



Australian Traditional-
Medicine Society Ltd

CONSTITUTION

Approved 19 November 2017

1. INTRODUCTION

This document is the constitution of the Australian Traditional-Medicine Society Ltd, a not-for-profit public company limited by guarantee incorporated under the *Corporations Act 2001 (Cth)*.

This Constitution sets out how the Society is to be managed. It has the effect as a contract between the Society and each Member, between the Society and each Director and between a Member and each other Member, under which each person agrees to observe and perform this Constitution.

2. PRELIMINARY

2.1 Definitions and interpretation

(a) In this Constitution:

Accredited Member means a member of the Society in the accredited membership category under rule 6.4.

Act means the *Corporations Act 2001 (Cth)*.

Adoption Date means March 2014

AGM means an annual general meeting of the Society.

ASIC means the Australian Securities and Investments Commission.

Associate Member means a member of the Society in the associate membership category under rule 6.3.

Board means the board of Directors.

Business Day means a day which is not a Saturday, Sunday, bank holiday or public holiday:

- (i) for the purpose of sending or receiving a notice – in the city where the notice is intended to be received; and
- (ii) for all other purposes – in Sydney.

By-Law means a by-law of the Society made under rule 18.

Chairperson means the Director elected under rule 11.11.

Company Secretary means a person appointed by the Directors under rule 12.

Code of Conduct means a Code of Conduct approved from time to time by the Board as a By-Law.

Constitution means this constitution of the Society.

Director means a director of the Society and for the avoidance of doubt includes Ordinary Directors and Independent Directors.

Director Election Policy and Guidelines means the rules for election of Directors approved by Board Directors as a By-Law under rule 18

General Meeting means a general meeting of the Society.

Health Complaints Entity means the Health Care Complaints Commission or similar body of a State or Territory Jurisdiction.

Independent Director means a director of the Society appointed pursuant to rule 11.3(a) who need not be an Accredited or Life Member.

Liability means a loss, liability, cost, charge or expense.

Life Member means a member of the Society in the life membership category under rule 6.5.

Member means an Accredited Member, an Associate Member, a Life Member, a Student Member or a member in any other category of membership created under rule 6.1(b).

Minimum Education Standards means education standards approved from time to time by

the Board as a By-law which prospective members must satisfy to qualify for entry to membership of the Society.

Natural Medicine means any or all of natural or traditional medicines or therapies or practices approved by the Board from time to time for this purpose.

Official means:

- (i) each person who is or has been a Director; and
- (ii) office bearers and former office bearers of the Society as determined by the Directors from time to time.

Ordinary Directors means a director of the Society elected pursuant to rule 11.2(a).

Policies and Procedures means any policies and procedures concerning the operation or management of the Society approved by the Board as a By-Law.

Society means Australian Traditional-Medicine Society Ltd.

Standards of Conduct mean the set of rules, responsibilities, and proper practices, including ethical standards, expected to be followed by members of the Society, as approved and updated time to time by the Board as a By-Law.

Student Member means a member of the Society in the student membership category under rule 6.2.

Treasurer means the Director elected under rule 11.12.

Vice Chairperson means a Director elected under rule 11.12.

- (b) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) Unless the contrary intention appears, in this Constitution:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) the word 'person' means a natural person and any incorporated association, body or entity.
 - (iv) a reference to a statute, regulation, proclamation, ordinance or laws includes all statutes, regulations, proclamations, ordinances or laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so; and
 - (v) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (d) Specifying anything in this Constitution after the words 'including', 'includes' or 'for example' or similar expressions does not limit what else is included unless there is express wording to the contrary.
- (e) A Member is to be taken to be present at a General Meeting if the Member is present in person or by proxy.
- (f) A reference in this Constitution to a notice or other communication in writing includes a notice given by fax or electronic means.

2.2 Application of the Act

- (a) This Constitution is to be interpreted subject to the Act. However the rules that apply as replaceable rules to companies under the Act do not apply to the Society.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (c) Subject to rule 2.2(b), unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

2.3 Exercise of powers

- (a) Where this Constitution provides that a person or body may do a particular act or thing and the word 'may' is used, the act or thing may be done at the discretion of the person or body.
- (b) Where this Constitution provides that a person or body shall do a particular act or thing and the word 'shall' is used, the act or thing must be done by the person or body.
- (c) Where this Constitution confers a power to make appointments to any office or position other than Director, the power is, unless the contrary intention appears, to include a power:
 - (i) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) subject to any contract between the Society and the relevant person and any applicable industrial law, to remove or suspend any person appointed, with or without cause; and
 - (iii) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (d) Where this Constitution confers power on a person or body to delegate a function or power:
 - (i) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (ii) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of a specified office or position; and
 - (iii) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

2.4 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of New South Wales, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

3. OBJECTS

The Society has the following objects:

- (a) to promote and advance the profession of Natural Medicine;
- (b) to encourage a high standard of knowledge, ethics and proficiency in the profession of Natural Medicine through life-long learning and accreditation initiatives;
- (c) to foster and disseminate research in Natural Medicine;
- (d) to advocate the profession of Natural Medicine to regulators and stakeholders; and
- (e) to collaborate with stakeholders towards a national occupational regulatory system for the profession of Natural Medicine.

