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AACMA

Constitution of Australian Acupuncture and Chinese Medicine Association Limited

A Not-For-Profit Public Company Limited by Guarantee
ACN 010020 390

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www.acupuncture.org.au

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1. INTRODUCTION

This document is the constitution of the Australian Acupuncture and Chinese Medicine Association Limited, (ACN: 010 020 390) a not-for-profit public company limited by guarantee incorporated under the Corporations Act 2001(Cth).

This Constitution sets out how the Association is to be managed. It provides a structure and acts as a contract between the Association and each Member, between the Association and each Director and between a Member and each other Member, under which each person agrees to observe and abide by the rules and regulations as set out in this Constitution.

2. PRELIMINARY

2.1. DEFINITIONS

In this Constitution, unless there is something in the subject or context which is inconsistent:

AACMA or Association means the Australian Acupuncture and Chinese Medicine Association Ltd.

AACMA Team Member means an employee, contractor or Director of the Association

Act means the Corporations Act 2001 (Cth).

Acupressure means manual pressure applied to acupuncture points for therapeutic benefit.

Acupuncture is the strategic insertion, penetration and manipulation of needles on the body for therapeutic benefit.

Acupuncture Points means points on the body which have beneficial effects on human function when stimulated. Such points include those identified in classical acupuncture and Chinese Medicine texts, those added through on-going research and points that are painful or tender on palpation (Ashi points).

Acupuncturist means a person who has completed an approved training course and who is registered as such by the Chinese Medicine Board of Australia.

Adoption Date means the date this Constitution was adopted by the Members by Special Resolution, being the date as set out in section 18.

AGM means the annual general meeting of the Association in accordance with section 9.1.1.

AHPRA means the Australian Health Practitioner Regulation Agency.

Annual Membership Fees means the annual fee determined by the Board and payable by each member depending on the class of membership of the member.

Appointed Director means an additional Director appointed by the Board in accordance with section 10.2.

ASIC means the Australian Securities and Investments Commission.

Association means the Australian Acupuncture and Chinese Medicine Association Ltd. referred to in section 1.

Attending Members means the Members present at a General Meeting, in person or by proxy, or by attorney.

Board means the board of directors of AACMA as constituted from time to time in accordance with this Constitution.

Business Day means a day which is not a Saturday, Sunday, bank holiday or public holiday in the location of the National Office.

By-Law means a by-law of the Association made under section 16.

Chair means the member of the Board elected under section 12.3.

Chinese Herbal Dispenser means a person trained in the practice of Chinese Herbal Dispensing and who is registered as such by the Chinese Medicine Board of Australia.

Chinese Herbal Medicine means materials as described in the materia medica and used for therapeutic purposes in accordance with the principles of Chinese Medicine.

Chinese Herbal Medicine Practitioner means a person trained in the practice of Chinese Herbal Medicine and who is registered as such by the Chinese Medicine Board of Australia.

Chinese Medicine is a holistic and complete medical system that diagnoses and treats illness and maintains wellbeing. Underpinned by the philosophies, theories and practices as set out in classic texts, Chinese Medicine incorporates many different interventions in individualised treatments for therapeutic benefit. Also known as TCM, Oriental Medicine and East Asian Medicine.

CMBA means the Chinese Medicine Board of Australia.

Constitution means this Constitution as amended from time to time.

Director means a member of the Board and includes both an Elected Director and an Appointed Director.

Elected Director has the meaning given in section 10.1.2.

Fee means the Annual Membership Fee and any other fee or levy payable to the Association.

Financial Member means a Member who has paid all annual membership fees due and payable.

General Meeting means a general meeting of members held in accordance with section 9 and includes an AGM.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy, or other authorised official, where that proceeding, appearance or response relates to a liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of the Association or in or arising out of the conduct of the business of the Association, including as a result of appointment or nomination by the Association or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

Member means a person whose name is entered in the Register as a Member of the Association pursuant to section 7.4.

Member Benefits means the rights, benefits and privileges offered to Members depending on their class or category of membership.

National Office means the registered office of the Association.

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

Non-Practising Member means a member who is not currently practising and who is registered as Non-Practising with CMBA and listed on the AHPRA public register as such.

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Act.

Objects mean the objects of the Association as specified in section 3.1.

Ordinary Resolution means a resolution passed by a majority of the votes cast by Members entitled to vote on the resolution.

Personal Representative means the legal personal representative, executor or administrator of the estate of a deceased person.

Recognised Course means a program of study in acupuncture and/or Chinese Medicine that is formally approved by the CMBA and acknowledged by AACMA.

Register means the register of Members kept pursuant to the Act and, where appropriate, includes any state register.

Registered Practitioner means a practitioner of Chinese Medicine who is registered with the CMBA and is on the AHPRA public register, in accordance with the Health Practitioner Regulation National Law in the relevant State.

Returning Officer means the person selected by the Board to manage the election process.

Secretary means the person appointed by the Board to act as secretary of the Association in accordance with section 14.1.

Special Resolution means a resolution:

- a) of which notice has been given to Members or the Board as the case may be, that sets out an intention to propose the resolution and states the resolution; and
- b) that has been passed by at least three quarters (75%) of the votes cast by Members or Directors as the case may be, entitled to vote on the resolution;

State means Australian Capital Territory or New South Wales or Northern Territory or Queensland or South Australia or Tasmania or Victoria or Western Australia.

TCM means Traditional Chinese Medicine.

Term means a period of three (3) AGM cycles being the period for which an Elected Director may serve.

2.2. INTERPRETATION

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- a) a word importing the singular includes the plural (and vice versa);
- b) a word indicating a gender includes every other gender;
- c) the reference to persons includes a natural person and any partnership, association, body, authority or entity whether incorporated or not;
- d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- e) the word "includes" in any form is not a word of limitation;
- f) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;
- g) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or otherwise;
- h) all headings contained in this Constitution are for guidance and do not form part of the substance of this Constitution;

- i) a notice or document required by this Constitution to be signed includes signing by electronic means or may be authenticated by any other manner permitted by the Act or any other law; and
- j) a reference to a statute includes its delegated legislation and includes consolidations, amendments, re-enactments and replacements.

2.3. APPLICATION OF THE ACT

2.3.1.

Unless the context indicates a contrary intention, in this Constitution:

- a) A reference to the Act is to the Act in force in relation to the Association after taking into account any waiver, modification or exemption which is in force either generally or in relation to the Association; and
- b) A word or phrase given a meaning in the Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act, unless that word or phrase is otherwise defined in this Constitution.

2.3.2.

The replaceable rules in the Act do not apply to the Association.

2.4. ENFORCEMENT

2.4.1.

Each Member submits to the non-exclusive jurisdiction of the courts of Queensland, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.

