
**MEMORANDUM AND ARTICLES
OF ASSOCIATION**

**AUSTRALIAN ACUPUNCTURE AND
CHINESE MEDICINE ASSOCIATION LTD
ACN 010 020 390**

Incorporates all amendments
up to and including 3 May 2014



ALL ENQUIRIES AND CORRESPONDENCE TO: PO BOX 1635 COORPAROO DC QLD 4151
REGISTERED OFFICE: UNIT 1,55 CLARENCE STREET, COORPAROO QLD 4101
PHONE 07 3324 2599 FAX 07 3394 2399 1300 NUMBER 1300 725 334 EMAIL aacma@acupuncture.org.au

**“COMPANIES ACT QLD 1961–1975”
A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION
OF
AUSTRALIAN ACUPUNCTURE AND CHINESE MEDICINE ASSOCIATION LIMITED**

- I. The name of the Company is “AUSTRALIAN ACUPUNCTURE AND CHINESE MEDICINE ASSOCIATION LIMITED” (changed from Australian Acupuncture Association Ltd on 28 March 1998).
- II. The provisions of the Third Schedule of the “Companies Act 1961-1979” shall not apply to the Company and the provisions of clause III hereof shall be read and construed without reference to the provisions of that Schedule.
- III. The objects for which the Company is established are:
- (i) To promote the scientific and artistic culture and research of acupuncture and traditional Chinese medicine.
 - (ii) To support protect and advance the character status and interests of the acupuncture and traditional Chinese medicine profession generally and particularly of the members of the Association.
 - (iii) To set standards of practice and to accredit practitioners for the practice of acupuncture to promote honourable practice to settle disputed points of practice and to decide all questions of professional practice etiquette or courtesy and all disputes between or amongst members of the Association and/or those practising acupuncture.
 - (iv) To consider all matters affecting the character status and interests of the acupuncture and traditional Chinese medicine profession and to initiate, promote, watch over and if necessary to petition Parliament and organise deputations in relation to measures for the protection and the advancement of the acupuncture and traditional Chinese medicine profession and general measures whether legislative or otherwise affecting the profession and to procure improvements and promote the highest standards in the principles etiquette courtesy of the acupuncture and traditional Chinese medicine profession.
 - (v) To determine and adopt standards and classification of attainment and qualifications of acupuncturists and practitioners of traditional Chinese medicine by conducting examinations for such theory and practice of acupuncture, traditional Chinese medicine, Chinese herbal medicine, other disciplines of traditional Chinese medicine, Western sciences, and other areas of knowledge to prescribe and receive fees for such examinations (written, oral and/or practical tests) and to grant diplomas and confer qualifications to designate the standard and status of acupuncturists and practitioners of traditional Chinese medicine generally and particularly of the members of the Association.
 - (vi) To provide maintain extend and improve a library or libraries containing technical literature and such other literature directly or indirectly related to acupuncture and traditional Chinese medicine and to acquire preserve disseminate information (statistical or otherwise) relative to the principles practice etiquette conduct or other matters of interest to the acupuncture and traditional Chinese medicine profession.
 - (vii) To encourage the study of acupuncture and traditional Chinese medicine and for that purpose to donate and encourage the donations of prizes rewards distinctions on such terms and conditions as may from time to time be determined.
 - (viii) To provide rooms and other facilities for the holding and conducting of discussions and meetings of the members of the Association and others (whether for creditors arbitration or other like matters as determined by the Board) and to let hire such rooms to other associations (incorporated or not) companies and persons.
 - (ix) To publish newspapers journals magazines books and other literary works of interest advantage to and/or promotion of the acupuncture and traditional Chinese medicine profession generally and particularly of the members of the Association.
 - (x) To carry on or engage in the business of publishers or in any other business undertaking project which may seem to the Association capable of being carried on in connection with or calculated directly or indirectly to further the objects of the Association.
 - (xi) To communicate affiliate enter into other relations (whether formal or informal) with other institutes, associations, persons having similar objects and purposes whether relating to acupuncture, traditional Chinese medicine, or other professions or activities and to subscribe to, become a member of and co-operate with any such bodies and to procure from and to communicate to any such bodies such information as may be likely to forward the objects of the Association or the profession of acupuncture and traditional Chinese medicine.