4. POWERS

Solely for carrying out the Society's objects, the Society may, in any manner permitted by the Act:

- (a) exercise any power;
- (b) take any action; or
- (c) engage in any conduct or procedure,

which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

5. INCOME AND PROPERTY

- (a) The Society's income and property shall be solely applied towards promoting the Society's objects, and for no other purpose.
- (b) Subject to rule 5(c), no part of the income or property of the Society may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any Member, former Member, Director or former Director.
- (c) Nothing in rule 5(b) prevents the payment in good faith of:
 - (i) reasonable remuneration to an employee of the Society;
 - (ii) sums permitted under rule 11.7;
 - (iii) sums permitted under rule 14; or
 - (iv) reasonable and proper amounts to any Member in return for any services actually rendered to the Society.

6. MEMBERSHIP

6.1 Categories of membership

- (a) There are 4 categories of membership:
 - (i) student membership;
 - (ii) associate membership;
 - (iii) accredited membership; and
 - (iv) life membership.
- (b) The Board may establish additional categories of Members and prescribe the eligibility qualifications, rights, privileges and obligations of Members of those categories.
- (c) Where the Board have established a category of Members under rule 6.1(b), the Society may, by resolution of the Board, re-categorise or convert Members from 1 category to another.

6.2 Student Members

- (a) The Members in the student membership category are those persons who:
 - (i) were Members in this category on the Adoption Date; or
 - (ii) are eligible to be admitted to this category under rule 6.2(b) and are admitted to this category under rule 6.6and who remain Members in this category.
- (b) A person is eligible to be admitted to the student membership category if he or she:
 - (i) is at least 18 years of age at the time his or her application for admission is received;
 - (ii) is a natural person;
 - (iii) is a student of an accredited course offered by a provider of education and

training related to Natural Medicine recognised by ATMS, or as determined by the Board in an applicable By-Law;

- (iv) is of good character; and
- (v) has paid any fees that may be payable under rule 6.14.

6.3 Associate Members

- (a) The Members in the associate membership category are those who:
 - (i) were Members in this category on the Adoption Date; or
 - (ii) are eligible to be admitted to this category under rule 6.3(b) or 6.3(c) and are admitted to this category under rule 6.6,and who remain Members in this category.
- (b) An individual person is eligible to be admitted to the associate membership category if he or she:
 - (i) is at least 18 years of age at the time his or her application for admission is received;
 - (ii) is a natural person;
 - (iii) is interested in Natural Medicine;
 - (iv) is of good character; and
 - (v) has paid any fees that are payable under rule 6.14.
- (c) An organisation or institution is eligible to be admitted to the associate membership category if it is:
 - (i) an incorporated body;
 - (ii) a college providing education and training;
related to Natural Medicine.

6.4 Accredited Members

- (a) The Members in the accredited membership category are those persons who:
 - (i) were Members in this category on the Adoption Date; or
 - (ii) are eligible to be admitted to this category under rule 6.4(b) and are admitted to this category under rule 6.6,
and who remain Members in this category.
- (b) A person is eligible to be admitted to the accredited membership category if he or she:
 - (i) is at least 18 years of age at the time his or her application for admission is received;
 - (ii) is a natural person;
 - (iii) holds an award or qualification from an accredited course offered by a provider of education and training related to Natural Medicine recognised by ATMS or otherwise determined by the Board in the By-Laws;
 - (iv) is of good character;
 - (v) has not been disciplined or expelled by a Natural Medicine association;
 - (vi) has not been subject to an adverse disciplinary ruling by a Health Complaints Entity; and
 - (vii) has paid any fees that are payable under rule 6.14;
 - (viii) has current First Aid certification
 - (ix) has the required and current professional indemnity insurance as determined by the Board from time to time; and
 - (x) completes continuing professional education as set out by the applicable By-Law.

6.5 Life Members

- (a) The Members in the life membership category are those persons who:
 - (i) were Members in this category on the Adoption Date; or
 - (ii) are eligible to be admitted to this category under rule 6.5(b) and are admitted to this category under rule 6.6,and who remain Members in this category.
- (b) A person is eligible to be admitted to the life membership category in accordance with the requirements set out in the applicable By-Law.

6.6 Admission of new Members

- (a) Every applicant for membership must:
 - (i) apply in the form and manner determined by the Board;
 - (ii) pay any applicable fees at the time of making the application; and
 - (iii) at the time of application, meet any applicable ATMS educational standards specified in any relevant By-law.
- (b) The Board may admit a Member in accordance with this Constitution and any additional requirements set out in the By-Laws.

6.7 Power to decline admission of Members

The Board may, in their absolute discretion, decline to admit any person as a Member.

6.8 Certificate of membership

- (a) An Accredited Member, Life Member or Student Member shall be given a certificate of membership reflecting the relevant category of membership, signed on behalf of the Society by the Chairperson and the Chief Executive Officer.
- (b) The certificate of membership may only be held by the Member whilst a Member, and must be returned to the Society within 14 days after ceasing to be a Member.

6.9 Cessation of membership

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

- (a) if the Member resigns by written notice given to the Society;
- (b) upon the Member becoming, in the reasonable opinion of the Board, uncontactable, and the Board, as a consequence, resolving to terminate the Member's membership;
- (c) if the Member dies;
- (d) if the Member is expelled under rule 6.10; or
- (e) if the Member has not paid fees due and payable to the Society within 90 days of a written request for payment of those fees being sent to the Member, and the Board determines that the Member's membership terminates.