2.4.2.

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:

- a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
- b) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.

3. OBJECTS

3.1. OBJECTS OF THE ASSOCIATION

The Objects of the Association are:

- a) to provide services and support to its Members; and
- b) to promote and advocate for the profession of Acupuncture and Chinese Medicine.

4. POWERS

4.1. POWERS OF THE ASSOCIATION

The Association has the following powers which may be used only to carry out its Objects: all the powers of a company limited by guarantee under the Act, and the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Objects.

5. INCOME AND PROPERTY

5.1. APPLICATION OF INCOME AND PROPERTY

5.1.1.

AACMA is a not-for-profit company limited by guarantee. Subject to sections 5.1.2 and 5.1.3, the assets and income of the Association shall be applied solely in furtherance of the objects of the Association and no portion shall be distributed directly or indirectly to the Members of the Association whether by way of dividend, bonus or otherwise except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

5.1.2.

Nothing in section 5.1.1 prevents the Association making any payment in good faith of:

- a) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Association in the ordinary and usual course of business of the Association;
- b) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Association where the amount payable does not exceed an amount previously approved by the Board;
- c) reasonable remuneration to any employee/s of the Association;
- d) money to any Member, being a person engaged in any profession, for the supply of usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service; and
- e) an amount pursuant to section 17.

5.1.3.

The Association may make payments to a Director or Secretary in good faith for:

- a) the payment or reimbursement of out-of-pocket expenses reasonably incurred by a Director or Secretary in the performance of any duty as a Director or Secretary of the Association where that payment or reimbursement has been approved by the Board;
- b) money to any Director or Secretary, being a person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- c) any salary or wage due to a Secretary as an employee of the Association where the terms of employment have been approved by the Board;
- d) Directors' fees in accordance with section 10.8; or
- e) an insurance premium in respect of a contract insuring a Director or Secretary for a liability incurred as an officer of the Association where the Board has approved the payment of the premium.

6. LIABILITY OF MEMBERS

6.1. EXTENT OF LIABILITY

Each Member undertakes to contribute an amount not exceeding \$50 to the property of the Association in the case where the Association is wound up when that person is a Member, or within one year of the time that person ceased to be a Member, for:

- a) payment of the Association's debts and liabilities contracted before that person ceased to be a Member;
- b) payment of the costs, charges and expenses of winding up the Association; and
- c) adjustment of the rights of the contributories among themselves.

7. MEMBERSHIP

7.1. GENERAL INFORMATION

7.1.1.

Membership of the Association shall be unlimited in number and shall comprise Members who have been issued a certificate of membership, been entered in the Register and who have paid the prescribed fees.

7.1.2.

Membership of the Association is personal to the Member and is not transferable.

7.1.3.

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.

7.1.4.

As long as a Member abides by the provisions of this Constitution, and by the mandatory requirements pursuant to the *Health Practitioner Regulation National Law*, the Member shall enjoy the rights and privileges of membership under this Constitution and under the Act.

7.1.5.

Notwithstanding anything in this section 7, any person whose registration with CMBA as a Chinese Medicine practitioner has been suspended or cancelled for disciplinary reasons, is not eligible and must not be admitted as a Member until such registration is reinstated.

7.2. APPLICATION AND ADMISSION OF NEW MEMBERS

7.2.1.

A person is eligible to apply to become a Member if the person is at least eighteen (18) years of age and is either:

- a) a Registered Practitioner; or
- b) is undertaking a recognised course; or
- c) considered eligible to become a Member as determined from time to time by the Board in accordance with this Constitution and any relevant By-Law.

7.3. APPROVAL OF NEW MEMBERS

7.3.1.

Notwithstanding any other provision of this Constitution, the Board may, in its sole discretion and without giving any reasons, accept or reject an applicant as a Member of the Association.

7.3.2.

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.

7.3.3.

The Board may only accept an applicant as a Member of the Association if the Board is satisfied that the applicant meets the eligibility criteria specified in section 7.1 and 7.2 for the membership category for which the applicant has applied.

7.4. REGISTER OF MEMBERS

7.4.1.

A Register must be kept in accordance with the Act.

7.4.2.

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.

7.5. CERTIFICATE OF MEMBERSHIP

7.5.1.

A Member of any category shall be given a certificate of membership reflecting the Member's category of membership.

7.5.2.

The certificate of membership may be displayed by the Member only whilst the Member is a financial, authorised and a registered Member.

7.6. CATEGORIES OF MEMBERSHIP

7.6.1.

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.

7.6.2.

The Board may establish additional categories of membership and prescribe the eligibility qualifications, rights, privileges and obligations of Members of those categories in accordance with the By-Laws.

7.6.3.

The rights of Members in any class may be varied or cancelled by the Members entitled to vote approving changes to the Constitution by Special Resolution. For clarity, this shall be taken to be the procedure for varying or cancelling rights of Members in any class.

7.6.4.

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.

7.7. PRACTISING MEMBERS

7.7.1.

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

- a) a Registered Practitioner; and
- b) currently practising as a Chinese Medicine practitioner.

7.7.2.

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.

7.8. NON-PRACTISING MEMBERS

7.8.1.

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.

7.8.2.

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

7.8.3.

A Non-Practising Member is not eligible to be appointed as an Elected Director but is eligible to be appointed as an Appointed Director and to serve on the Board in a non-executive position and may be appointed by the Board to serve on any committee.

7.9. RETIRED MEMBER

7.9.1.

A person is eligible to be enrolled as a Retired Member where that person:

- a) has been a Member of the Association for a continuous period of at least 15 years; and
- b) is permanently retired from practice as a Chinese Medicine practitioner.

7.9.2.

The terms and conditions of Retired Membership shall be as determined by the Board from time to time.

7.9.3.

A Retired Member may not practise Acupuncture or Chinese medicine and is not entitled to access member practice benefits but may attend continuing education and social events of the Association.

7.9.4.

A Retired Member is entitled to be reinstated as a Practising Member following the successful completion of a new application form and payment of all applicable fees.

7.9.5.

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.

7.9.6.

A Retired Member is not eligible to be appointed as an Elected Director but is eligible to be appointed as an Appointed Director and to serve on the Board in a non-executive position and may be appointed by the Board to serve on any committee.

7.9.7.

Nothing in this section shall absolve a Retired Member from meeting all requirements of the Association as may be determined by the Constitution and by the Board from time to time.

7.10. LIFE MEMBER

7.10.1.

The Board may, at its sole discretion, offer any Practising Member, Non-practising Member, or Retired Member the honorific title of Life Member where the Board considers that such Member has made outstanding contributions to the Association and to the Acupuncture and Chinese Medicine profession.

7.10.2.

A decision to grant or remove a Member's Life Member status must be by a unanimous vote of the Board.

