



'Health Professionals Who Naturally Care'



# CMA

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# CONSTITUTION

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CORPORATIONS LAW

OF

NEW SOUTH WALES

A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A CAPITAL DIVIDED INTO SHARES

CONSTITUTION

of

**COMPLEMENTARY MEDICINE ASSOCIATION LIMITED**



## 1 INTERPRETATION

1.1 The replaceable Rules shall not apply to this Company.

1.2 In this Constitution unless a contrary intention appears:

**"Article"** means an Article of this Constitution.

**"Association"** means COMPLEMENTARY MEDICINE ASSOCIATION LIMITED.

**"Chairperson"** means the person appointed to chair meetings of the Federal Executive and the meetings of Members pursuant to Article 18.5.

**"Federal Executive"** means the Directors of the Association when in meeting.

**"Director"** means a member of the Federal Executive.

**"Law"** means the Corporations Law.

**"Member"** means any person whose name is included in the Register of Members.

**"Month"** and **"Year"** means calendar month and calendar year respectively.

**"Naturopath & Nutritionist"** means a person registered as a full Member of this Association.

**"Naturopathy"** means the form of practice of a Naturopath.

**"Office"** means the registered office of the Association.

**"Office Bearers"** means the President, Vice president, Secretary and Treasurer.

**"Register"** means the Register of Members required to be kept under the Law.

**"Seal"** means the common seal of the Association.

**"Secretary"** means any person appointed to perform the duties of a secretary of the Association.

**"State Auxiliary"** means a committee of the Federal Executive appointed in a State or Territory under clause 18.7.

**"In writing"** and **"Written"** include printing typewriting, lithography, electronic, facsimile or hand written and other modes of registering or reproducing words in a visible form.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Law and in the event that a word or expression cannot be so interpreted then

the word or expression shall be interpreted by the Federal Executive whose decision shall be final.

## **2 OBJECTS**

2.1 The objects of the Association are:

- (a) To promote, encourage, providing internship and counsel in matters relating to complementary medicine and its associated therapies and modalities at the highest level of professional responsibility.
- (b) To establish and maintain relations with institutions, organisations, colleges and others throughout the world having the same or similar objects.
- (c) To promote and protect the mutual interest of its Members.
- (d) To formulate and promulgate a code of ethics applicable to Members.
- (e) To promote and facilitate the collection, analysis, understanding, circulation and discussion of any information relating to the purpose of the Association and for such purpose to promote, support and send any person or persons as delegates to any place, convention or similar assembly within Australia or overseas.
- (f) To arrange the exchange of information covering the activities and objects of the Association or any matters to which its objects relate with any other institutions, organisations, college or entity with which the Association is authorised to associate or co-operate.
- (g) The income and property of the Association, wheresoever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members. Nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of monies advanced by him/her to the Association, or otherwise owing by the Association to him/her or of remuneration to any officers or servants of the Association or to any Member or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall prevent the payment or repayments to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association, or reasonable and proper rent for premises demised or let to the Association.
- (h) No honorarium shall be granted to any person from the funds of the Association and no dividend shall be paid to, and no income or property of the Association shall be distributed amongst the Members with exception to awards as voted by the executive committee.

## **3 MEMBERS**

### **3.1 Admission**

The former members of the Complementary Medicine Association Incorporated who consent to become Members and who consent to this Constitution and such other persons as the Federal Executive shall admit to membership in accordance with this Constitution shall be

Members of the Association and their names shall be entered in the Register as Members accordingly.

#### **4 CLASSIFICATION AND CLASS RIGHTS**

- 4.1 The Members of the Association shall consist of Full Members, Student Members and Associates unless otherwise specified.
- 4.2 Each class of Members shall be treated as a separate class of Members for the purposes of the Law.
- 4.3 That the following sub-category of Full Members shall be established.

Hon. ACMA (Honorary Associate of the CMA)

This sub-category shall be offered at the discretion of the Federal Executive to people of eminence and value to the Association. This will entitle the recipient to place the above letters after their name. The sub-category of membership shall attract no registration or annual membership fee.

- 4.4 Fellowships shall be created and awarded to Full Members for outstanding contributions to the Association. These Fellowships would still attract an annual membership fee. Full Members awarded Fellowships entitle the Member to place the letters as FCMA after the member's name.
- 4.5 Life Membership shall be awarded to Fellows of the Association who in the opinion of the Federal Executive are meritorious of this membership class. An award of the Membership must be approved at an Annual General Meeting by a two-thirds majority of those Members present and entitled to vote.
- 4.6 Students wishing to practice will need to apply and be granted provisional status before doing so.

#### **5 LIABILITY**

- 5.1 The liability of the members is limited.
- 5.2 Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up during the time that they are a Member or within one year after they cease to be a Member for the payment of the debts and liabilities of the Association contracted before they cease to be a Member and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding dollars ten (\$10).