6.10 Suspension or Expulsion of Members

- (a) The Board may by resolution suspend or expel a Member:
 - (i) who fails to comply with this Constitution (including failure to comply with a By-Law);
 - (ii) who knowingly makes or gives any false, misleading or deceptive statement or representation, verbally or in writing, to the Board or a Director;
 - (iii) who fails to comply with the terms of membership or any undertaking of membership

applicable to the Member; or

- (iv) whose conduct, in the opinion of the Board is, or has been, materially prejudicial to the interests of the Society or the profession of Natural Medicine, including a breach of the Code of Conduct or Standards of Conduct.

by giving notice in writing of that suspension or expulsion to the Member.

- (b) If the Board intends to propose a resolution under rule 6.10(a) they must give the Member written notice of that fact:

- (i) setting out in detail the grounds on which the intended resolution is based; and
- (ii) stating that the Member has 14 days from the date of the notice to give a written submission to the Board in relation to the proposed resolution,

and the Board must otherwise observe the principles of natural justice in administering the process under this rule 6.10.

- (c) If the Member gives a written submission in time in relation to the proposed resolution, the Board must consider the submission in deciding whether or not to pass the resolution under rule 6.10(a).
- (d) If the Member does not give a written submission in relation to the proposed resolution, or does not provide one within time, the Board may pass the proposed resolution as and when they see fit.
- (e) The Board in accordance with rule 6.10(a) must act in accordance with the applicable By-Law in determining the terms of the Member's suspension.

6.11 Entries in the register of Members

- (a) The Society must establish and maintain a register of Members. The Register of Members must be kept by the Company Secretary and must contain:
 - (i) for each current Member:
 - (A) name;
 - (B) address (which may also include an electronic address such as email);
 - (C) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (D) date the Member was entered on to the Register;
 - (ii) for each person who ceased being a Member in the last 7 years:
 - (A) name;
 - (B) address (which may also include an electronic address such as email);
 - (C) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (D) dates the Membership started and ended.
 - (iii) For each person suspended in the last 7 years:
 - (A) name;
 - (B) address (which may also include an electronic address such as email);
 - (C) any alternative address nominated by the Member for the service of notices (which may also include an electronic address such as email); and
 - (D) dates the Membership started; and
 - (E) start and end dates and terms (if any) of the suspension.

6.12 Membership not transferable

Membership is personal to the Member and is not transferable.

6.13 Inquiries of Members

The Board may require that a Member appear before them, or respond, at the discretion of the Board, giving at least 14 days' notice, to:

- (a) answer any questions the Board may have; and/or
- (b) provide any information or documentation the Board may reasonably request.

6.14 Membership fees

- (a) Each Member shall pay membership fees as determined by the Board in relation to the relevant category of membership.
- (b) Fees are payable at the times determined by the Board.
- (c) The Board may determine differential fees of any type or amount (including a fee of zero) and differential times for payment, as between categories of membership and as between Members within a category of membership.

6.15 Conditions of Accredited membership

- (a) Accredited members must :
 - (i) maintain at all times current First Aid certification
 - (ii) maintain at all times the required and current professional indemnity insurance as determined by the Board from time to time; and
 - (iii) complete continuing professional education as set out in the applicable By-Law.

7. CODES AND STANDARDS

- (a) The Board shall develop and publish a Code of Conduct and Standards of Conduct for clinical practice by Members.
- (b) The Board may develop and publish a standard of conduct for recognised providers of Natural Medicine education or training.
- (c) Members must comply with all Codes of Conduct, Standards of Conduct, Minimum Education Standards and Policies and Procedures applicable to them.

8. ACCREDITED COURSES AND RECOGNISED PROVIDERS OF EDUCATION OR TRAINING

8.1 Accredited courses

The Directors may accredit and revoke accreditation of a course relating to Natural Medicine as they see fit.

8.2 Recognised providers of education or training

- (a) The Board may recognise a provider of Natural Medicine education or training as they see fit.
- (b) The Board may by resolution of a majority of Directors in office at the time of the resolution, revoke the recognition of a recognised provider of Natural Medicine education or training if in their opinion:
 - (i) the recognised provider of education or training is not complying with the standards of conduct approved by the Board;
 - (ii) the recognised provider of education or training has committed or is committing, or any of its officers or employees has committed or is committing, a breach of this Constitution, a code of conduct or standard of conduct made under rule 7 or such other

- requirements as are determined by the Board from time to time; or
- (iii) the conduct of the recognised provider of education or training, in the opinion of the Board, is or has been materially prejudicial to the interests of the Society or the profession of natural medicine.
- (c) If the Board intend to propose a resolution under rule 8.2(b) they must give the recognised provider of education or training written notice of that fact:
 - (i) setting out the complete grounds on which the intended resolution is based; and
 - (ii) informing the recognised provider that it has 28 days from the date of the notice to give a written submission to the Board in relation to the proposed resolution.
- (d) If the recognised provider:
 - (i) gives a written submission in time in relation to the proposed resolution, the Board must consider that submission in deciding whether or not to pass the resolution under rule 8.2(b); or
 - (ii) does not give a written submission in relation to the proposed resolution, or does not provide a submission within time, the Board may pass the proposed resolution as and when they see fit.
- (e) The Board may seek from any other person a recommendation and/or advice in relation to:
 - (i) the proposed recognition of a provider of education or training as a recognised provider of education or training; or
 - (ii) the continued status of a provider of education or training as a recognised provider of education or training.