7.10.3.

Subject to section 7.10.4, a Life Member shall be subject to all of the rights, privileges and responsibilities which that Member currently enjoys as a Practising Member, Non-practising Member or Retired Member.

7.10.4.

A Life Member is not required to pay any membership fee to the Association for being a Member.

7.11. ASSOCIATE MEMBER

7.11.1.

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

7.11.2.

An Associate Member is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Practising Members as may be determined by the Board from time to time.

7.11.3.

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.

7.11.4.

An Associate Member shall not be eligible for Board or executive positions, but may be appointed by the Board to serve on any committee in an advisory capacity only.

7.12. AFFILIATE MEMBER

7.12.1.

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

7.12.2.

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.

7.12.3.

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.

7.13. STUDENT MEMBER

7.13.1.

To be a Student Member of the Association a person must be:

- a) enrolled in a program of study approved and accredited by AHPRA and CMBA; and
- b) ineligible to be admitted under any other class of membership until such time as the person is registered by AHPRA.

7.13.2.

A Student Member is not entitled to move nor second a resolution and is not entitled to vote at General Meetings, but may enter into discussion from the floor during General Meetings at the discretion of the Chair.

7.13.3.

A Student 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.

7.14. HONORARY MEMBER

7.14.1.

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.

7.14.2.

Honorary Members shall have no voting rights, but may enter into discussion from the floor during a General Meeting at the discretion of the Chair.

7.14.3.

Honorary Members shall be exempt from paying any Nomination Fee or Annual Membership Fee.

7.15. RESIGNATION OF A MEMBER

7.15.1.

A Member may at any time resign as a Member of the Association by giving the Association notice in writing. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on giving notice to the Association and the Association will remove the Member's name from the Register.

7.15.2.

If there is only one Member and the Member gives proper notice of resignation or on the same day all of the Members give proper notice of resignation, the notice or notices will be ineffective and the Member or Members cannot resign until either another person is appointed as a Member or the Association is wound up.

7.16. SUSPENSION OR FORFEITURE OF MEMBERSHIP

7.16.1.

The Board may by Special Resolution resolve to suspend a Member (and their Member Benefits) or expel a Member who:

- a) is in breach of a provision of this Constitution, the By-laws or the AACMA Code of Conduct;
- b) knowingly makes or gives any false, misleading or deceptive statement or representation, verbally or in writing, to the Board;
- c) fails to comply with the terms of membership or any undertaking of membership applicable to the Member;

- d) is shown, following due investigation by the Board in compliance with Australian law, by their conduct, statements or actions to have materially prejudiced the interests of ACCMA and the profession; or
- e) becomes insolvent or enters into a deed of administration.

7.16.2.

If the Board intends to pass a resolution under section 7.16 the Board must give the Member written Notice stating:

- a) the grounds on which the suspension or expulsion is based; and
- b) that the Member has 28 days from the date of the notice to give a written submission to the Board in relation to the proposed suspension or expulsion.

The Board must otherwise observe the principles of natural justice in administering the process under section 7.16.

7.16.3.

If the Member gives a written submission under section 7.16.2(b), the Board must consider the submission in deciding whether or not to pass a resolution under section 7.16.1

7.16.4.

If the Member does not give a written submission under section 7.16.2(b) or does not request an extension within the allotted time, the Board may pass a resolution to suspend the Member or any Member Benefits or expel the Member as and when they see fit.

7.17. OTHER CESSATION OF MEMBERSHIP EVENTS

7.17.1.

Any Member, regardless of category, ceases to be a Member if:

- a) the Member becomes uncontactable and the Board resolves by Special Resolution to terminate the Member's membership;
- b) the Member has not paid their Annual Membership Fee or any other Fees within 3 months of the due date for payment;
- c) the Member dies;
- d) the Member is in default of any other requirement prescribed in the terms of membership applicable to the Member, or in any undertaking given by the Member upon admission to membership as required by any relevant By-law;
- e) if a Member becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health or any other grounds for cancellation of registration by AHPRA as a Chinese Medicine practitioner; or
- f) they are a Registered Practitioner and have their registration cancelled by the CMBA for disciplinary reasons

7.17.2.

If a person ceases to be a Member, the Association will remove the Member's name from the Register.

7.18. EFFECT OF CESSATION

A person who ceases to be a Member remains liable to immediately pay to the Association all amounts that at date of cessation were payable to the Association. If any amount remains outstanding 30 days past the due date, the Association at its discretion, has the right to charge interest on the outstanding amount at the current bank overdraft rate advertised by the Reserve Bank of Australia.

The Association may by resolution of the Board, waive any or all of its rights pursuant to this section 7.18.

7.19. DISCIPLINARY COMMITTEE

The Board shall appoint not less than three and not more than five Members, as a sub-committee of the Board known as the Disciplinary Committee, to review any incidents requiring disciplinary action of any Member. For further detail of the policy on disciplinary action see the Disciplinary Committee By-Laws.

7.20. ANNUAL MEMBERSHIP FEES AND OTHER PAYMENTS

7.20.1.

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.

7.21. NON-PAYMENT OF ANNUAL MEMBERSHIP FEE

7.21.1.

A Member whose Annual Membership Fee is in arrears by three months or more ceases to be a Member.

7.21.2.

The Board may, at its sole discretion and on such terms as it thinks fit, reinstate a Member if the Member pays all amounts due and owing to the Association including any outstanding Annual Membership Fee.

8. CODES AND GUIDELINES

8.1. CODES AND GUIDELINES

8.1.1.

All Members are obliged to comply with the Codes of Ethics, Codes of Conduct and other Guidelines as are developed by AACMA, AHPRA or CMBA, relevant to the profession of Chinese Medicine and as amended from time to time.

8.1.2.

Professional standards of conduct apply to all Members, Directors, staff, other officers of the Association and any other contractor or advisor who may be engaged by the Association from time to time.

9. GENERAL MEETINGS

9.1. CALLING MEETINGS OF MEMBERS

9.1.1.

Subject to the Act, an AGM shall be held once in every calendar year within five calendar months of the closing date of the financial year of the Association, at such time and place as may be determined by the Board.

9.1.2.

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.

9.1.3.

No Member may call or arrange to hold a General Meeting except where permitted by the Act.

9.2. NOTICE OF MEETINGS OF MEMBERS

9.2.1.

Notice of a General Meeting and any proxy form for the meeting may be given in the form and in the manner in which the Board resolves, subject to any requirements of the Act.

9.2.2.

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.

9.2.3.

Except in the case of a General Meeting for the purpose of passing a Special Resolution, at least twenty-one (21) days' notice shall be given to Members entitled to attend the meeting.

9.2.4.