- (xii) To affiliate amalgamate or enter into partnerships or into any arrangement for the union of interests co-operation joint ventures reciprocal concessions or otherwise with anybody whether corporate or unincorporated having objects of a like nature to those of the Association or carrying on or engaged in or about to carry on or engage in any undertaking project business or transaction capable of being conducted so as directly or indirectly to benefit or further the objects of the Association.
- (xiii) To take or otherwise acquire and hold shares or other interests in any other company having objects altogether or in part similar to those of the Association or carrying on any business or undertaking capable of being conducted so as directly or indirectly benefit the Association.
- (xiv) To enter into any arrangements with any governments or authorities municipal local or otherwise that may seem to be conducive to any or all the objects of the Association and to obtain from any such government or authority any rights privileges and concessions which the Association may think desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (xv) To recommend scales of fees and charges for services rendered by acupuncturists and practitioners of traditional Chinese medicine for the use and guidance of members of the Association or of acupuncturists and practitioners of traditional Chinese medicine generally, and to procure legislation to prescribe the adoption of such.
- (xva) To set standards of practice and to accredit practitioners for the practice of Chinese herbal medicine and other disciplines within traditional Chinese medicine to promote honourable practice to settle disputed points of practice and to decide all questions of professional practice etiquette or courtesy and all disputes between or amongst members of the Association and/or those practising Chinese herbal medicine or other disciplines within traditional Chinese medicine.
- (xvb) To set standards, certify individuals and organisations, and regulate conduct in relation to ancillary practice matters where, in the opinion of the AACMA Board, it is in the interests of the membership and profession in general to do so.

For the carrying out of the above and not otherwise and subject to Section 24 of the Companies Act 1961-1975:

- (xvi) (a) To buy hire lease (b) to grant and accept options over (c) to sell, let on hire, let on lease, mortgage, or otherwise dispose of any real or personal property rights and privileges of the Association.
- (xvii) To invest any monies of the Association not immediately required upon such securities and in such manner as may be deemed fit from time to time.
- (xviii) To borrow money and to furnish security for loans by mortgage or charge over the Association's assets.
- (xix) To make draw give and accept endorse discount cheques, promissory notes and other negotiable instruments.
- (xx) To guarantee and/or indemnify the contracts and liabilities of others and to give security therefore.
- (xxi) To erect maintain improve or alter any building or buildings for purposes of the Association.
- (xxii) To give security over the Association's assets by mortgage or other charge for any payment liability or indebtedness of the Association.
- (xxiii) To receive money on deposit.
- (xxiv) To grant pensions, retiring allowances, superannuation benefits, long-service leave and general benefits to employees (past and present) of the Association by (a) grants of money, insurance or other aid to them and/or subsidising funds and trusts (b) medical, housing recreational and other amenities.
- (xxv) To indemnify any person or persons whether members of the Association or not who may incur or have incurred any personal liability for the benefit of the Association and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Association.
- (xxvi) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Association or the dependents or connections of such members and to make payments towards insurances for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for exhibition or for any public general or useful object.
- (xxvii) To do all such other things for attainment of the above objects and to the promotion and research of the culture of acupuncture and/or advancement of the interests of acupuncturists.
- (xxviii) The objects specified in each of the paragraphs shall be regarded as independent objects, and accordingly shall not be limited or restricted by reference to or inference from the terms of any other object but may be carried out in the widest sense and no object herein specified shall be deemed subsidiary or ancillary to any other object.

- IV. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by

way of profit to the persons who at any time are or have been members of the Association, or to any of them, or to any other person. PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any member thereof, or other person in return for any services actually rendered to the Association, nor prevent the payment of interest on money borrowed from any member of the Association for any purpose of the Association.