#### **6 APPOINTMENT OF MEMBERS**

##### **6.1 Application for Membership**

- (a) The former members of the Complementary Medicine Association Incorporated who consent to this Constitution shall be registered as Members of the Association on its incorporation.

- (b) An application for membership shall be made in writing, signed by the applicant and shall be in such form as the Federal Executive from time to time prescribes.
- (c) An application must be lodged with the Association at the Office.

## 6.2 Qualification for Membership

- (a) Full Members and Associates shall be 18 years of age or above and in case of Student Members, 16 years or above.
- (b) An applicant for Membership must be considered by the Federal Executive to be a fit and proper person to be a Member of the Association and have undertaken prescribed courses of training or their considered equivalent in:
  - (i) Health sciences: and
  - (ii) An approved modality; and
  - (iii) Approved Diagnostic techniques;

and have received a degree, diploma or a government accredited approved award confirming the successful completion of the said course; or

When deemed necessary by the Federal Executive - have passed an examination set by an academic authority appointed by the Federal Executive, and satisfied the Federal Executive that he or she is competent to practice as a Member;

or in the Federal Executives opinion have gained an equivalent level of qualifications or competency; or be a practicing health professional person, registered by a Statutory Board and considered by the Federal Executive to be within the appropriate field of practice and have successfully completed appropriate study in an ingestive modality of herbalism, homoeopathy or nutrition and have appropriate diagnostic ability; or

- (c) In the case of applications for student membership be undertaking a prescribed course of training, or a considered equivalent course of training in:
  - (i) Health sciences; or
  - (ii) An approved modality; or
  - (iii) Approved diagnostic technique.
- (d) Provisional membership may be granted by the Federal Executive on application from any practicing natural therapist who gives an undertaking to upgrade to the qualifications necessary for Full Membership. Time may be permitted (at the discretion of the Federal Executive) to complete the necessary criteria for Full Membership (providing the Federal Executive considers the applicant is competent to practice).

## 6.3 Right of Inspection

The Federal Executive reserves the right to inspect Therapy Centre's of Association Members before registering an applicant as a Member.

## 6.4 Consideration of Application

- (a) Subject to paragraph (b) below the Federal Executive shall consider each application for membership at the meeting of the Federal Executive held after the application is received PROVIDED THAT if the application is not received at least 7 days prior to that meeting the Federal Executive shall not be obliged to consider the application at that meeting. The Federal Executive shall notify applicants in writing of the outcome of their application within a reasonable period after the meeting at which their application is considered. The Federal Executive shall not be obliged to provide reasons why an application was rejected.
- (b) The Federal Executive may appoint a committee to deal with membership applications with such powers to approve membership applications as the Federal Executive sees fit.

#### **6.5 Membership Fee**

The Membership application fee shall be determined by the Federal Executive and be payable on application for membership.

#### **6.6 Annual Subscription**

- (a) Annual subscription shall be determined from time to time by the Federal Executive.
- (b) The annual subscription shall be payable in advance on the first day of April in every calendar year after which no resignation or termination of membership shall exempt a former member from payment of the current year's subscription. Fees for new Members are to be calculated as a quarterly, pro-rata of the total membership fee, which is renewed on April 1st. Only those who are financial Members at the time shall be entitled to attend any Annual, General or Special Meeting of the Association and be permitted to vote or take part in Association matters.

Financial Students, Honorary Members and Associate Members may attend any Annual, General or Special Meeting of the Association but are not permitted to vote or take active part in Association matters.

- (c) Only those members who are not indebted to the Association in respect of annual subscriptions, levies or any other payments whatsoever shall be deemed to be financial.
- (d) A Member who is in arrears with his or her annual subscription for 21 days or more shall be deemed to have forfeited his/her membership, but the Federal Executive may reinstate him/her on payment of the amount due.

### **7 TERMINATION OF MEMBERSHIP**

- 7.1 A Member may at any time, by giving notice in writing to the Federal Executive, resign his membership of the Association.
- 7.2 The resignation of a Member shall be effective upon receipt of a written resignation or at such later time specified in the resignation.
- 7.3 Membership may also be terminated if the Member:
  - (a) is convicted in a Court of Law of a criminal offence;

- (b) Fails to comply with any of the provisions of this Constitution and/or any By Laws or Code of Ethics; or
- (c) Conducts himself or herself in an unprofessional manner, or a manner considered to be injurious to the character or interests of the Association.

The member concerned shall be given opportunity to show cause to the Executive why his or her membership shall not be terminated: or

- (d) In the event of his or her death.