In the case of a General Meeting for the purpose of passing a Special Resolution, at least twenty-one (21) days' notice shall be given to Members entitled to attend the meeting.

9.2.5.

A person may waive notice of any General Meeting by written notice to the Association.

9.2.6.

A person who has not duly received notice of meeting may, before or after the meeting, notify the Association of the person's agreement to anything done or any resolution passed at the meeting.

9.2.7.

A person's attendance at a General Meeting waives any objection which that person may have had to a failure to give notice, or the giving of a defective notice, of the meeting, unless the person at the beginning of the meeting objects to the holding of the meeting.

9.2.8.

Subject to the Act, anything done (including the passing of a resolution) at a General Meeting is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or the Association due to circumstances beyond its control or by accidental omission, fails to provide a notice of the meeting and/or a proxy form to a person.

9.3. MEMBER RESOLUTIONS

9.3.1.

Members with at least 5% of the votes that may be cast on a resolution or at least 100 Members entitled to vote at a General Meeting may give:

- a) written notice to the Company of a resolution, to be called a Members Resolution, which they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting, and/or
- b) a written request to the Company that the Company give all Members a statement, to be called a Members Statement, about a proposed resolution or any other matter that may properly be considered at a General Meeting.

9.3.2.

A notice of a Members Resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.

9.3.3.

A request to distribute a Members Statement must set out the statement to be distributed and be signed by the Members making the request.

9.3.4.

Separate copies of a document setting out the notice or request may be signed by Members if the wording is identical in each copy.

9.3.5.

The percentage of votes of Members is to be calculated as at midnight before the request or notice is given to the Company.

9.3.6.

If the Company has been given notice of a Members Resolution, the resolution must be considered at the next General Meeting that occurs more than two months after the notice is given.

9.3.7.

The Company must give Members notice of the Members Resolution or a copy of the Members Statement at the same time, or as soon as practicable afterwards, and in the same way, as it gives notice of a General Meeting.

9.3.8.

The Company is responsible for the cost of giving Members notice of the Members Resolution or a copy of the Members Statement if the Company receives the notice in time to send it out to Members with a notice of General Meeting.

9.3.9.

The Members proposing the Members Resolution are jointly and individually liable for the expenses reasonably incurred by the Company in giving Members notice of the Members Resolution or a copy of the Members Statement if the Company does not receive the Members' notice in time to send it out with a notice of General Meeting. At a General Meeting, the Company may resolve to meet the expenses itself.

9.3.10.

The Company does not need to send the notice of proposed Members Resolution or a copy of the Members Statement to Members if:

- a) it is more than 1,000 words long
- b) the Board considers it may be defamatory
- c) clause 9.3.9 applies and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members Resolution or a copy of the Members Statement to Members, or
- d) in the case of a proposed Members Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

9.3.11.

The matters upon which Members can vote and properly consider at a General Meeting are limited to those matters expressly provided for in the Corporations Act, this Constitution and the general law which are usually matters outside the scope of the management and daily operations of the Company. Members may vote on certain decisions relating to the governance and Constitution of the Company, including:

- a) amendments to the Constitution;
- b) changes to the name and type of the Company;

- c) the removal of Directors pursuant to the Act;
- d) the appointment and removal of the Company's auditors;
- e) approval of Directors' remuneration; and
- f) the voluntary winding up or deregistration of the Company.

9.4. MEETING OF A CATEGORY OF MEMBERS

9.4.1.

All the provisions of this Constitution relating to a General Meeting apply so far as they are capable of application and with any necessary changes to a meeting of a category of Members required to be held pursuant to this Constitution or the Act except that:

- a) a quorum is 2 Attending Members who are (or whose Member that they represent are) members of that class of Members, or if only one person is a member of that class of Members, that person (or an Attending Member representing that person); and
- b) any Attending Member who is (or whose Member that they represent is) a member of that class of Members may demand a poll.

9.5. BUSINESS OF GENERAL MEETINGS

9.5.1.

Subject to section 9.5.2, no business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting.

9.5.2.

The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:

- a) the consideration of the annual financial report, the Board report and the auditor's report, if any,
- b) the announcement or election of Directors, and
- c) the appointment of the auditor, if any.

9.6. QUORUM

9.6.1.

No business may be transacted at a General Meeting unless a quorum for the meeting is present at the time when the meeting commences, with the exception of the election of the Chair of the meeting subject to section 9.7.

9.6.2.

A quorum for a General Meeting is five (5) Attending Members entitled to vote on a resolution at that meeting (or an Attending Member representing that person). Each individual represented may only be counted once towards a quorum. If a Member has appointed more than one proxy or attorney, only one of them may be counted towards a quorum.

9.6.3.

If a quorum is not present within 30 minutes after the time appointed for the commencement of a General Meeting, the meeting is dissolved, unless the Chair of the Board adjourn the meeting to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Chair or Board may determine.

9.6.4.

If at the adjourned meeting the quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

9.7. CHAIR OF MEETINGS OF MEMBERS

9.7.1.

Subject to sections 9.7.2 and 9.7.3 the Chair of the Board must chair each General Meeting.

9.7.2.

If at a General Meeting there is no Chair of the Board or the Chair of the Board is not present within fifteen (15) minutes of the time appointed for the commencement of the meeting or is not willing to chair all or part of the meeting, the Directors who are or shall be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one of their number to chair that meeting.

9.7.3.

The Chair of a General Meeting may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (Acting Chair). Where an instrument of proxy appoints the Chair as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

9.8. CONDUCT OF MEETINGS OF MEMBERS

9.8.1.

Subject to the Act, the Chair of a General Meeting is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

9.8.2.

The Chair of a General Meeting may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting.

9.8.3.

The Chair of a General Meeting may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting.

9.8.4.

The Chair of a General Meeting may determine any dispute concerning the admission, validity or rejection of a vote at the meeting.

9.8.5.

The Chair of a General Meeting may, subject to the Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote.

9.8.6.

The Chair of an AGM must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Association.

9.8.7.

The Chair of a General Meeting may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Act without being referred to in the notice of meeting.

9.8.8.

The Chair of a General Meeting may refuse any person admission to, or require a person to leave and remain out of the meeting if that person:

- a) in the opinion of the Chair, is not complying with the reasonable directions of the chairperson;
- b) has any audio or visual recording or broadcasting device which has not received prior approval for use;

- c) has an item or object the chairperson considers to be dangerous, offensive or liable to cause disruption;
- d) behaves or threatens to behave in a dangerous, offensive or disruptive manner;
- e) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or
- f) is not entitled pursuant to the Act or this Constitution to attend the meeting.

9.8.9.

If the Chair of a General Meeting considers that there are too many persons present at the meeting to fit into the venue where the meeting is to be held, the Chair may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.

