refund provider status;
  - c) Practitioner referral service;
  - d) Continuing Education events;
  - e) Social events.

**Shall be changed to read as;**

**Member Benefits** means the benefits and privileges offered to Members depending on their class of membership.

**Rationale:** This term is being updated to provide a clearer and more succinct definition that better aligns with the current operational situation

3. That the term Non-Financial Member, which reads as;  
**Non-Financial Member** means a Member who has not paid all the annual membership fees due and payable under section 7.20.1.

**Shall be changed to read as;**

**Non-Financial Member** means a Member who has not paid all the annual membership fees due and payable.

**Rationale:** This term is being updated to ensure continued accuracy in light of other proposed changes.

4. **That term Membership Officer be deleted.**

**Rationale:** This term is no longer relevant and has been replaced by AACMA Team Member

5. **That Clause 7.1.3, which reads as;**

On becoming a Member, each Member agrees to bound by this Constitution, Code of Ethics, Code of Conduct and any pronouncement of the Association made from time to time.

**Shall be changed to read as;**

On becoming a Member, each Member agrees to bound by this Constitution, Association By-laws and Code of Conduct, government regulations and CMBA practice guidelines as required by law and any pronouncement of the Association made from time to time.

**Rationale:** To make this clause clearer in its meaning and to encompass all required areas

**6. That Clause 7.1.6 be deleted**

**Rationale:** This is covered under the Corporations Act and does not need to be repeated

**7. That Clause 7.1.7 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**8. That Clause 7.1.8 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**9. That Clause 7.2.2 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**10. That Clause 7.3.2 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**11. That Clause 7.3.3, which reads as;**

If the Board rejects an application to become a Member:

- a) the Membership Officer will notify the applicant of the refusal;
- b) the applicant shall be entitled to lodge an appeal to the Board. A request for an appeal is to be given in writing and must be received at the registered office of the Association within 30 days of the date of postage of the notice of refusal;
- c) the Board shall consider the appeal request and review the application;
- d) the Membership Officer will give written notice to the applicant of the outcome of the appeal within 30 days of receipt of the appeal request;
- e) the Board may, in its absolute discretion and without giving any reasons, following an appeal request and consideration of the application to become a Member, again refuse to accept that application;
- f) if an application is rejected, any amount paid by the applicant relating to the application will not be refunded.

**Shall be changed to read as;**

If the Board rejects an application to become a Member:

- a) an AACMA Team Member will notify the applicant of the refusal;
- b) the applicant shall be entitled to lodge an appeal to the Board. A request for an appeal is to be given in writing and must be received by the Association within 30 days of the issuing of the notice of refusal;
- c) the Board shall consider the appeal request and review the application;
- d) an AACMA Team Member will give written notice to the applicant of the outcome of the appeal within 30 days of receipt of the appeal request;
- e) the Board may, in its absolute discretion and without giving any reasons, following an appeal request and consideration of the application to become a Member, again refuse to accept that application;
- f) if an application is rejected, any amount paid by the applicant relating to the application will not be refunded.

**Rationale:** The term Membership Officer no longer matches the operational requirements of the Association and as most communication is now electronic, the term postage is limiting and not appropriate.

**12. That Clause 7.4.2 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**13. That Clause 7.4.3, which reads as;**

Each Member is required to update and keep their individual member details current on the “Member Portal” on AACMA’s website or notify the Membership Officer in writing of any change in the Member’s name, home address, clinic address/es, telephone, facsimile number or email address.

**Shall be changed to read as;**

Each Member is required to update and keep their individual member details current with the Association. An AACMA Team Member must be notified in writing of any change in the Member’s name, registration status, home address, clinic address/es, telephone or email address.

**Rationale:** This Clause is being amended to better reflect the current operational and technological requirements of the Association.

**14. That Clause 7.5.3 be deleted**

**Rationale:** This Clause is sufficiently covered in Clause 7.5.3 and as such is not required.

**15. That Clause 7.6.1, which reads as;**

Eight categories of membership of the Association are currently defined, namely:

- a) Practising Member;
- b) Non-Practising Member;
- c) Retired Member;
- d) Fellow;
- e) Life Member;
- f) Associate Member;
- g) Student Member; and
- h) Honorary Member.