7.4 The Member resigning or whose membership is otherwise terminated shall continue liable for any sum not exceeding ten dollars (\$10) for which he is liable as a Member of the Association under Article 5.2, for such period as determined by the Law.

## **8 CERTIFICATE OF MEMBERSHIP**

8.1 Every Member on admission shall be given a certificate of membership as a Member stating the category of membership of that Member under the seal of the Association. Such certificate shall be retained by the Member as long as he/she continues to be a Member but shall be delivered up to the Office when for any reason or cause they shall either cease to be a Member or cease to be a Member classified as stated in the certificate.

## **9 REGISTER OF MEMBERS**

9.1 There shall be kept at the Office of the Association under the control of the Federal Executive a Register of Members wherein shall be entered the name of each Member, his/her category of membership as determined pursuant to Article 4 and his/her address so far as written notification thereof shall have been received by the Association, and such other particulars as the Federal Executive may from time to time decide.

## **10 ADDRESS FOR SERVICE**

10.1 Each Member shall from time to time, deliver to the Office a notice setting out an address to which notices may be sent and valid email/contact details.

10.2 Members must notify the Association in writing of a change of their address within 21 days.

## **11 COPY OF CONSTITUTION**

11.1 All Members shall be entitled to obtain a copy of the Constitution of the Association.

## **FEDERAL EXECUTIVE**

## **12 DIRECTORS**

(a) Subject to paragraph (b) the management and administration of the Association shall be by the Federal Executive consisting of a President, Vice President, Secretary, Treasurer and such number of other Directors, being not less than two and no more than six.

- (b) If the Association by resolution so determines the Federal Executive shall consist of the President, Vice-President, a Secretary/Treasurer and such number of other Directors so as to maintain a minimum of six and a maximum of ten Directors. No one Director may hold more than two office bearing positions at any one time.
- (c) The Federal Executive shall consist of not more than three representatives from each Australian state or territory
- (d) Student Members and Associates shall not be eligible for election to the Federal Executive.
- (e) The Federal Executive may only include one Director from each state or territory, with an interest in a registered profession other than natural therapy, and at no time will the Federal Executive have more than 40% of the Executive being in a registered profession other than natural therapy.
- (f) A quorum of the Federal Executive shall consist always of at least 50% of the Directors, including a minimum of 50% of the Office Bearers provided not more than one Director has registered an interest in a profession other than natural therapy.

## **13 APPOINTMENT AND REMOVAL OF THE FEDERAL EXECUTIVE BY THE ASSOCIATION**

### **13.1 The Association may by resolution:**

- (a) Appoint new Directors;
- (b) Increase or reduce the maximum number of Directors;
- (c) Remove any Director before the end of the Director's term of office; and
- (d) Appoint another person in place of a Director who has been removed from office and the replacement Director shall hold office for the term for which the Director who has been replaced would have held office if that Director had not been replaced.

### **13.2 Rotation**

- (a) At the Annual General Meeting of the Association, half of the Federal Executive being one Director from each state or territory shall retire from office. Each executive member shall therefore be elected for a maximum of two years but shall be eligible for re-election.
- (b) Election to the Federal Executive will require:
  - (i) Each State to elect one representative each year
  - (ii) That the State's representation has at least 12 months experience as a full member
  - (iii) That they be elected by the Members entitled to vote within their own State or Territory. This election must be held, and the results given to the Secretary no later than 4 weeks prior to the Annual General Meeting. (Should the Secretary not receive a State's elected representative name by this dead line, his or her name may not be circulated in time to the general membership for possible nomination to an office bearing position and therefore be deprived mail and proxy votes accordingly.)



- (iv) Should there be no election of a Member of the Federal Executive from a State Auxiliary under (iii) above then any Member from the relevant State or Territory may be nominated for election to the Federal Executive in writing at least 4 weeks prior to the Annual General Meeting. Such nomination being supported in writing by at least 1 Member from the State or territory or the relevant State Auxiliary.
- (c) In the event of no nominations being put forward by the State Auxiliary under section 13.2 subsection (b)(iii) or any other member under subsection 13.2 subsection (b)(iv) the Directors due to retire at that AGM shall, if they consent, be automatically reappointed to a further two years of office.

### **13.3 Casual vacancies**

Subject to Article 13.1, the Federal Executive shall have power to appoint any voting Member as a Director, either to fill a casual vacancy or as an addition to their number.

### **13.4 Vacation of Office**

The office of a Director shall immediately be vacated if the Director:

- (a) Ceases to be or is removed as a Director pursuant to the provisions of the Law;
- (b) Becomes an insolvent under administration or makes any composition or arrangement with his or her creditors or any class of them;
- (c) Becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (d) Resigns his or her office by notice in writing to the Association;
- (e) The period for which the Director is appointed expires; or
- (f) Without the permission of the Federal Executive absents himself or herself from the meetings of the Federal Executive for a continuous period of 6 months.