9.8.10.

The Chair of a General Meeting may delegate any power conferred by this section 9.8 to any person.

9.8.11.

Nothing contained in this section 9.8 limits the powers conferred by law on the Chair of a General Meeting.

9.9. ATTENDANCE OF A GENERAL MEETING

9.9.1.

Subject to this Constitution and any rights and restrictions of a class of Members, a Member who is entitled to attend and cast a vote at a General Meeting may attend and vote in person or by proxy, or by attorney.

9.9.2.

The Chair of a General Meeting may require a person acting as a proxy or attorney at that meeting to establish to the Chair's satisfaction that the person is the person who is duly appointed to act. If the person fails to satisfy this requirement, the Chair may exclude the person from attending or voting at the meeting.

9.9.3.

Each member of the Board is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.

9.9.4.

A person requested by the Board to attend a General Meeting or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the Chair of the meeting, is entitled to speak at that meeting.

9.10. AUTHORITY OF ATTENDING MEMBERS

9.10.1.

Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Member, the person so appointed has the same rights to speak, demand a poll, join in demanding a poll or act generally at a General Meeting to which the appointment relates, as the appointing Member would have had if that Member was present at the meeting.

9.10.2.

Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Member, the appointment is taken to confer authority to:

- a) vote on any amendment moved to a proposed resolution and on any motion that a proposed resolution not be put or any similar motion; and

- b) vote on any procedural motion, including any motion to elect the chairperson of the meeting to which the appointment relates, to vacate the chair or to adjourn the meeting, even though the appointment may refer to specific resolutions and may direct the proxy or attorney how to vote on particular resolutions.

9.10.3.

Unless otherwise provided in the document or resolution appointing a person as proxy or attorney of a Member, the appointment is taken to confer authority to attend and vote at a meeting which is rescheduled, postponed or adjourned to another time or changed to another place, even though the appointment may refer to a specific meeting to be held at a specified time or place without negating the right of the proxy giver to revoke that authority and attend the adjourned meeting in person.

9.11. VOTING AT GENERAL MEETINGS

9.11.1.

All Members are entitled to attend and speak at General Meetings.

9.11.2.

The following Members, provided no outstanding fees are owing to the Association on the date of the relevant notice of meeting, are entitled to vote at a General Meeting:

- a) Practising Members;
- b) Non-practising Members
- c) Associate Members; and
- d) Retired Members

9.11.3.

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.

9.11.4.

Ordinary Resolutions proposed at a General Meeting shall be decided by a majority of votes cast by Members entitled to vote and present in person at the meeting and the decision is binding on the Association.

9.11.5.

A resolution put to the vote at a meeting must be decided on a show of hands, unless a poll is demanded.

9.11.6.

Before a vote is taken, the Chair of the General Meeting must inform the meeting whether any proxy votes have been received, and if so, how those proxy votes have been cast.

9.11.7.

On a show of hands, a declaration by the Chair of the General Meeting is conclusive evidence of the result, provided the declaration reflects the show of hands.

9.11.8.

In the case of an equality of votes on a resolution at a general meeting, the motion shall be lost as it has not achieved a majority vote.

9.11.9.

A poll may be demanded before a vote is taken, before or immediately after the declaration of the voting result.

9.11.10.

The demand for a poll shall be by either:

- a) the Chair of the meeting;
- b) at least five (5) Members eligible to vote and present in person; or
- c) Members with at least 5% of the votes that may be cast on the resolution on a poll.

9.11.11.

A demand for a poll may be withdrawn.

9.11.12.

If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair of the meeting directs and the result of the poll shall be the resolution of the meeting.

9.12. PROXIES

9.12.1.

An eligible voting Member is entitled to appoint a person as proxy to attend and vote for the Member at the meeting in accordance with this Constitution and the Act but not otherwise.

9.12.2.

A form of appointment of proxy is valid if it is in accordance with the Act or in any other form (including electronic) which the Board may determine or accept.

9.12.3.

The person acting as a proxy need not be a Member.

9.12.4.

Subject to the Act, a person acting as a proxy has the same rights as the Member:

- a) to attend the meeting;
- b) to speak at the meeting;
- c) to vote (but only to the extent allowed by the appointment); and
- d) join in a demand for a poll.

9.12.5.

A proxy form may only be used once at the applicable meeting.

9.12.6.

A proxy is valid if the instrument of proxy is correctly completed and received by the time specified in the notice convening the meeting, or if no time is specified, at least 48 hours prior to the meeting.

9.12.7.

A proxy is not transferable.

9.12.8.

Unless otherwise provided in the instrument, but subject to the Act, an instrument appointing a proxy shall be taken to appoint the Chair of a General Meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the General Meeting.

9.12.9.

Where a notice of meeting specifies an electronic address or other electronic means by which a Member may give the Association a proxy appointment, a proxy given at that electronic address or by that other electronic means is taken to have been given by the Member and received by the Association if the requirements set out in the notice of meeting are complied with.

9.13. ADJOURNMENTS

9.13.1.

The Chair of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the Chair.

9.13.2.

If the Chair of a General Meeting exercises the right to adjourn that meeting pursuant to section 9.13.1, the Chair may (but is not obliged to) obtain the approval of Attending Members to the adjournment.

9.13.3.

No person other than the Chair of a General Meeting may adjourn that meeting.

9.13.4.

The Association may give such notice of a meeting resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a General Meeting or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.

9.13.5.

Only business left unfinished is to be transacted at a General Meeting which is resumed after an adjournment.

9.14. CANCELLATIONS AND POSTPONEMENTS

9.14.1.

Subject to the Act, the Association may by resolution of the Board cancel or postpone a General Meeting or change the place for the meeting, prior to the date on which the meeting is to be held.

9.14.2.

Section 9.14.1 does not apply to a meeting called in accordance with the Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.

9.14.3.

The Association may give notice of a cancellation or postponement or change of place of a General Meeting as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.

9.14.4.

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice calling the meeting.

10. DIRECTORS

10.1. DIRECTORS AND OFFICE BEARERS

10.1.1.

The Board shall consist of five Elected Directors and up to two Appointed Directors.

10.1.2.

An Elected Director is a Practising Member who:

- a) has no fees owing to the Association;
- b) is elected by Members by the process set out in section 10.3; and

- c) is not an employee of the Association
- d) ordinarily resides in Australia.
- e) has not had their registration cancelled or suspended by CMBA at any time in the last 10 years; and
- f) satisfies any other requirements to be an Elected Director as prescribed by the Board.

10.1.3.

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

10.1.4.

An Elected Director must complete Board-approved governance training (at their own expense) within six months of their election unless they have previously completed equivalent training, as determined by the Board. An Elected Director who fails to meet this requirement will automatically vacate the position of Elected Director and a casual vacancy will be created which the Board may fill in accordance with Section 10.5.