9. AGMs

- (a) The Society shall hold an AGM once a year within 5 months after the end of its financial year.
- (b) The AGM is held in addition to any other General Meetings held in the year.

10. GENERAL MEETINGS

10.1 Overview

A General Meeting may be called by:

- (a) the Board or any 3 Directors under rule 10.2; or
- (b) the Board when requested by Members under rule 10.3; or
- (c) Members under rule 10.4; or

10.2 Calling a General Meeting by the Board or a Director

- (a) The Board, or any 3 Directors, may call a General Meeting.
- (b) A General Meeting called under rule 10.2(a) may be postponed or cancelled, or the venue changed by the Board.

10.3 Calling a General Meeting by Board when requested by Members

- (a) The Board must call and arrange to hold a General Meeting on the request of
 - at least 5% of the aggregate of the Accredited Members and Life Members who are eligible to vote at a General Meeting.
- (b) The request must:
 - (i) be in writing;
 - (ii) state the resolution to be proposed at the General Meeting;
 - (iii) be signed by the Members making the request; and

- (iv) be given to the Society.
- (c) The Board shall call the meeting within 21 days of receipt of the request, and the meeting must be held no later than 2 months after the request.
- (d) The request for a General Meeting must be for a proper purpose. In deciding a proper purpose, the resolution sought to be passed at the General Meeting must be within the power of the Members to consider and pass.
- (e) If the Board do not call the meeting within 21 days of receipt of the request:
 - (i) the Members who made the request can proceed to call the meeting themselves;
 - (ii) the Society must pay the reasonable expenses the Members incurred because the Board failed to call and arrange to hold the meeting; and
 - (iii) the Society may recover the amount of such expenses from the Board. If a Director who is liable for the amount does not reimburse the Society, the Society shall deduct the amount from any sum payable as fees or remuneration to the Director.

10.4 Calling a General Meeting by Members

- (a) Accredited and/or Life Members may call, and arrange to hold, a General Meeting under the Act.
- (b) The Members calling the General Meeting must pay the expenses of calling and holding the meeting.
- (c) The General Meeting must be called in the same way in which General Meetings are called by the Directors.

10.5 Notice of a General Meeting

- (a) At least 21 days' notice must be given of a General Meeting.
- (b) Written notice of a General Meeting must be given in accordance with rule 17.1 individually to each Member entitled to vote at the meeting and to each Director.
- (c) The Society must give its auditor notice of a General Meeting in the same way that a Member is entitled to receive notice.

10.6 Contents of notice of a General Meeting

- (a) A notice of a General Meeting must contain the following information:
 - (i) the place, date and time for the meeting;
 - (ii) if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this;
 - (iii) an indication of the general nature of the business to be dealt with at the meeting;
 - (iv) if a special resolution is to be proposed at the meeting, notification of that intention and the content of the resolution; and
 - (v) details concerning the appointment of proxies.
- (b) When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

10.7 Limit on business

Except as required by the Act, no business other than that specified in the notice convening a General Meeting may be transacted at that General Meeting.

10.8 Quorum at General Meetings

- (a) A quorum consists of 20 Members present in person at the meeting who are eligible to vote.
- (b) No business may be transacted, except the election of a chair and the adjournment of the meeting, unless a quorum of Members is present during the time the business is dealt

with.

- (c) If a quorum is not present within 30 minutes after the time for the meeting set out in the notice:
 - (i) if the meeting was convened by the Board or a Director – the meeting is adjourned to the date, time and place the Directors specify; or
 - (ii) in any other case – the meeting is dissolved.
- (d) If no quorum is present at a meeting adjourned under rule 10.8(c)(i) within 30 minutes after the time for the meeting, the meeting is dissolved.

10.9 Chair of General Meetings

- (a) The Chairperson shall preside as chair at each General Meeting.
- (b) If the Chairperson is not present within 15 minutes after the time appointed for the meeting, or declines to act as chair of the meeting, a Vice Chairperson (determined by their agreement, or in the absence of their agreement, by lot), shall preside as chair.
- (c) If a Vice Chairperson is not present or declines to chair the meeting, the Directors present shall elect as chair of the meeting another Director who is present and willing to act.
- (d) If no other Director is willing to chair the meeting, the Accredited Members and Life Members shall elect as chair an Accredited Member or Life Member who is present and willing to act.

10.10 Conduct of General Meetings

- (a) The chair of a General Meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting.
- (b) Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the General Meeting, whose decision is final.
- (c) If the chair of a General Meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair may, subject to the rights of Members at a General Meeting as set out in the Act:
 - (i) impose a reasonable time limit that a person may speak on each motion or other item of business;
 - (ii) adopt any procedures for recording votes; and
 - (iii) take any action appropriate for the safety of persons and the orderly conduct of the meeting.