**Shall be changed to read as;**

Eight categories of membership of the Association are currently defined, namely:

- a) Practising Member;
- b) Non-Practising Member;
- c) Retired Member;
- d) Life Member;
- e) Associate Member;
- f) Affiliate Member;
- g) Student Member; and
- h) Honorary Member.

**Rationale:** This amendment is to better align the Categories of Membership with current and future operational needs of the Association. Fellow was removed as a category and redefined as a Status, as it can apply to members across various categories. Affiliate Member was added to reflect the need to expand membership to include those that are not practitioners but wish to remain connected to the Association.

**16. That a new Clause be added;**

The Board may, at its sole discretion, bestow upon any Member the title of Fellow, where the Board considers that such Member has made worthy contributions to the Association and to the Acupuncture and Chinese Medicine profession. Fellow is considered a position of high status within the Association.

- a) The decision to grant or remove a Member's Fellow status must be by a unanimous vote of the Board;
- b) A Fellow shall be subject to all of the rights, privileges and responsibilities which that Member currently enjoys in their category of membership.

**Rationale:** The status of Fellow is recognised in the Constitution due to its importance. A Fellow can be a member of any membership category.

**17. That Clause 7.7.2, which reads as;**

A Practising Member is entitled to:

- a) vote at any General Meeting provided no outstanding Fees are owing to the Association;
- b) move or second a resolution at any General Meeting; and
- c) enter into discussion from the floor during any General Meeting.

**Shall be changed to read as;**

A Practising Member, provided no outstanding fees are owing, is entitled to:

- a) vote at any General Meeting;
- b) move or second a resolution at any General Meeting; and
- c) enter into discussion from the floor during any General Meeting

**Rationale:** Improvement in wording to avoid potential for confusion

**18. That Clause 7.8.1, which reads as;**

A person is eligible to be a Non-Practising Member if that person is:

- a) a Registered Practitioner; and
- b) registered by the CMBA as a non-practising Chinese medicine practitioner; and

**Shall be changed to read as;**

A person is eligible to be a Non-Practising Member if that person is:

- a) a Registered Practitioner; and
- b) registered by the CMBA as a non-practising Chinese medicine practitioner; and
- c) not practicing Chinese Medicine regardless of remuneration

**Rationale:** Improvement in wording to avoid potential for confusion and facilitate the rationalisation of other Clauses

**19. That Clause 7.8.2, which reads as;**

A Non-Practising Member is entitled to:

- a) vote at any General Meeting provided no outstanding Fees are owing to the Association;
- b) move or second a resolution at any General Meeting; and
- c) enter into discussion from the floor during any General Meeting

**Shall be changed to read as;**

A Non-Practising Member, provided no outstanding fees are owing, is entitled to:

- a) vote at any General Meeting;
- b) move or second a resolution at any General Meeting; and
- c) enter into discussion from the floor during any General Meeting

**Rationale:** Improvement in wording to avoid potential for confusion

**20. That Clause 7.8.3 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**21. That Clause 7.8.5 be deleted**



**Rationale:** This is an operational matter that is not required in the Constitution

**22. That Clause 7.9.5, which reads as;**

A Retired Member is entitled to:

- a) vote at any General Meeting provided no outstanding Fees are owing to the Association;
- b) move or second a resolution during any General Meeting; and
- c) enter into discussion from the floor during any General Meeting.

**Shall be changed to read as;**

A Retired Member, provided no outstanding fees are owing, is entitled to:

- a) vote at any General Meeting;
- b) move or second a resolution during any General Meeting; and
- c) enter into discussion from the floor during any General Meeting.

**Rationale:** Improvement in wording to avoid potential for confusion

**23. That Section 7.10 be deleted**

**Rationale:** Fellow is now recognised as a Status that can be achieved and not just a category of membership

**24. That Section 7.11.4 be deleted**

**Rationale:** Unnecessary Clause that is already provided for within the Act.

**25. That Clause 7.12.3, which reads as;**

An Associate Member is entitled to:

- a) vote at any General Meeting provided no outstanding Fees are owing to the Association;
- b) move or second a resolution at any General Meeting; and
- c) enter into discussion from the floor during any General Meeting.