10.2. APPOINTED DIRECTORS

10.2.1.

The Board may appoint up to two Appointed Directors for the benefit of attracting additional expertise to the Board.

10.2.2.

Appointment of any Appointed Director shall be at the Board's sole discretion by unanimous decision following consideration of the most suitable candidate as sourced by invitation and/or external recruitment processes.

10.2.3.

An Appointed Director is not required to be a Member of the Association.

10.2.4.

To be eligible for appointment as an Appointed Director, a person must not:

- a) have any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of his or her judgement in relation to the Association; or
- b) be an employee of the Association; or
- c) have been a removed Director under sub-section 10.4.7.

10.2.5.

An Appointed Director shall hold office for a term as decided by the Board from the date of appointment up to three years. An Appointed Director may be reappointed subject to a term limit of nine consecutive years. Such re-appointment to be announced with the announcement of new Directors at the AGM.

10.3. ELECTION OF ELECTED DIRECTORS

10.3.1.

The election of Elected Directors shall be by secret ballot, using the voting system identified as first past-the-post, as detailed in the By Laws.

10.3.2.

Members shall be notified of elections for new Elected Director positions at least sixty (60) calendar days prior to the AGM.

10.3.3.

The election for rotational vacant board positions shall occur in advance of the AGM each year to enable finalisation of the election process at least forty-eight (48) hours prior to the AGM.

10.3.4.

Any two Members (excluding Student Members, Honorary Members and Affiliate Members) who have no Fees owing to the Association shall be entitled to nominate any Practising Member of the Association to serve as an Elected Director. For clarity, a Member may not self-nominate.

10.3.5.

The nomination:

- a) must be in writing and signed by the nominated Member and his/her proposer and seconder, and
- b) must be lodged with the Secretary or the nominated Returning Officer at the National Office within the prescribed time

10.3.6.

By the close of nominations (10.3.5(b)), a candidate may submit to the Returning Officer a biography and/or a statement in support of their candidature only, for publication and distribution by the Returning Officer. The statement shall not exceed 200 words.

10.3.7.

The Returning Officer shall reject any statement:

- a) which, in the opinion of the Returning Officer, is false or misleading or may lead to an irregularity; or
- b) which does not strictly comply with the By Laws.

10.3.8.

The Returning Officer will notify Members of the names of candidates and their valid statements. If a ballot is required, it may be conducted by electronic means as determined by the Board. Voting will be open to Members at least thirty (30) days before the AGM and will close at the time as determined by the Board, subject to section 10.3.3.

10.3.9.

Subject to this Constitution, regulations for the administration and scrutiny of voting, counting and determination of validity of any vote shall be determined by the Board.

10.3.10.

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

10.3.11.

An Elected Director elected under this section 10.3 takes office at the end of the AGM at which their appointment is declared or announced and will hold office for a Term until the of the third following AGM.

10.3.12.

In the case that there are the same or fewer number of candidates nominated to the number of vacancies, then those candidates will be declared elected at the AGM without the need for a ballot.

In the case that there are not a sufficient number of candidates nominated, the Board may appoint eligible Practising Member(s) to fill the remaining vacancy or vacancies and each appointment shall be passed by a resolution of at least 75% of the existing Directors.

10.3.13.

The office of a Director shall become vacant if the Director:

- a) resigns his/her office by notice in writing to the Association;

- b) is an Elected Director who ceases to be a Practising Member of the Association;
- c) is removed from office by virtue of the Act;
- d) becomes bankrupt or makes an arrangement or composition with their creditors generally;
- e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- f) for more than three consecutive Board meetings is absent without prior permission of the Board;
- g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest in the manner required by the Act;
- h) becomes disqualified from being a Director under the Act or this Constitution;
- i) is a Registered Practitioner and has their registration cancelled or suspended by the CMBA for disciplinary reasons; or
- j) is removed by a resolution of Members in accordance with this Constitution or the Act.

10.4. ONGOING ROTATION, RETIREMENT AND REMOVAL OF DIRECTORS

10.4.1.

Subject to the Act, on adoption of this Constitution the election of Elected Directors and the requirement for Directors to retire by rotation will continue without any disruption to the existing terms of each Director.

10.4.2.

An Elected Director retiring at an AGM, and who is not disqualified by law or under this Constitution from being reappointed, is eligible for re-election.

10.4.3.

A retiring Elected Director holds office until the end of the General Meeting at which that Director retires.

10.4.4.

The maximum continuous period that a Director may serve as a Director (Maximum Continuous Period) is as follows:

- a) an Elected Director may serve up to three (3) consecutive Terms, and
- b) no Director may serve more than nine (9) consecutive years.

10.4.5.

A person who has held office as a Director for the Maximum Continuous Period is eligible for re-election or reappointment after one Term from the date that the person last held office as a Director. For clarity, the Maximum Continuous Period includes any period of a Director's appointment to fill a casual vacancy of an Elected Director under section 10.5.

10.4.6.

The Board may fill an Appointed Director position which it is entitled to fill under sections 10.2 and 10.5 at any time and for such term as the Board determines.

10.4.7.

At a General Meeting or AGM, the Members may by an ordinary resolution remove a Director and may by ordinary resolution appoint a new Director. The person so appointed will be subject to retirement at the same time as if he/she had become a Director on the day on which the Director in whose place he/she was appointed was last elected or became a Director.

10.4.8.

Members may re-elect a Director who has retired from office under section 10.6.1 or appoint another person to replace such Director.

10.5. FILLING CASUAL VACANCIES OF ELECTED DIRECTORS

10.5.1.

In a case of a casual vacancy created by the early retirement or removal of an Elected Director relating to sections 10.3.13 and 10.4.7:

- a) the Board shall notify the Members of the casual vacancy;
- b) at the recommendation of the Board, the position may be left vacant dependant on the time and cycle for elections, should it be deemed not necessary to replace a director for a short tenure; or
- c) alternatively, the Board shall seek nominations from the Association's financial Practicing Members to fill the casual vacancy; and
- d) the Board shall make a selection from persons nominated from the Association Members for appointment to the Board and shall be entitled to rely on written member nomination form including a proposer and seconder provided by the nominating Member; and
- e) the remaining Board Members shall make the appointment from the list of members who nominated, by a resolution of at least 75% of the Directors and the person so appointed will fill the vacancy until the end of the predecessor's term.

10.5.2.

The decision of the Board shall be final.

10.5.3.

Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than 3 Elected Directors, in which case the continuing Directors may act only:

- a) to appoint Directors for the purpose of increasing the number of Elected Directors to 3 or higher;
- b) to convene a General Meeting: or
- c) in an emergency

10.6. RETIREMENT OF DIRECTORS

10.6.1.