10.11 Participation and voting at General Meetings

- (a) A Member is entitled to:
 - (i) attend; and
 - (ii) unless the Member became a Member later than the end of the 2nd calendar month preceding the month in which the General Meeting is held, to:
 - (A) speak; and
 - (B) subject to rules 10.11(b), vote at, General Meetings.
- (b) Only Accredited Members and Life Members are entitled to vote at a General Meeting, and each has 1 vote.
- (c) Questions arising at a General Meeting shall be decided by a majority of votes cast by Accredited Members and Life Members present in person at the meeting, and the decision is binding on the Society.

- (d) A resolution put to the vote at a meeting must be decided on a show of hands, unless a poll is demanded.
- (e) Before a vote is taken, the chair must inform the meeting whether any proxy votes have been received, and if so, how those proxy votes have been cast.
- (f) On a show of hands, a declaration by the chair is conclusive evidence of the result, provided the declaration reflects the show of hands.
- (g) In the case of an equality of votes, the chair of the meeting has a casting vote.
- (h) A poll may be demanded before a vote is taken or before or immediately after the declaration of the result of the show of hands.
- (i) The demand for a poll shall be by either:
 - (i) the chair of the meeting; or
 - (ii) at least 5 Members eligible to vote and present in person.
- (j) A demand for a poll does not prevent the continuance of a General Meeting for the transaction of any other business.
- (k) If a poll is duly demanded, it will 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 will be the resolution of the meeting.

10.12 Proxies

- (a) An Accredited Member or Life Member is entitled to appoint a person as proxy to attend and vote for the Member at the meeting.
- (b) The person acting as a proxy need not be a Member.
- (c) A person acting as a proxy has the same rights as the Member:
 - (i) to attend the meeting;
 - (ii) to speak at the meeting;
 - (iii) to vote (but only to the extent allowed by the appointment); and
 - (iv) join in a demand for a poll.
- (d) The Society shall send the proxy form to all Members eligible to vote.
- (e) The proxy form shall contain at least:
 - (i) the Member's name, address and membership number;
 - (ii) the Society's name;
 - (iii) the name, or office in the Society, of the proxy; and
 - (iv) subject to rule 10.12(f), the meeting at which the appointment will be used, and be signed by the Member or the Member's attorney.
- (f) A proxy form may be a standing proxy and shall continue until the Society receives notification in writing of the termination of the proxy.
- (g) A proxy is effective if correctly completed and received at the Society's registered office by the time specified in the notice convening the meeting, or if no time is specified, not less than 48 hours prior to the meeting.
- (h) A proxy is not transferable.
- (i) Unless otherwise provided in the instrument, but subject to the Act, an instrument appointing a proxy will be taken to:
 - (i) appoint the chair of the General Meeting as the proxy unless the Member clearly specifies another person as proxy and that person attends the General Meeting;

- (ii) even though the instrument may refer to specific resolutions and may direct the proxy how to vote on those resolutions, authorise the proxy:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the General Meeting; and
- (iii) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (j) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (k) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by the Society by the time and at 1 of the places at which the instrument appointing the proxy is required to be received.
- (l) The appointment of a proxy is not revoked by the appointer attending and taking part in the General Meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.

11. THE BOARD

11.1 Directors and office bearers

- (a) The Board shall consist of no less than 5 Directors and no more than 11 Directors at least 9 of whom must ordinarily reside in Australia.
- (b) The term of each Director shall, subject to this Constitution, be until the end of the AGM in the 3rd year following the year in which he or she was last elected, to a maximum of 2 such terms.
- (c) The office bearers shall consist of a Chairperson, 2 Vice Chairpersons, a Treasurer and the Company Secretary.

11.2 Election of Ordinary Directors

- (a) The Members shall elect no less than 3 and no more than 9 Ordinary Directors (who must be Accredited or Life Members), in accordance with the procedure set out in the By-Laws, including the Director Election Policy and Guidelines.
- (b) Nominations for the position of Ordinary Director shall be advised to Members in writing by the Company Secretary no less than 60 days prior to the AGM.
- (c) If the number of nominations exceeds the number of vacant positions, the Company Secretary shall arrange for the issue of voting papers to all Members entitled to vote at a General Meeting no less than 30 days prior to the AGM.
- (d) Each such Member shall be entitled to 1 vote only.
- (e) The names of the elected Ordinary Directors shall be advised to Members at the AGM.
- (f) An elected Director commences office from the end of the relevant AGM.

11.3 Appointment of Independent Directors

- (a) A maximum of 2 Independent Directors, may be appointed by the Board, each for a term, subject to rule 11.6, determined by the Board but not exceeding 2 years.

- (b) At the expiry of the term an Independent Director may:
 - (i) be reappointed by the Board under rule 11.3(a); or
 - (ii) stand for election under rule 11.2 at the next available opportunity provided he or she is otherwise eligible.

11.4 Vacancies

- (a) Where the number of Directors is at least 5 but below 11, the Board may appoint an eligible Member as a Director to fill the casual vacancy.
- (b) If the number of Directors is less than 5, the Board shall appoint an eligible Member or Members to make at least 5 Directors, even though the number of Directors at the time of appointment is not enough to make a quorum. In appointing an eligible Member as a Director in accordance with this rule, the Board must ensure that:
 - (i) the number of Ordinary Directors on the Board is no less than 3; and
 - (ii) the number of Independent Directors on the Board is no more than 2.
- (c) A Director appointed under rule 11.4 **Error! Reference source not found.** shall hold office until the end of the AGM in the following year. The appointed Director may (subject to rule 11.5) nominate for election as a Director in that following year.