**Shall be changed to read as;**

An Associate Member, provided no outstanding fees are owing, is entitled to:

- a) vote at any General Meeting;
- b) move or second a resolution at any General Meeting; and
- c) enter into discussion from the floor during any General Meeting.

**Rationale:** Improvement in wording to avoid potential for confusion

**26. That Clause 7.12.5 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**27. That a Section be added, which reads as;**

**Affiliate Member**

**Rationale:** This is to ensure alignment between the Categories of Membership and the operational needs of the Association.

**28. That a Clause be added, which reads as;**

The Board may at its discretion admit a person as an Affiliate Member from time to time.

**Rationale:** This is to ensure alignment between the Categories of Membership and the operational needs of the Association.

**29. That a Clause be added, which reads as;**

Affiliate Members shall have no voting rights, but providing no outstanding fees are owing, may enter into discussion from the floor during a General Meeting at the discretion of the Chair.

**Rationale:** This is to ensure alignment between the Categories of Membership and the operational needs of the Association.

**30. That a Clause be added, which reads as;**

An Affiliate Member shall not be eligible to serve on the Board, but may be appointed by the Board to serve on a committee in an advisory capacity only.

**Rationale:** This is to ensure alignment between the Categories of Membership and the operational needs of the Association.

**31. That Clause 7.14.1, which reads as;**

The Board may appoint any person and one not necessarily practising Acupuncture or Chinese Medicine as an Honorary Member of the Association.

**Shall be changed to read as;**

The Board may appoint any person and one not necessarily practising Acupuncture or Chinese Medicine as an Honorary Member of the Association for a period of not more than three years.

**Rationale:** By including a time limit, it provides the Board with an opportunity to review the Honorary Membership and safeguards against somebody being appointed as an Honorary Member in perpetuity due to Board turnover.

**32. That Clause 7.20.1, which reads as;**

Annual Membership Fees:

- a) each Member must pay to the Association the amount of each Fee payable by the Member in the manner, at the time and at the place specified in the notice of the Fee; and
- b) the annual membership fee is the fee for each category of membership as determined by the Board;
- c) the Board may set any additional membership fee or levy as it determines from time to time.

**Shall be changed to read as;**

The Board has sole discretion in setting the Annual Membership Fee for all categories of membership.

- a) each member is required to pay to the Association the amount of each fee applicable to their category of membership on or before the due date specified or in accordance with Board approved individual payment plan.
- b) Members should be notified of the amount and payment options for the Annual Membership Fee at least 60 days prior to its due date.
- c) the Board may set any additional membership fee or levy as it determines from time to time.

**Rationale:** This change is to provide greater clarity and simplicity within this area and ensure alignment with current operational needs.

**33. That Clause 7.20.2 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**34. That Clause 7.20.3 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**35. That Clause 7.20.4 be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**36. That Section 7.21 Fee be deleted**

**Rationale:** This is an operational matter that is not required in the Constitution

**37. That Clause 9.1.2, which reads as;**

The Association may by resolution of the Board call a General Meeting to be held at a nominated time and place (including two or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate) and in the manner that the Board resolves.

**Shall be changed to read as;**

In accordance with the Act, the Association may by resolution of the Board call a General Meeting to be held at a time and in the manner that the Board resolves. This includes;

- a) at a physical location;
- b) at one or more locations and using virtual meeting technology (Hybrid Meeting); or
- c) a wholly virtual meeting.

**Rationale:** Recent changes to the Act to recognise current technological options for meetings need to be reflected within this Constitution.

**38. That Clause 9.2.2, which reads as;**

Subject to section 9.2.1, the notice must specify:

- a) the date, place and hour of meeting;
- b) that a Member may appoint a proxy;
- c) the resolutions to be considered at the meeting;
- d) in the case of special business, the general nature of such business; and
- e) anything else the Board may determine from time to time.