### **13.5 Less than minimum number**

Where the number of the Directors falls below the minimum number of the Federal Executive referred to in Article 12 then the remaining Directors may only act for the purpose of:

- (a) Increasing the number of the Federal Executive to the minimum number of Directors referred to in Article 12;
- (b) Summoning a general meeting of the Association; or
- (c) Dealing with an emergency.

## **13.6 Consent**

A person shall not be appointed as a Director, including as an Alternate Director or Associate Director of the Association, unless the Association has received from the person a written consent to their appointment.

## **13.7 Conflict**

Where Director's interests, loyalties and commitments in or to a profession other than natural therapy are found to be in conflict with the aims, constitution and spirit of the Association in promoting and supporting natural therapies then, on that occasion, the Director will be required to refrain from taking part in resolutions which may be affected by that conflict.

# **14 REMUNERATION OF DIRECTORS**

## **14.1 Remuneration of the Federal Executive**

The Federal Executive shall not be paid as remuneration for their services as the Federal Executive.

## **14.2 Additional services**

If a Director is required to perform services for the Association which in the opinion of the Federal Executive are outside the scope of the ordinary duties of a Director, then the Association may pay the Director a fixed sum determined by the remaining Federal Executive provided such determination is made by at least two-thirds of the remaining members of the Federal Executive.

## **14.3 Reimbursement of expenses**

The Federal Executive may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Federal Executive or any committee of the Federal Executive or general meetings of the Association or otherwise in connection with the Association's business.

# **15 POWERS AND DUTIES OF DIRECTORS**

## **15.1 The Federal Executive power of management**

Subject to the Law and this Constitution, the management of the business and affairs of the Association shall be vested in the Federal Executive who may exercise all powers of the Association that this Constitution and the Law do not require to be exercised by the Association in general meeting.

## **15.2 Attorneys**

The Federal Executive may by resolution, power of attorney or writing under seal appoint any firm, company, corporation or person or body of persons to be the attorney or agent of the Association:

- (a) For the purposes;

- (b) With the powers, authorities and discretions (not exceeding those vested in or exercisable by the Federal Executive under this Constitution);
- (c) For the period; and
- (d) Subject to such conditions as the Federal Executive may from time to time think fit.

### **15.3 Protection of third parties**

Any resolution, power of attorney or written instrument under Article 15.2 may contain provisions for the protection and convenience of persons dealing with the attorney or agent as determined by the Federal Executive and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions for the time being vested in the attorney or agent.

### **15.4 Execution of cheques**

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by the persons and in the manner determined by the Federal Executive.

## **16 INTERESTED DIRECTORS**

### **16.1 Restriction on Director**

A Director (including any alternate Director) who has, directly or indirectly, a material personal interest in any matter that is being considered at a meeting of the Federal Executive will only be prohibited or excluded from:

- (a) Voting on the matter; or
- (b) Being counted in a quorum for the purposes of the meeting; or
- (c) Being present while the matter is being considered,
- (d) If the Director is so prohibited or excluded by the Law.

### **16.2 Director not disqualified**

Subject to Article 16.1 and the Law, but despite any rule of law or equity to the contrary, if a Director has disclosed the nature of his or her interest in any contract with the Association in accordance with section 231 of the Law:

- (a) The Director shall not be disqualified by his or her office from contracting with the Association and any firm, body or entity in which the Director has a direct or indirect interest may contract with the Association; and
- (b) The contract may not be avoided by the Association by reason of the Director's position or interest; and

- (c) The Director shall not be liable to account to the Association for any profit made as a result of the contract.

### **16.3 Director may hold any other office**

A Director may hold any other office or place of profit under the Association (except the office of Auditor) in conjunction with the office of Director for such period and on such terms as the Federal Executive may determine.

### **16.4 The Declaration of Interest**

A Director of the Association who holds any office or possesses any property where, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director shall at the first meeting of the Federal Executive held after the relevant facts come to the Director's knowledge declare the fact, nature, character and extent of the conflict.

## **17 FEDERAL EXECUTIVE**

Except as otherwise provided by this constitution and subject to resolution of the Members of the Association carried at any annual, general or special Meeting, the Federal Executive:

- (a) Shall have the general control and management of the administration of the affairs, property and funds of the Association.
- (b) May appoint State Auxiliaries from amongst the Members of the Association. Each State Auxiliary shall consist of a Director from the relevant State or Territory and not less than five Members. The State Auxiliary shall under the Chairmanship of the Director exercise in the particular State or Territory such of the powers and functions of the Federal Executive that it may delegate to it from time to time. The Federal Executive may disband any such State Auxiliary and may remove any one or more members of any such State Auxiliary.