11.5 Eligibility for office of Director

A Member is eligible for election or appointment as a Director if he or she:

- (a) is at least 18 years of age;
- (b) has not served 2 consecutive terms as a Director, including any terms as an Independent Director so that the maximum term does not exceed six (6) consecutive years;
- (c) is not a contracted employee of the Society;
- (d) other than in the case of an appointment pursuant to rule 11.3 or 11.4, has been an Accredited Member or Life Member for at least 2 consecutive years at the time of election;
- (e) is not, at his or her election or appointment, a Director or office bearer of a Natural Medicine association or Natural Medicine register which identifies as making a person ineligible to be a Director of the Society; and
- (f) agrees to undertake, if elected or appointed as Director, a director's induction and ongoing training and education program as determined by the Directors from time to time.

11.6 Vacation of office

- (a) A Director may resign by giving written notice of resignation to the Company Secretary.
- (b) A Director ceases office if the Director becomes disqualified under the Act.
- (c) A Director ceases office if the Director ceases to be an Accredited Member or Life Member, or becomes a contracted employee of the Society.
- (d) A Director ceases office if the Director:
 - (i) Becomes a director or office bearer of a Natural Medicine association or Natural Medicine register which is specified for this purpose in any relevant By-law; or
 - (ii) Fails to complete the director's induction and training and education program referred to in rule 11.5(f).
- (e) A Director ceases office if the Director becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally.
- (f) A Director ceases office if the Director is convicted on indictment of an offence and the

Directors do not within 1 month after that conviction resolve to confirm the Director's appointment or election (as the case may be) to the office of Director.

- (g) A Director ceases to hold office upon an Australian registered medical practitioner certifying that, in the opinion of that practitioner, the Director is suffering from an illness, condition or disorder (whether mental or otherwise) that is, or is reasonably likely to:
 - (i) materially limit, or impact upon, the Director's ability to perform his or her functions as a director with the clarity, reliability, responsibility and mental acuity required of the Director; and/or
 - (ii) materially impact upon the efficient and/or harmonious operations of the Board.

11.7 Remuneration of Directors

- (a) Each Director is entitled to such remuneration out of the funds of the Society as the Board determine, subject to any aggregate limit in respect of a financial year that has been fixed by the Society in General Meeting by a resolution passed by at least $\frac{3}{4}$ of the Members present and voting. As at the Adoption Date, the annual aggregate limit is fixed at \$250,000 subject to variation at a General Meeting.
- (b) Directors' travelling and other expenses shall be reimbursed only if directly and properly incurred in attending Society business.
- (c) If a Director is called upon to perform additional service (including services in a professional or technical capacity), the Directors may, by resolution, permit additional commercially reasonable special remuneration to be paid.

11.8 Alternate Directors

A Director is not entitled to appoint an alternate director.

11.9 Powers of Directors

- (a) The Society shall be managed under the direction of and controlled by the Board. The Board may exercise to the exclusion of the Society in General Meeting all the powers of the Society which are not required, by the Act or by this Constitution, to be exercised by the Society in General Meeting.
- (b) Without limiting the generality of rule 11.9(a), the Directors may exercise all the powers of the Society to borrow or otherwise raise money, to charge any property or business of the Society and to give any other security for a debt, liability or obligation of the Society or of any other person.
- (c) The Directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Society.
- (d) The Directors may:
 - (i) appoint any person to be an agent or attorney of the Society for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for such period and upon such conditions as they think fit;
 - (ii) authorise an agent or attorney to delegate all or any of the powers, discretions and duties vested in the agent or attorney; and
 - (iii) subject to any contract between the Society and the relevant agent or attorney, remove or dismiss any agent or attorney of the Society at any time, with or without cause.
- (e) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the Directors think fit.

11.10 Proceedings of Directors

- (a) The Directors shall meet together for the dispatch of business, and adjourn and otherwise regulate their meetings as they think fit.
- (b) A Directors' meeting may be called by the Chairperson or any 3 Directors.
- (c) The Directors shall meet at least 4 times in each calendar year and:
 - (i) at least 3 meetings shall be face-to-face meetings; and
 - (ii) a Directors' meeting may be called or held using any technology consented to by the majority of Directors. The consent may be a standing one.
- (d) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) should where practicable state the nature of the business to be dealt with at the meeting;
 - (iii) in the case of:
 - (A) a meeting called by the Chairperson – may be given immediately before the meeting; or;
 - (B) a meeting called by any 3 Directors – must give at least 5 Business Days notice of the meeting; and
 - (iv) may be given in person or by post, or by telephone, fax or other electronic means.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if the non-receipt or failure occurred by accident or error or the non-receipt or failure is waived by the Director.
- (f) In case of an equality of votes, the Chairperson shall have a second or casting vote.
- (g) Subject to this Constitution, a majority of votes at any meeting of the Directors shall be deemed a determination of the Board.
- (h) The Chairperson shall preside as chair at each meeting of the Board.
- (i) If the Chairperson is not present within 15 minutes after the time appointed for the meeting, or declines to act as chair of the meeting, a Vice Chairperson (determined by their agreement, or in the absence of their agreement, by lot), shall preside as chair.
- (j) If a Vice Chairperson is not present or declines to chair the meeting, the Directors present shall elect as chair of the meeting another Director who is present and willing to act.
- (k) A quorum for a meeting of Directors consists of 5 Directors present at the time the relevant business is dealt with. However the Directors in office may still act to the extent that there is an emergency requiring them to act.
- (l) The Directors may pass a circulating resolution without a Directors meeting, provided all of the Directors have received reasonable notice of the proposed resolution, and such number of Directors who are eligible to consider the resolution and who together are sufficient to constitute a quorum, sign or signify (verbally or in writing) assent to a document (which may be in counterparts) containing a statement that they are in favour of the resolution.
- (m) The Directors must ensure that a minute book is maintained in which it records within 1 month:
 - (i) proceedings and resolutions of meetings of the Members;
 - (ii) proceedings and resolutions of Directors' meetings, including committee meetings; and
 - (iii) circulating resolutions passed by Directors without a meeting.
- (n) The Directors must ensure that the minutes of a meeting are signed within a reasonable time by the chair of the meeting or of the next meeting.
- (o) The minute books must be kept at the Society's registered office.