**Shall be changed to read as;**

Subject to section 9.2.1, the notice must specify:

- a) the date and hour of meeting;
- b) the physical and / or virtual location of the meeting;
- c) that a Member may appoint a proxy;
- d) the resolutions to be considered at the meeting;
- e) in the case of special business, the general nature of such business; and
- f) anything else the Board may determine from time to time.

**Rationale:** Recent changes to the Act to recognise current technological options for meetings need to be reflected with this Constitution.

**39. That Clause 9.11.3, which reads as;**

For the avoidance of doubt, the following Members are not entitled to vote at a General Meeting:

- a) a Practising Member, Non-practising Member, Associate Member or Retired Member who owes outstanding fees to the Association on the date of the relevant notice of meeting;
- b) Student Members; and
- c) Honorary Members.

**Shall be changed to read as;**

For the avoidance of doubt, the following Members are not entitled to vote at a General Meeting:

- a) any Member who owes outstanding fees to the Association on the date of the relevant notice of meeting;
- b) Affiliate Members;
- c) Student Members; and
- d) Honorary Members.

**Rationale:** This change is to reflect the amendments made to the Categories of Membership.

**40. That Clause 10.1.5, which reads as;**

At the first Board meeting following the annual elections of the Board, the Elected Directors shall elect a Chair, a Deputy Chair, a Secretary and a Treasurer from amongst their number.

**Shall be changed to read as;**

At the first Board meeting following the annual election of the Board, the Elected Directors shall elect a Chair, a Deputy Chair and an Audit and Risk Committee Chair from amongst their number.

**Rationale:** This change is to better align the Association with current best practice in governance and better reflect its needs.

**41. That Clause 10.3.13, which reads as;**

The election results shall be notified to Members at the AGM, sent by electronic means and placed on the "Members' Portal" of the AACMA web site within fourteen (14) days after the AGM.

**Shall be changed to read as;**

Members shall be notified of the election results at the AGM and by electronic means within fourteen (14) days after the AGM.

**Rationale:** This is to reflect updates to the technological abilities of the Association

**42. That Clause 12.1.1, which reads as;**

The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and the requisite majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document

**Shall be changed to read as;**

The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and the requisite majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) vote in the affirmative. All votes must be in writing.

**Rationale:** This is to reflect both updates to the technological abilities of the Association and the recognition under the Act of electronic signatures.

**43. That Clause 12.1.2 be deleted**

**Rationale:** This Clause is no longer required due to both updates to the technological abilities of the Association and the recognition under the Act of electronic signatures.

**44. That Clause 12.6.1, which reads as;**

The Board must cause minutes of all proceedings of General Meetings, meetings of the Board and meetings of Committees to be entered within one month after the relevant meeting is held, in books kept for the purpose.

**Shall be changed to read as;**

The Board must cause minutes of all proceedings of General Meetings, meetings of the Board and meetings of Committees to be signed by the designated Chair and entered within one month after the relevant meeting is held, into the minute book and secure electronic storage, kept for that purpose.

**Rationale:** This is to reflect updates to the technological abilities of the Association.

**45. That Clause 13.1.2 be deleted**

**Rationale:** Changes to the Act (s253RA) allowing messages to be delivered electronically means this Clause is no longer needed.

**46. That Clause 13.1.3 be deleted**

**Rationale:** Changes to the Act (s253RA) allowing messages to be delivered electronically means this Clause is no longer needed.

**47. That Clause 12.1.1, which reads as;**

A person may give Notice to the Association by:

- a) delivering it or sending it by post to the registered office of the Association;
- b) delivering it or sending it by post to a place nominated by the Association for that purpose;
- c) sending it to the fax number at the registered office of the Association nominated by the Association for that purpose;
- d) sending it to the electronic address nominated by the Association for that purpose;
- or
- e) any other means permitted by the Act.

**Shall be changed to read as;**

A person may give Notice to the Association by:

- a) delivering it or sending it by post to the registered office of the Association;
- b) delivering it or sending it by post to a place nominated by the Association for that purpose;
- c) sending it to the electronic address nominated by the Association for that purpose;
- or
- d) any other means permitted by the Act.

**Rationale:** This is to reflect both updates to the technological abilities of the Association and the recognition under the Act of electronic notifications.