## **18 FEDERAL EXECUTIVE MEETINGS**

### **18.1 Meetings**

The Federal Executive shall meet or communicate at least three times a year, provided the meetings are not more than 6 months apart, to exercise its functions at such places and times as authorised by members of the Federal Executive.

### **18.2 Convening special meetings**

A Director may at any time, and the Secretary shall, upon the request of a Director, convene a meeting of the Federal Executive

### **18.3 Notice**

Not less than fourteen (14) days' notice shall be given to members of the Federal Executive of any meeting of the Federal Executive except in circumstances of a genuine emergency declared

at the sole discretion of the President or in the President's absence or incapacity the Vice President. All notices of meeting shall be signed by a Director (electronic signature is accepted).

#### **18.4 Conference meetings**

- (a) Without limiting the discretion of the Federal Executive to regulate their meetings under Article 18.1, a meeting of the Federal Executive may consist of a conference between Federal Executive some or all of whom are in different places provided that each Director who participates is able:
- (i) To hear each of the other participating Directors addressing the meeting; and
  - (ii) If he or she wishes, to address each of the other participating Directors simultaneously;

whether directly, by conference telephone or by any other form of communications equipment (whether in use when this Article 18 is adopted or developed subsequently) or by a combination of those methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number of the Federal Executive required to form a quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates. Any Director may, by prior notice to the Secretary, indicate that he or she wishes to participate in the meeting in this manner, in which event, the Directors shall procure that an appropriate conference facility is arranged at the expense of the Association.

- (b) No Director may leave the conference by disconnecting his or her means of communication unless he or she has previously obtained the express consent of the chairman of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless the Director has previously obtained the express consent of the chairman to leave the conference.

#### **18.5 Chairperson**

The President and in his absence the Vice President shall chair all meetings of the Federal Executive and all meetings of the Members. Should the President and the Vice President both be absent or unwilling to act. The relevant Directors present shall elect one of their number to be chairman of the meeting.

#### **18.6 Majority decision**

Questions arising at any meeting of the Federal Executive shall be decided by a majority of votes. Each Director shall have one vote (except as provided in this Constitution or the By-Laws) and a determination by a majority of the Federal Executive shall for all purposes be deemed a determination of the Federal Executive. The chairman shall have a second or casting vote on a resolution where there is an equality of votes.

#### **18.7 Committees**

The Federal Executive may in addition to its powers in relation to State Auxiliaries delegate any of their powers to committees consisting of any Directors or other persons as they think fit. Any

Committee of the Federal Executive must conform to any regulations that may be imposed on it by the Federal Executive.

#### **18.8 Proceedings of Committees**

The meetings and proceedings of any Committee of the Federal Executive consisting of more than one person shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Federal Executive so far as they are applicable and are not superseded by any regulations made by the Federal Executive under Article 18.1.

#### **18.9 Not invalid**

If it is discovered that:

- (a) There was a defect in the appointment of any Director, alternate Director or member of a Committee of the Federal Executive; or
- (b) A person appointed to one of those positions was disqualified or had vacated office or was otherwise not entitled to vote on a matter;

all acts of the Federal Executive or Committee of the Federal Executive (as the case may be) before the discovery was made are as valid as if the person had been duly appointed, was not disqualified, had not vacated office and was entitled to vote (as the case may be).

#### **18.10 Written resolutions**

A resolution or declaration in writing shall be as valid and effectual as if it had been passed at a meeting of the Federal Executive duly called and constituted if it is signed by a majority of the Federal Executive (not including any alternate Director unless the Director who appointed an alternate Director is not in Australia) for the time being in Australia (not being less than a quorum).

Any such resolution or declaration may consist of several documents in the same form each signed by one or more Directors.

#### **18.11 Authorisation to vote**

A Director who is unable to attend any meeting of the Federal Executive may authorise any other Director to vote for him or her at that meeting and the Director so authorised shall have a vote for each Director by whom he or she is so authorised in addition to his or her own vote. Any such authority must be in writing or by facsimile transmission, email, scan or electronic transmission which must be produced at the meeting at which it is to be used and be left with the Secretary for retention with the Associations records.

### **19 BORROWING POWERS**

The Federal Executive may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking, assets and to issue debentures, debenture stock and other securities whether outright or as security for any debt, contract, guarantee, engagement, obligation or liability of the Association or of any third party and on such terms and conditions as the Federal Executive think fit.

## **20 ALTERNATE DIRECTORS**

### **20.1 Appointment**

A Director may, with the approval of the Federal Executive, appoint any person who consents as his or her alternate for a period determined by that Director.