11.11 Chairperson

- (a) At the first Directors meeting held following an AGM, the Directors:
 - (i) shall elect 1 of the Directors to the office of Chairperson; and
 - (ii) shall determine the period for which that Director is to be Chairperson.
- (b) The Directors may remove the Chairperson from that position at any time by resolution.
- (c) The Chairperson shall not hold any other office bearer position.
- (d) Additional duties and powers of the Chairperson may be set out in By-Laws.

11.12 Vice Chairpersons and Treasurer

- (a) At the first Directors meeting, to be held as soon as practicable following the AGM, the Directors:
 - (i) shall elect 2 of the Directors each to an office of Vice Chairperson, and 1 Director as Treasurer at least annually;
 - (ii) shall determine the period for which the Directors are to be Vice Chairperson and Treasurer;
- (b) The Directors may remove a Vice Chairperson or Treasurer from that position at any time by resolution.
- (c) A Vice Chairperson and Treasurer shall not hold any other office bearer position.
- (d) Additional duties and powers of the Vice Chairpersons and Treasurer may be set out in By-Laws.

11.13 Committees

- (a) The Directors shall, by adoption of terms of reference, establish committees:
 - (i) consisting of such number of Directors as they think fit;
 - (ii) consisting of such non-Directors and non-Members as they think fit; and
 - (iii) the chair of which must be a Director unless the relevant terms of reference allow otherwise.
- (b) A non-Director or non-Member who is a member of a committee may only vote if the terms of reference permit.
- (c) An observer on a committee may not vote.
- (d) The Directors may, by resolution, delegate any of their powers to a committee or committees.
- (e) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.
- (f) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee.

11.14 Delegation to individual directors

- (a) The Directors may delegate any of their powers to one or more Directors.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

11.15 Validity of acts

An act done by a person acting as a Director, or by a meeting of Directors or a committee of Directors attended by a person acting as a Director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a Director;
- (b) the person being disqualified to be a Director or having vacated office; or

- (c) the person not being entitled to vote,
if that circumstance was not known by the person or the Directors or committee when the act was done.

12. COMPANY SECRETARY

- (a) The Directors must appoint at least 1 Company Secretary.
- (b) The appointment must occur at the first Directors meeting following the AGM.
- (c) A Company Secretary holds office on the terms and conditions that the Directors determine.

13. CHIEF EXECUTIVE OFFICER

- (a) The Directors may appoint a Chief Executive Officer, as well as any other officers that the Directors determine.
- (b) The appointment of a Chief Executive Officer shall be for such period, remuneration and conditions as the Directors determine. The appointment of an officer shall be for such period, remuneration and conditions as the Directors (or their delegate for this purpose) determine.
- (c) Subject to any contract between the Society and the Chief Executive Officer and any applicable industrial law, the Chief Executive Officer may be removed or dismissed by the Directors at any time, with or without cause.
- (d) The Directors shall:
 - (i) confer on the Chief Executive Officer such powers, discretions and duties as they think fit; and
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on the Chief Executive Officer as they think fit.

14. INDEMNITY AND INSURANCE

14.1 Indemnity

Subject to rule 14.2, the Society must indemnify each Official on a full indemnity basis, and to the full extent permitted by law against all Liabilities incurred by the Official as an Official, including:

- (a) a liability for negligence; and
- (b) a liability for reasonable legal costs.

14.2 Limit on indemnity

- (a) The Society must not indemnify a person against any of the following Liabilities:
 - (i) a Liability owed to the Society; or
 - (ii) a Liability for a pecuniary penalty order under s1317G or a compensation order under section s961M, s1317H, s1317HA or s1317HB of the Act.
 - (iii) a Liability which arises out of conduct of the Official which was not in good faith, or which involves wilful misconduct, gross negligence, reckless misbehaviour or fraud.

Rule 14.2(a) does not apply to a Liability for legal costs.

- (b) The Society must not indemnify a person against a liability for legal costs incurred by the Official in defending an action for a Liability incurred as an Official if the costs are incurred:
 - (i) in defending or resisting proceedings in which the Official is found to have a Liability for which they could not be indemnified under rule 14.2(a);
 - (ii) in defending or resisting criminal proceedings in which the Official is found guilty;
 - (iii) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

- (iv) in connection with proceedings for relief to the Official under the Act in which the court denies the relief.
- (c) If there is any appeal in relation to any proceedings referred to in rule 14.2(b), it is the outcome of the final appeal that is relevant for the purposes of rule 14.2(b).