- IVA. Ex gratia payments can be made to directors of the Association PROVIDED that the basis of payment for each calendar year shall be determined by special resolution put to the members at the Annual General Meeting.
- V. The liability of the members of the Association is limited by guarantee.
- VI. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Hundred Dollars (\$100.00).
- VII. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whosoever the same shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions have objects similar to those of this Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause IV hereof such institution or institutions to be determined or in default thereof by the Chief Judge in Equity of the Supreme Court of Queensland or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- VIII. The names and addresses and occupations of the subscribers to this Memorandum of Association are:

MAURICE MEE LEE
587 Lutwyche Road, Lutwyche
Acupuncturist

ARTHUR BRYCE COWERN
5 David Court, Rochedale
Acupuncturist

BRIAN LESLIE BATEMAN
59 Kingsley Parade, Yeronga
Acupuncturist

ALPHON JOSEPH PAULSON
25 Marshall Road, Holland Park
Acupuncturist

JOHN EDWARD VELTHEIM
59A Island Street, Cleveland
Acupuncturist

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signed Maurice Mee Lee
587 Lutwyche Road, Lutwyche
Acupuncturist

Signed Arthur Bryce Cowern
5 David Court, Rochedale
Acupuncturist

Signed Brian Leslie Bateman
59 Kingsley Parade, Yeronga
Acupuncturist

Signed Alphon Joseph Paulson
25 Marshall Road, Holland Park
Acupuncturist

Signed John Edward Veltheim
59A Island Street, Cleveland
Acupuncturist

DATED at Brisbane the 16th Day of November 1977.

WITNESS to all the above signatures:

Signed B.J. Holloway
Solicitor
Brisbane

REGISTERED at the Office of the Commissioner for Corporate Affairs, Brisbane in the State of Queensland this 21st Day of November 1977.

Signed J.P. McGrory
ASSISTANT COMMISSIONER FOR CORPORATE AFFAIRS
FOR THE STATE OF QUEENSLAND

**“COMPANIES ACT 1961 -1975”
COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION
OF
AUSTRALIAN ACUPUNCTURE AND CHINESE MEDICINE ASSOCIATION LIMITED**

INTERPRETATION

1. In these articles unless there is something in the subject or context inconsistent therewith:-
 - “The Act” means the Companies Act 1961 and any statutory modification thereof.
 - “The office” means the registered office for the time being of the Association.
 - “The Register” means the register of members to be kept pursuant to the Companies Act.
 - “Month” means calendar month
 - “In writing” means written, or printed, or typewritten, or partly written, or partly printed, or partly typewritten.
 - Words importing the singular number only include the plural and vice versa.
 - Words importing persons include corporations.
 - “Association” means the company of which these are the Articles of Association.
 - “The Board” means the Board of Management of the Association.
 - “Director” means a member of the Board.
 - “Acupuncture” means ancient Chinese therapeutic culture, the principles and practices as set forth in the “Huang Ti Nei Ching Su Wen” and further developed by technological advances with reference to energy (chi) in a living body, and the control regulation and manipulation of Energy primarily by means of needles piquing the skin of the body and secondarily by moxibustion, massage, herbs and/or diet, etcetera.
 - “Traditional Chinese Medicine” means a system of primary health care, encompassing a range a therapeutic approaches (treatment disciplines/modalities) including but not limited to acupuncture and Chinese herbal medicine, and members may use one or more treatment disciplines of traditional Chinese medicine in clinical practice.
 - “TCM” means Traditional Chinese Medicine
 - “Chinese Medicine” means Traditional Chinese Medicine
 - “Chinese herbal medicine” means the use of plant, mineral and animal substances for the treatment and prevention of disease in accordance within the theoretical framework of Chinese medicine in its traditional manner and/or as adapted by technological and scientific advances.
 - “State” means
 - Queensland; or
 - New South Wales and the Australian Capital Territory; or
 - Victoria and Tasmania; or
 - South Australia and the Northern Territory; or
 - Western Australia.

Where a member is not an ordinary resident in a State, then he/she may nominate to the company Secretary a state of which he/she will be taken to be ordinarily resident until he/she recommences residency in a State.

Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the “Acts Interpretation Act, 1954 to 1960” and of the Act as in force at the date at which these Articles become binding on the Association.

MEMBERSHIP

2. The number of members with which the Association proposes to be registered as a company limited by guarantee is five, however the board may from time to time register an increase of members.
3. The first members of the Association shall be the subscribers to the Memorandum of Association.
4. In addition to the first members such other persons thereafter may be entitled to membership, who are entered in the Register in accordance with these Articles.