### **20.2 Rights of Alternate Director**

An alternate director is:

- (a) Entitled to receive notices of Federal Executive meetings if notice has not been given to his or her appointor;
- (b) Entitled to be present at a Federal Executive meeting if his or her appointor is not present but would have been entitled to be present;
- (c) Entitled to be counted in a quorum of a Federal Executive meeting if his or her appointor is not present but would have been entitled to be counted in a quorum for the particular meeting; and
- (d) Entitled to vote on any resolution at a Federal Executive meeting if his or her appointor is not present but would have been entitled to vote on the particular resolution.

### **20.3 Officer of the Association**

An alternate Director is an officer of the Association and is not an agent of the appointor.

### **20.4 Provisions to apply**

Subject to the Article 20.2, the provisions of this Constitution which apply to Directors also apply to alternate Directors, except that alternate Directors are not entitled to any remuneration from the Association.

### **20.5 Revocation of appointment**

The appointment of an alternate Director may be revoked at any time by the appointor or by the other members of the Federal Executive. An alternate Director's appointment ends automatically when his or her appointor ceases to be a Director.

### **20.6 Notice of revocation**

Any appointment or revocation under this Article must be affected by written notice delivered to the Secretary.

## **21 ASSOCIATE DIRECTORS**

### **21.1 Appointment**

The Federal Executive may appoint a person to be an Associate Director and may remove a person so appointed.

## **21.2 Duties and powers**

The Federal Executive may define and limit the duties and powers of Associate Directors and their remuneration for their services as Associate Directors.

## **21.3 Associate Director not a Director**

A person appointed as an Associate Director is not a Director for any of the purposes of this Constitution and accordingly:

- (a) Is not a member of the Federal Executive or of any Committee of the Federal Executive;
- (b) Is not entitled to be present at any meeting of the Federal Executive or of any Committee of the Federal Executive except at the request of the Federal Executive or particular Committee of the Federal Executive; and
- (c) If present at any meeting of the Federal Executive or Committee of the Federal Executive may not vote or form part of a quorum.

## **22 MINUTES**

### **22.1 Keeping the Minutes**

The Federal Executive shall cause to be kept in accordance with the Law:

- (a) Minutes stating:
  - (i) The names of the Federal Executive present at each meeting of the Federal Executive and of any Committee of the Federal Executive; and
  - (ii) All resolutions and proceedings of general meetings and of meetings of the Federal Executive and of Committees of the Federal Executive; and
- (b) Resolutions in writing of the Members or the Federal Executive and declarations by the Federal Executive.

### **22.2 Signed by Chairman**

Minutes shall be signed on each page by the Chairman or Secretary, of the meeting at which the proceedings were held or by the Chairman or Secretary of the next succeeding meeting.

## **23 LOCAL MANAGEMENT**

### **23.1 Power to provide for local management**

The Federal Executive may from time to time provide for the management of the affairs of the Association in any part of Australia or elsewhere in any manner they think fit and the provisions contained in the following Articles shall be without prejudice to the general powers conferred by this Article.



## **23.2 Branch offices**

The Federal Executive may establish agencies, branch offices and local boards as they think fit and may do all acts, matters and things as may be necessary for that purpose. The Federal Executive may make regulations for the management of any agency, branch office or local board so established as they may from time to time think proper. The Federal Executive may authorise payment of remuneration to members of any agency, branch office or local board and may authorise payment of any expenses incurred in the establishment, maintenance or operation of any agency, branch office or local board. The Federal Executive may from time to time discontinue any agency, branch office or local board or the appointment of any person holding office in it.

## **24 ADMINISTRATION**

### **24.1 Appointment by the Federal Executive**

One or more shall in accordance with the Law, be appointed by the Federal Executive for the terms, at the remuneration and upon the conditions as the Federal Executive may think fit and any Secretary so appointed may be removed by them in their absolute discretion.

### **24.2 Consent**

A person shall not be appointed as an Administrator of the Association unless the Association has received from the person a written consent to their appointment.

## **25 SEAL**

### **25.1 Seal**

The Federal Executive shall provide for the safe custody of the Seal which shall only be used by the authority of the Federal Executive or of a Committee of the Federal Executive authorised by the Federal Executive. Every instrument to which the Seal is affixed must be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Federal Executive for that purpose.

### **25.2 Official Seal**

The Association may have for use in any place outside the State an official seal which must be a facsimile of the Seal with the addition on its face of the name of every place where it is to be used.

### **25.3 Use of Official Seal**

The Federal Executive may exercise all the powers of the Association in relation to any official seal for use outside the State and in relation to branch registers.

## **26 EXECUTION OF DOCUMENTS BY HAND**

The Association may execute documents without using the Seal. Where a deed is executed by the Association without using the Seal it must be signed by a Director and shall be counter signed by the Secretary or a second Director.

