Notice of Annual General Meeting

Australian Acupuncture and Chinese Medicine Association Ltd (ACN 010 020 390)

Notice is hereby given that the 2025 Annual General Meeting of Australian Acupuncture and Chinese Medicine Association Ltd (ACN 010 020 390) (AACMA) is to be held online as listed below:

Online Location: Members who register will receive the required Teams link closer to the AGM date

Date and Time: Sunday, May 17th 2026 from 1pm (Qld Time)

Registration: Please register here

Business of the meeting

1. **Welcome**

2. **President's Report -** presented by Lily Feng.

3. **Annual Financial Report** - presented by Rodd Sanchez.
   To receive and consider the financial statements, the directors' report and the auditor's reports for AACMA for the year ended December 31st 2025.

4. **Chief Executive Officer's Report** - presented by Paul Stadhams.

5. **Announcement of Directors**
   Announcement of the Elected Directors 2026/2027

6. **Directors' Remuneration**
   To consider and if thought fit pass the following Ordinary Resolution:

   "That pursuant to section 10.8.3 of the AACMA constitution, the aggregate maximum annual remuneration that may be paid to directors from the 2026 AGM until the 2027 AGM is $80,000, to be divided between the directors as determined by the Board."

7. **Special Resolution: Amendments to Constitution**
   To consider and, if thought fit, pass the following as a Special Resolution:

   "That pursuant to section 136 of the Corporations Act (2001) (Cth), the AACMA Constitution be amended, with effect from the close of the meeting, as described in the explanatory notes for this resolution in this notice of meeting. The amendments are set out in the marked-up copy of the Constitution that was included as a link in the Notice of Meeting."
   A summary of the proposed amendments are set out in the Explanatory Statement.

8. **General Business**

By order of the Board

Paul Stadhams – Company Secretary
15th April 2026

Explanatory Statement

This Explanatory Statement forms part of the Notice of Annual General Meeting and provides information about the items of business to be considered at the Annual General Meeting.

Eligibility to attend and vote

All Members are eligible to attend the AGM.

The following Members, provided no outstanding fees are owing to AACMA on the date of this Notice of AGM, are entitled to vote at the AGM:

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

Questions from members

Members attending the AGM will have the opportunity to submit questions or comments relating to the formal items of business.

Members who are unable to attend the AGM may submit questions to AACMA in advance of the AGM by emailing the Company Secretary at ceo@acupuncture.org.au by 1pm Friday May 15th 2026. Questions should relate to the business of the AGM.

The chair of the AGM will endeavor to respond to questions during the AGM. It may not be possible to respond to all questions submitted.

Attending the AGM

Eligible members may attend the online meeting and vote in real time at the meeting.

Appointing a proxy

If you are unable to attend the AGM and would like to appoint a proxy, please complete this form and return to the AACMA office by *1pm (Qld) Friday, May 17th 2026*. Proxy votes are not for Director Positions, they only apply to business transacted at the AGM. The preferred method is via email to aacma@acupuncture.org.au.

Item 3 Annual financial report

The financial statements, directors' report and auditor's report for the year ended December 31st 2025, will be laid before the meeting in the form of the Annual Report 2025.

There is no requirement for members to approve these reports. However, the chair of the meeting will allow a reasonable opportunity for members to ask questions about, or make comments on, the operations and management of AACMA.

Item 5 Announcement of Directors

We received two valid nominations for the two Elected Director positions that were available. As per section 10.3.12 of the AACMA Constitution, the two nominees have been declared elected without the need for a ballot.

Item 6 Directors' Remuneration

Under Australian Law, fees paid to directors for service are considered wages and therefore include superannuation. In addition, it is a requirement of the Board that all Directors, at their own expense, must undertake approved governance training following their election or appointment to the Board.

Item 7 Special Resolution: Amendments to Constitution

The proposed changes have been compiled with assistance from the legal representatives at Governology and are part of the annual review that has been undertaken each year since 2018.

Members are asked to consider some amendments to the Constitution. These amendments ensure:

- greater clarity in some areas of the constitution,
- compliance with the law, and
- alignment with current AACMA practice.

The amendments are set out in this marked-up copy of the Constitution. It can also be found on our website.

A summary of the amendments is provided below.

Section and Subject	Proposed change	Rationale
10.1.3 Directors and Office Bearers	Section 10.1.3 amended with changes shown in red ~~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, normally within six weeks following the AGM.	These changes reflect recent board experience and allow time for all directors to make an informed choice and better align with current best practise standards.
10.3.5 Directors and Office Bearers	Section 10.3.5 amended with changes shown in red 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 The nomination: a) must be in writing in the form prescribed by the Board and signed by the nominated Member and their proposer and seconder, b) must be lodged with the Secretary or the nominated Returning Officer at the National Office within the prescribed time, and c) must be accompanied by any information or documents reasonably requested by the Board, the Secretary, or the Returning Officer to demonstrate the candidate's eligibility and suitability. A nomination that fails to comply with any of the requirements of this clause 10.3.5 will be invalid and the nominated candidate will not be eligible to stand for election. The Board may require each candidate to attend a meeting with the Secretary and/or a Board Representative for the purpose of	This change provides greater clarity around the nomination process

Section and Subject	Proposed change	Rationale
	ensuring the candidate is informed of the duties, responsibilities, obligations, and any restrictions applicable to Directors. Such a meeting must occur within the timeframe prescribed by the Board. Failure by a candidate to attend the meeting within the specified timeframe will result in the candidate being deemed ineligible to stand for election.	
10.4.7 & 10.9.3	Both these sections have had "he/she" or "him/her" references replaced with "they" or "them".	Change to ensure the use of more inclusive language in line with current best practise standards.
12.3.2 Chair of the Board	Current section deleted ~~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.~~	Removal of the term "President" to better align with current best practise standards
15 Transitional Arrangements	Provisions regarding Transitional Arrangements deleted.	These arrangements expired at the last AGM and are therefore no longer required

Note: This item is a special resolution. For a special resolution to be passed, at least 75% of the votes cast must be in favour of the resolution.