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5. A person shall be eligible to apply for membership of the Association if at the time of making the application he/she has passed such examinations or assessments in acupuncture, Chinese herbal medicine, and other areas of knowledge as prescribed by the then existing Association.
 6. Every applicant for membership shall:
 - (a) Apply in writing in the prescribed form, as determined by the Board from time to time.
 - (b) Be proposed and seconded for membership by Full Members of the Association.
 - (c) Be twenty (20) years of age at least.
 - (d) Produce original testimonials as to his/her character experience and eligibility unless the Board dispenses with testimonials in any particular case.
 - (e) Give such other particulars and furnish such proof of eligibility as the Board may determine from time to time.
 - (f) Agree that if admitted as a member he/she will be bound by the Memorandum and Articles of Association and by the regulations by-laws, code of ethics, code of conduct or pronouncement as already determined by the Board or may be determined from time to time.
 7. In the case of an application made:-
 - (a) Within the period of three (3) months from date of incorporation the applicant shall satisfy the Board of his/her eligibility as prescribed by Articles 6 hereof.
 - (b) After the expiration of the said period of three (3) months from the date of incorporation the applicant shall in addition to or in lieu of satisfying the Board on all or any of the grounds of eligibility prescribed in Article 6 hereof comply with such other conditions and possess such other qualifications as the Board may prescribe generally or in the particular case.
 8. Admission to membership shall be by majority vote of the Board present and voting.
 9. In the event that the application fails to receive the majority vote of the Board,
 - (a) The applicant shall be given notice by mail forthwith after the meeting of the Board of the fact of her/his non-election.
 - (b) An application refused and so advised under paragraph 9(a) shall be entitled to lodge an appeal to the Board. Such appeal is to be in writing and received in the registered office of the Association within 30 days of the date of postage of the notice of refusal, and the Board shall consider and review the application and give written notice to her/him of the outcome of the appeal
 10. Subject to Article 6 hereof the Board may in its absolute discretion and without being required to assign any reason therefore refuse to accept any application for admission to membership and may in like manner refuse to proceed to an election or review as prescribed in Article 9 hereof.

CERTIFICATE OF MEMBERSHIP

11. On the election of a member,
 - (a) The Secretary shall give such member notice of her/his election by forwarding or posting the same to the address given on her/his application for membership;
 - (b) The Secretary shall issue with such notice an account for membership fee and Annual Subscription specifying the due date of payment.
 - (c) On receipt of the prescribed membership Fee and Annual Subscription the Secretary shall forward to the new member by certified mail a Certificate of Membership; and
 - (d) Thereupon, the Secretary shall enter the name and address of the new member in the Register of Members showing dates of Application, Election, Receipt of prescribed membership and Subscription Fees with Certificate Number and date on which the Certificate was signed by the Chair and Secretary.
 - (e) Certificates of Membership are to be issued under the Common Seal of the Association.
12. Every person elected to membership:
 - (a) And having been informed of his/her election as directed by the foregoing Article shall be deemed to agree to pay the membership Fee and Annual Subscription and other fees and charges as prescribed by the Board from time to time in force;
 - (b) Shall be required to pay within one month of the date of notice of election the membership Fee and/or Annual Subscription specified in the Account rendered to her/him with the Notice of Election, and failing such payment the election shall be null and void; and,
 - (c) Shall notify the Secretary in writing within one month of any subsequent change of address, and until so notified the address shown on the Application for Membership shall be deemed to be the Member's registered address for purpose of the issue of notices.

13. Though the Member is entitled to display the Certificate of Membership or Certificates referred to in Article 14, in each case the Certificate is the property of the Association and on ceasing to be a member for any reason whatsoever, the Certificate is to be returned to the Association.

MEMBERS

14. Members are those persons who have been admitted as members by means of election made by the Board as having complied with the requirements set in Articles 5, 6 and 7, and the names have been entered in the Register of Members.

FELLOWS

- 14I (a) Any member may be advanced to status of Fellow on such conditions and for such reason as the Board may deem fit to do so.
- (b) Admission to status of Fellow shall be unanimous vote of the Board.
- (c) Members referred to in (a) above shall be entitled to a Certificate under the Common Seal of the Association, however it shall not be issued until the Certificate of Membership or has been returned.
- (d) Where, in the opinion of the Board, a Fellow has conducted himself/herself in a manner unbecoming of a Fellow of the association, the Board may resolve to remove the member's status of Fellow. In determining whether a Fellow has conducted himself/herself in a manner unbecoming of a Fellow of the association, the Board may consider, but is not limited to consideration of, any findings of the Disciplinary Committee
- (e) A decision to remove a member's Fellow status must be by a unanimous vote of the Board.
- [Note: the membership type of Associate Fellow was deleted from this provision by special resolution on 21 May 2011; however, the member type continues for any members remaining in that category at the time of the category deletion.]