## **GENERAL MEETINGS**

### **27 ANNUAL GENERAL MEETINGS**

The annual general meeting of the Association shall subject to the Law be held in the October of each year unless determined otherwise by the Federal Executive. The ordinary business of the annual general meeting shall be the consideration of the accounts of the Association and the consideration of a report of the Federal Executive, and the election of the Federal Executive. Any other business shall be deemed to be special business.

### **28 CONVENING GENERAL MEETINGS**

28.1 The Federal Executive or any Director may at any time call a general meeting of the Association or a meeting of a particular class of Members to be held at such place as the Federal Executive shall direct. Subject to the provisions of the Law regarding short notice at least 21 days notice shall be given to the members of any general meeting PROVIDED THAT in the event of circumstances arising which prevent the holding of such meeting on the date fixed for the same the Board of the Federal Executive shall have power to postpone the same until some later date.

28.2 Meetings of a class of Members shall be held in the same manner as a general meeting of the Association.

### **29 BUSINESS**

No business other than that of which notice has been given shall be dealt with at a general meeting.

### **30 NOTICE**

A general meeting shall be called by letter, circular posted or electronic notification to the registered address and valid email address of each Member of the Association at least 21 days (or such other period as required by the Law) prior to the meeting. Such notice shall state the time and place of meeting and the business to be brought before the meeting.

### **31 QUORUMS**

31.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 20 voting financial Members present in person or by proxy or Representative and entitled to vote shall be a quorum. For the purpose of this Article "Member" includes a person attending as a proxy, or as representing a corporation which is a Member. If a quorum is present when a duly called meeting is convened, the Members present and entitled to vote, may continue to transact business until the meeting is adjourned and closed even though Members originally present may leave the meeting and thereby reduce the number of Members present below a quorum.

31.2 All Members may attend a General Meeting of the Association even if those Members are not counted for the purposes of establishing a quorum.

### **32 DISSOLUTION**

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned 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 Federal Executive may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than three) shall be a quorum.

### **33 SHOW OF HANDS**

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) required by a member of the Federal Executive. Unless a poll is so demanded by the Chairman an entry to that effect in the minute books of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

### **34 CHAIRMAN**

The Chairman of a general meeting shall be the President of the Association and in his absence the Vice President and in their absence the Secretary and in their absence the Treasurer and in the absence of all of them one of the Federal Executive elected by the Members present in person or by proxy or representative and entitled to vote at the meeting and if there is no Director present at the Meeting, then a Member elected for that purpose by the Members attending the Meeting in person or by proxy or representative and entitled to vote.

### **35 ADJOURNMENT**

The Chairman of a General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

### **36 POLLS**

If a poll is duly demanded it shall be taken in such manner as the Chairman of the General Meeting directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of the adjournment shall be taken forthwith. The inadmissibility of any vote is to be determined by the Chairman.

### **37 CASTING VOTES**

In the event of an equality of votes whether on a show of hands or otherwise, the Chairman of the meeting shall be entitled to a second or casting vote.

### **38 VOTES OF MEMBERS**

38.1 Every financial Member present shall be entitled to one (1) vote. Student Members, Honorary Members and Associates are not entitled to vote.

38.2 Each attending voting financial Member may only have a maximum of three (3) proxy votes.

### **39 VOTES IN PERSON OR BY PROXY**

Votes may be given either personally or by proxy. A proxy shall be appointed in writing by the Member appointing the proxy.(Facsimile, hand written or electronic).

### **40 UNSOUND MIND**

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by his trustee or by such other person as properly has the management of his estate, and any such committee, trustee or other person may vote by proxy or attorney.

### **41 PROXIES**

41.1 The instrument appointing a proxy to be valid must be one which is:

- (a) In writing (electronic or otherwise) under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or the hand of an officer or attorney duly authorised;
- (b) Received by the Association together with a power of attorney or other authority if any under which it is signed or a notarial certified copy of that power or authority at its registered office or such other place as nominated by the Federal Executive and advised to Members in the notice convening the meeting at least two hours prior to the time of holding the meeting at which the person named in such instrument proposes to vote.

41.2 No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from its date of issue unless it is expressly stated therein that it is to be extended for a longer period. The instrument appointing the proxy shall be deemed to confer authority to demand or join in demanding a poll.

41.3 A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

### **42 FORM OF PROXY**

Any instrument appointing a proxy shall as nearly as circumstances will permit be in the following form and may direct the proxy to vote for or against any resolution:

*I, XXXXXX of XXXXXX,*

*being a member of COMPLEMENTARY MEDICINE ASSOCIATION LIMITED hereby appoint XXXXXX of XXXXXX as my proxy to vote for me and on my behalf at the (annual or other general meeting as the case may be) meeting of the Association to be held on the*

*XXXXXX day of XXXXXX and at any adjournment thereof (or at any meeting of the Association that may be held in the year 20XX).*

*My proxy is hereby authorised to vote \*in favour of/\*against the following resolutions:*

*Dated this XXXXXX day of XXXXXX*

*\*Strike out whichever is not desired.*

#### **43 POSTAL VOTES**

Postal votes will be accepted from financial voting Members whose names shall be read out prior to a vote being taken on agenda items only, provided they are received by the secretary within three (3) clear business days before the scheduled meeting.