A Director may retire from office by giving notice in writing to the Secretary. A notice of resignation takes effect at the time of giving the notice to the Secretary or, if another time is specified in the notice, at that time.

10.7. LIMITATIONS ON PAST DIRECTORS

10.7.1.

A person, after serving on the Board for the Maximum Continuous Period under clause 10.4.4 is not eligible to be elected or appointed as a Director for at least one Term after the date their term as a Director ceases.

10.8. DIRECTOR REMUNERATION

10.8.1.

Directors shall be entitled, on an equitable basis, to be paid all travelling, accommodation and other expenses properly incurred by them in attending and returning from meetings of the Board or any of its committee meetings or General Meetings or otherwise in the execution of their duties as Directors provided that such expenses have first been approved by the Board.

10.8.2.

Any payment made to a Director by the Association under this section 10.8 must be made in good faith.

10.8.3.

Each Director is entitled to such remuneration out of the funds of the Company as the Board determines, subject to any aggregate limit on the amount of remuneration that has been fixed by the Company in general meeting by ordinary resolution.

10.9. INDEMNITY AND INSURANCE

10.9.1.

To the extent permitted by law, the Association shall indemnify each Director and Secretary appointed to the Association at any time against a Liability of that person and the Legal Costs of that person, in respect of any covenant contract or agreement entered into or act or thing done in the discharge of his/her duties or in and about carrying into effect any object or purpose of the Association and in respect of any action suit proceeding or other matter whatsoever connected with the Association or the affairs thereof and the Board shall make such payments as are necessary for the purpose of giving effect to such indemnity.

10.9.2.

No member of the Board or other officer of the Association shall be answerable or responsible for any act receipt omission neglect or default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by the Association unless the loss or damage shall happen through his/her own dishonesty.

10.9.3.

Nothing contained or implied in sub-sections 10.9.1 and 10.9.2 hereof shall operate to exempt any person from or to indemnify him/her against any liability which by virtue of any rule or law would otherwise attach to him/her in respect of any negligence default breach of duty or breach of trust of which he/she may be guilty in relation to the Association.

11. POWERS OF THE BOARD

11.1. GENERAL POWERS OF THE BOARD

11.1.1.

The Board has the power to manage the business of the Association and may exercise all powers of the Association which are not, by the law or this Constitution, required to be exercised by the Association in General Meeting.

11.1.2.

A power of the Board can only be exercised by a resolution passed at a meeting of the Board in accordance with section 12.2, a resolution passed by signing a document in accordance with section 12.1 or in accordance with a delegation of the power pursuant to sections 11.2 and 11.3. A reference in this Constitution to the Association exercising a power by a resolution of the Board includes an exercise of that power in accordance with a delegation of the power pursuant to sections 11.2 and 11.3.

11.2. EXECUTION OF DOCUMENTS

11.2.1.

The Association may execute a document without a common seal if;

- a) the document is signed by one Director and either another Director, a Secretary, or another person appointed with delegated authority by the Board for that purpose; or
- b) the document is executed in any other manner permitted by the Act.

11.2.2.

The Board may determine in what manner and by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable or transferable instruments in the name of or on behalf of the Association, and receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed.

11.3. COMMITTEES AND DELEGATES

11.3.1.

The Board may delegate any of its powers to a committee of the Board, a Director, an employee of the Association or any other person. A delegation of those powers may be made for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power so delegated.

11.3.2.

A committee or delegate must exercise the powers delegated in accordance with any directions of the Board.

11.3.3.

Subject to the terms of appointment or reference of a committee, section 13.2 applies with the necessary changes to meetings and resolutions of a committee of the Board.

11.4. ATTORNEY OR AGENT

11.4.1.

The Board may appoint any person to be attorney or agent of the Association for any purpose, for any period and on any terms (including as to remuneration) as the Board resolves. Subject to the terms of appointment of an attorney or agent of the Association, the Board may revoke or vary that appointment at any time, with or without cause.

11.4.2.

The Board may delegate any of their powers (including the power to delegate) to an attorney or agent. The Board may revoke or vary any power delegated to an attorney or agent.

11.5. ACCOUNTS AND AUDIT

11.5.1.

Within 65 days following the closing date of the financial year of the Association, Financial Statements of the Association and/or Consolidated Statements of the Association shall be prepared setting out the results for the financial year and the state of affairs as at the end of the financial year.

11.5.2.

A registered company auditor must be appointed.

11.5.3.

The remuneration rights and duties shall be regulated in accordance with the Act.

11.5.4.

The Auditors shall report to the Members of their findings at each AGM.

12. BOARD PROCEEDINGS

12.1. WRITTEN RESOLUTIONS OF BOARD MEMBERS

12.1.1.

The Board may pass a resolution in writing without holding a Board meeting being held (written resolution). The passing of such written resolutions:

- a) requires a majority of Directors assenting to the resolution within the time specified;
- b) may be through the use of technology; and

- c) must comply with any policies and procedures regarding the passing of written resolutions as determined by the Board.

The Board may not pass a written resolution if resolving to terminate membership of a Member under sections 7.16 or 7.17.

12.2. BOARD MEETINGS

12.2.1.

Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.

12.2.2.

A Director may call a Board meeting at any time. On request of any Director, the Secretary must call a meeting of the Directors.

12.2.3.

Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board) and any alternate Director.

12.2.4.

A Director may waive notice of a Board meeting by giving Notice to that effect to the Board.

12.2.5.

Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or the Association accidentally does not give notice of the meeting to a person.

A Board meeting can be held in one location face to face or in two (2) or more places using technology described in section 12.2.6.

12.2.6.

A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.

12.2.7.

A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.

12.2.8.

Until otherwise determined by the Board, a quorum for a Board meeting is three (3) Elected Directors entitled to vote on a resolution that may be proposed at that meeting. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum.

12.3. CHAIR OF THE BOARD

12.3.1.

The Board may elect an Elected Director as Chair of the Board for any period that it resolves or, if no period is specified, until that person ceases to be a Director. The Board may remove the Chair of the Board at any time.

12.3.2.

For public presentation and ceremonial purposes, the Chair shall be called "President". Otherwise, subject to this section 12.3, no additional powers or duties above those of Directors in general attaches to the position of Chair.

12.3.3.

If at a Board meeting a Chair has not been elected pursuant to section 12.3.1 or the Chair is not present within 15 minutes after the time appointed for the holding of a Board meeting or is not willing to chair all or part of that meeting, the Directors present must elect one of their number to chair that meeting or part of the meeting.

12.3.4.

A person ceases to be Chair if that person retires as a Director at a General Meeting regardless if that Director is re-elected at that same meeting (or any adjournment of that meeting).