14.3 Insurance

The Society may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Official against any Liability incurred by the Official as an Official including a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

14.4 Extent of indemnity

The indemnity in rule 14.1:

- (a) is enforceable without the Official having to first incur any expense or make any payment;
- (b) is a continuing obligation and is enforceable by the Official even though the Official may have ceased to be an officer of the Society or to hold the position the Official originally held; and
- (c) applies to Liabilities incurred both before and after the Adoption Date.

14.5 Deed

The Society may enter into a deed with any Official to give effect to the rights conferred by rules 14.1 to 14.4, or the exercise of discretion under rules 14.1 to 14.4 on such terms as the Directors think fit which are not inconsistent with those rules.

15. WINDING UP

- (a) If, on the winding up or dissolution of the Society, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a company, fund, institution or authority:
 - (i) which has objects similar to the objects of the Society; and
 - (ii) whose constitution prohibits distributions or payments to its Members or former Members to an extent at least as great as set out in rule 4.
- (b) The identity of the entity referred to in rule 15(a) must be decided by the Members by ordinary resolution at or before the time of winding up or dissolution of the Society and, if the Members cannot or do not decide, by the Supreme Court of New South Wales.
- (c) Every Member undertakes to contribute to the property of the Society in the event of it being wound-up while a Member, or within 1 year after ceasing membership, for payment of the debts, liabilities, costs, charges, and expenses of winding-up of the Society and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.

16. ACCOUNTS

16.1 Accounts

The Society must prepare and deal with such accounts as required under the Act.

16.2 Auditor

- (a) The Society shall appoint a properly qualified auditor at each AGM whose duties will be regulated in accordance with the Act.

- (b) The auditor is entitled to be heard at the General Meeting on any part of the business that concerns the auditor in their capacity as auditor.
- (c) The auditor is entitled to be heard even if the auditor retires at the meeting, or the meeting passes a resolution to remove the auditor from office.

17. NOTICES

17.1 Notices by the Society to Members

The Society may give notice to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member;
- (c) by sending it to the fax number or electronic address (if any) nominated by the Member;
- (d) by sending it to the member by other electronic means (if any) nominated by the Member; or
- (e) making a copy of it accessible electronically on a website of or relating to the Society.

17.2 Notices by the Society to Directors

Subject to this Constitution, a notice may be given by the Society to any Director either by serving it personally at, or by sending it by post to the Director's mailing address, or by sending it to the fax number or electronic address, or such other address as the Director has supplied for the giving of notices.

17.3 Notices by Members or Directors to the Society

Subject to this Constitution, a notice may be given by a Member or Director to the Society by serving it on the Society at, or by sending it by post in a prepaid envelope to, the registered office of the Society or by sending it to the principal fax number or principal electronic address of the Society at its registered office.

17.4 Time of service

- (a) A notice sent by post is taken to be given 3 Business Days after it is posted.
- (b) A notice of meeting sent by fax, or other electronic means, is taken to be given on the Business Day after it is sent.

18. BY-LAWS

- (a) The Directors may from time to time, in their absolute discretion, make, amend, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of the Society including:
 - (i) any matter this Constitution envisages may be regulated by By-Laws; and
 - (ii) any other matter relevant to the Society that the Directors choose to regulate.
- (b) To the extent of any conflict between this Constitution and any By-Law, this Constitution prevails.
- (c) Any By-Law made, and any amendment, rescission or replacement:
 - (i) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
 - (ii) 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.
- (d) Any By-Law:
 - (i) is as valid and enforceable as if it was repeated in this Constitution; and

- (ii) can be enforced by legal action.
- (e) A failure by a Director, other officer of the Society or Member to comply with a By-Law is deemed to be a failure by that Director, other officer of the Society or Member to comply with this Constitution.
- (f) The prevailing conformed version of the By-Laws must be available from the Society's website.

19. MEDIATION

- (a) In the event that a dispute arises between the Directors, the parties shall attempt to resolve the dispute by mediation as follows:
 - (i) the Company Secretary shall appoint a reputable mediator and start mediation by serving a mediation notice on all parties;
 - (ii) the notice shall identify the issue/s in dispute;
 - (iii) the parties shall observe the instructions of the mediator about the conduct of the mediation, execute any written agreements that the mediator reasonably asks and make a genuine and determined effort to resolve the dispute; and
 - (iv) if the dispute is resolved and all parties sign the terms of the agreement, the terms are binding on all parties.
- (b) Unless the Board resolves otherwise, each party must pay an equal share of the mediation costs.
- (c) The mediation procedure is confidential, and written statements cannot be used in legal proceedings.
- (d) If the dispute is not resolved within 14 days after commencement of the mediation, the mediation ceases (unless the parties agree otherwise).
- (e) If the mediation ceases, the Board will, applying the principles of natural justice, determine the dispute in the manner that the Board determines.
- (f) The determination of the Board shall be binding on all parties.

20. AMENDMENT TO CONSTITUTION

- (a) This Constitution may only be modified by special resolution passed in General Meeting.
- (b) The prevailing conformed version of the Constitution must be available from the Society's website.