### **FINANCIAL REPORTING**

#### **44 ACCOUNTS**

The Federal Executive shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Law, provided, however, that the Board of the Federal Executive shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.

#### **45 BOOKS OF ACCOUNT**

The books of account shall be kept at the office or at such place or places as the Federal Executive think fit.

#### **46 ACCOUNTS CLOSING**

The accounts shall be closed annually on such date as may be prescribed by the Federal Executive and if no other time be fixed on the 30th day of June in each year and a balance sheet containing a summary of the assets and liabilities of the Association on that day shall be made up and submitted to the next Annual Meeting.

#### **47 NO DISTRIBUTIONS**

The distribution of assets of the Association to the Members by way of dividend or by any other means is prohibited. This Article may only be amended by a unanimous resolution of the Members.

### **GENERAL**

#### **48 SERVICE**

48.1 A notice may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid letter envelope or wrapper addressed to such member at his registered place of address or by any of such methods.

48.2 Any notice sent by post shall be deemed to have been served on the day following that on which the letter envelope or wrapper containing the same is posted and in providing such service it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing by the Secretary or other Director that the letter envelope or wrapper containing the notice as so addressed and posted shall be sufficient evidence thereof.

#### **49 PERSONS TO RECEIVE NOTICE**

49.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) Every member except those members for whom the Association has no registered address or other address or an address or the giving of notices to them; and
- (b) The Auditor or Auditors for the time being of the Association.

49.2 No other person shall be entitled to receive notices of general meetings.

### **WINDING UP**

#### **50 50.1 Distribution**

On the winding up of the Association, any assets of the Association are to be distributed to any other organisations which in the sole opinion of the liquidator have similar objects to those of the Association and which also prohibit the distribution of profits and assets to their members. The liquidator shall also determine the amount of the assets to be distributed to such organisations. In the event no similar organisations exist the assets of the Association are to be distributed to the Red Cross or other similar charity. This Article may only be amended by unanimous resolution of the Members.

#### **50.2 Payment to Liquidator**

On a voluntary winding up of the Association no commission or fee shall be paid to the liquidator unless the proposed payment of the commission or fee has been approved by a resolution of the Association in general meeting and the amount of the proposed payment is specified in the notice calling the meeting.

#### **51 INDEMNITY**

##### **51.1 Indemnity of the Federal Executive Against Third Party Liability**

Every Director shall be indemnified by the Association against a liability to another person (other than the Association or a related body corporate) arising out of any contract entered into or act or thing done by that first person as Director or in any way in discharge of his or her duty unless the liability arises out of conduct involving a lack of good faith.

##### **51.2 Indemnity of Officers Against Third Party Liability**

Every Auditor and other officer or employee of the Association may by resolution of the Federal Executive be indemnified by the Association against a liability to another person (other than the Association or a related body corporate) arising out of any contract entered into or act or thing done by that first person as Auditor or other officer (other than as a Director) or employee (as

the case may be) or in any way in discharge of his or her duty unless the liability arises out of conduct involving a lack of good faith.

### **51.3 Indemnity for court proceedings**

Every Director, Auditor and other officer or employee of the Association may by resolution of the Federal Executive be indemnified out of the assets of the Association against a liability for costs and expenses incurred by that person:

- (a) In defending any proceedings (whether civil or criminal) in which judgment is given in favour of that person or in which the person is acquitted; or
- (b) In connection with an application, in relation to such proceedings, in which the Court grants relief to that person under the Law.

### **51.4 Payment for Insurance Premiums**

The Association or a related body corporate may by resolution of the Federal Executive pay, or agree to pay, either directly or indirectly through one or more interposed entities, a premium in respect of a contract insuring a person who is or has been a Director, Auditor or other officer or employee of the Association against:

- (a) Any liability other than a liability incurred by the person as such a Director, Auditor or other officer or employee and arising out of conduct involving:
  - (i) A willful breach of duty in relation to the Association; or
  - (ii) Without limiting sub-paragraph (i), a contravention of sub-section 232(5) or (6) of the Law; or
- (b) A liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal and whatever their outcome.

We the persons whose signatures appear hereunder being subscribers to the foregoing Constitution hereby consent to be Members of the Association and consent to the foregoing Constitution and payment of the guarantee amount on the winding up of the Association if required.

**Signature of Subscribers**