12.4. BOARD RESOLUTIONS

12.4.1.

Subject to this Constitution, questions arising at any Board meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote. Directors are to have one vote on any question at a Board meeting.

12.4.2.

In case of an equality of votes on a resolution at a Board meeting, the motion shall be lost as it has not achieved a majority vote.

12.5. VALID PROCEEDINGS

12.5.1.

An act at any Board meeting or committee or an act of any person acting as a Director is not invalidated by:

- a) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
- b) a person so appointed being disqualified or not being entitled to vote, if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.

12.6. MINUTES

12.6.1.

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.

12.6.2.

The Board must cause all minutes, except resolutions in writing treated as determinations of the Board, to be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting.

12.6.3.

Unless proved incorrect, signed minutes are presumed to be an accurate record of the proceedings.

13. NOTICES

13.1. NOTICES TO MEMBERS

13.1.1.

The Association may give Notice to a Member by any of the following means at the Board's discretion:

- a) delivering it to that Member or person;
- b) delivering it or sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member for that purpose;

- c) sending it to the electronic address (if any) nominated by that Member or person for that purpose;
- d) if permitted by the Act, notifying that Member of the notice's availability by an electronic means nominated by the Member for that purpose; or
- e) any other means permitted by the Act.

13.2. NOTICES TO DIRECTORS

13.2.1.

The Association may give Notice to a Director by:

- a) delivering it to that person;
- b) sending it by post to the usual residential address of that person or the alternate address (if any) nominated by that person for that purpose;
- c) sending it to the electronic address (if any) nominated by that person for that purpose; or
- d) any other means agreed between the Association and that person.

13.3. NOTICES TO THE ASSOCIATION

13.3.1.

A person may give Notice to the Association by:

- a) delivering it or sending it by post to the registered office of the Association; or
- b) sending it to the electronic address nominated by the Association for that purpose.

13.4. TIME OF SERVICE

13.4.1.

A Notice sent by post or air-mail is taken to be given on the day after the date it is posted.

13.4.2.

A Notice sent by electronic transmission is taken to be given on the day it is sent.

13.4.3.

A Notice given in accordance with section 13.1.1 is taken to be given on the day after the date on which the Member is notified that the Notice is available.

13.5. NOTICE REQUIREMENTS

13.5.1.

The Board may specify, generally or in a particular case, requirements in relation to Notices given by any electronic means, including requirements as to:

- a) the classes of, and circumstances in which, Notices may be sent;
- b) verification (whether by encryption code or otherwise); and
- c) the circumstances in which, and the time when, the Notice is taken to be given.

14. COMPANY SECRETARY

14.1. COMPANY SECRETARY

14.1.1.

The Board must appoint at least one (1) Secretary.

14.1.2.

The Secretary holds office on the terms and conditions that the Board determine.

15. TRANSITIONAL ARRANGEMENTS

15.1. DEFINITION

15.1.1.

In this section 15,

- a) **AGM** means annual general meeting.

15.2. TRANSITIONAL ARRANGEMENTS FOR THE BOARD

15.2.1.

For Directors in office as at the 2023 AGM, for the purposes of section 10.4.4, the terms served prior to the 2023 AGM will count. For clarity, this means they may not serve more than three (3) consecutive terms even if the three (3) terms are a total of less than nine (9) consecutive years.

15.2.2.

Regarding the three Elected Directors elected at the 2022 AGM:

- a) One of them will retire at the 2024 AGM; and
- b) Two of them will have their term extended by one year and they will retire at the 2025 AGM.

15.2.3.

The Elected Directors elected at the 2023 AGM will have their terms extended by one (1) year and will serve a three (3) year term i.e they will retire at the 2026 AGM.

15.2.4.

At 2024 AGM:

- a) One of the three Elected Directors that were last elected at the 2022 AGM will retire. The Elected Directors in question will agree amongst themselves which of them is to retire at the 2024 AGM. If they cannot agree then the drawing of lots will determine which of them is to retire.
- b) Elections will be held to fill the one vacating position.

15.2.5.

At 2025 AGM:

- a) The two remaining Elected Directors of those last elected at the 2022 AGM will retire.
- b) Elections will be held to fill the two vacating positions.

15.2.6.

At 2026 AGM:

- a) The Elected Directors elected at the 2023 AGM will retire, but they may be nominated for re-election if otherwise eligible.
- b) Elections will be held to fill the two vacating positions.

16. BY-LAWS

16.1. ASSOCIATION BY-LAWS

16.1.1.

The Board may from time to time, at their sole discretion, make, amend, rescind or replace By-Laws concerning any aspect of the membership, governance, management, operation or activities of the Association including:

- a) any matter this Constitution envisages may be regulated by By-Laws; and
- b) any other matter relevant to the Association that the Board choose to regulate.

16.1.2.

To the extent of any conflict between this Constitution and any By-Law, this Constitution prevails.

16.1.3.

Any By-Law made, and any amendment, rescission or replacement:

- a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and

- b) must be promulgated to those affected, provided that failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.

16.1.4.

Any By-Law:

- a) is as valid and enforceable as if it was repeated in this Constitution; and
- b) can be enforced by legal action.

16.1.5.

A failure by a Director, other officer of the Association or Member to comply with a By-Law is deemed to be a failure by that Director, other officer of the Association or Member to comply with this Constitution.

16.1.6.

The prevailing conformed version of the By-Laws must be available from the secure member section of the Association's Web site.

17. WINDING UP

17.1. WINDING UP

17.1.1.

On a winding up of the Association, any surplus assets of the Association remaining after the payment of its debts must not be paid to or distributed among the Members, but must be given or transferred to one or more bodies corporate, associations or institutions, selected by the Members by resolution at or before the dissolution of the Association, and

- a) having objects similar to the objects of the Association; and
- b) whose constitution prohibits the distribution of its or their income or property to no lesser extent than that imposed on the Association pursuant to section 6.1.

17.1.2.

If the Members do not make a selection pursuant to section 17.1.1 for any reason, the Board at its discretion may select one or more bodies corporate, associations or institutions meeting the requirements of section 17.1.1, subject to the Board obtaining court approval pursuant to the Act to exercise this power.

18. ADOPTION DATE

This Constitution has been accepted by Extraordinary Resolution by the members of the Australian Acupuncture and Chinese Medicine Association Limited and is effective from 11th February 2018.

(Amendments accepted unanimously as a Special Resolution at the AGM held on 18th May 2019)

(Amendments accepted unanimously as a Special Resolution at the AGM held on 29th May 2022)

(Amendments accepted unanimously as a Special Resolution at the AGM held on 28th May 2023)

(Amendments accepted unanimously as a Special Resolution at the AGM held on 25th May 2025)