NON-PRACTISING MEMBERS (previously Graduate Members)

- 14II. (a) A person may be eligible to be admitted as a Non-Practising Member if he/she is eligible for admission as a Member or a Provisional Member but is not engaged in health care practice.
- (b) A Non-Practising Member is not entitled to vote (thus neither to move nor to second a resolution), but may enter into discussion from the floor during general meetings, however attendance at any general meeting is at the wish and discretion of the Chairperson.
- (c) A Non-Practising Member is not entitled to Professional Indemnity Insurance, Health Fund refund status or Yellow Pages listing.
- (d) A Non-Practising Member shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (e) A Non-Practising Member is not permitted to practise acupuncture, Chinese herbal medicine or other health care practice professionally i.e. to charge a fee or stipend for treatment. However, he/she may apply for change of status to that of Member or Provisional Member (whichever applies) prior to undertaking or returning to professional health care practice.
- (f) The following restrictions apply to the status of Non-Practising Membership:
- (i) Non-Practising Membership is not permitted for periods less than six months;
 - (ii) There is no entitlement to a refund of fees paid if a member changes to Non-Practising Membership part-way through a calendar year, but any credits can be applied against the following year's fees;
 - (iii) If a Non-Practising Member reinstates to Full Membership within twelve months of downgrading to Non-Practising Membership, he/she will be required to pay the full membership fee for the year when he/she upgrades to full membership;
 - (iv) A member is unable to downgrade to Non-Practising Membership more than once within any two consecutive calendar years.

ASSOCIATE MEMBERS (TRANSITIONAL)

- 14III. (a) A person who is eligible for Full Membership of the Association and who is a member of an designated organisation may apply for admission as an Associate Member (Transitional).
- (b) For the purposes of this article, a designated organisation is an organisation which the Board deems fit to recognise as such, which has similar standards, aims and objectives as the Association, whose members include practitioners of acupuncture, Chinese herbal medicine and/or other TCM modality accredited by AACMA and with whom the Board of the Association has negotiated a formal agreement to confer designated organisation status. Recognition of designated organisation status may be revoked by the Board at its discretion.

- (c) An Associate Member (Transitional) is bound by the Memorandum and Articles of Association and code of ethics, code of conduct or pronouncement and, subject to Article 14III(g), is entitled the rights and benefits of practice that attach from time to time to Provisional Members.
- (d) An Associate Member (Transitional) is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Full Members as may be determined by the Board from time to time.
- (e) An Associate Member (Transitional) is not entitled to vote (thus neither to nominate or second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings; however attendance at any General Meeting is at the wish and discretion of the Chairperson.
- (f) An Associate Member (Transitional) shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (g) An Associate Member (Transitional) is not entitled to Yellow Pages listing with the Association, nor to the practitioner referral service or other privileges of Full Membership that may arise from time to time.
- (h) An Associate Member (Transitional) shall be required to continue membership of the designated organisation and should a person cease to be a member of the designated organisation, then the status of Associate Membership (Transitional) of the Association shall be deemed terminated. Nothing in this article shall prevent an Associate Member (Transitional) from applying for Full Membership of the Association.

PROVISIONAL MEMBERSHIP

- 14IV. (a) Subject to this article, where an applicant for Full Membership does not meet all the requirements for Full Membership but the Board is satisfied that the applicant is of a sufficient standard and is able to practise acupuncture and/or Chinese herbal medicine in a safe and professional manner, then the Board may confer the status of Provisional Membership.
- (b) For each successful applicant for Provisional Membership, the Board may prescribe continuing education and/or other requirements which must be met by the Provisional Member to the satisfaction of the Board and within the time frame determined by the Board.
- (c) Where the Board has prescribed continuing education and/or other requirements for a Provisional Member and the Provisional Member has complied with such requirements to the satisfaction of the Board and within the time-frame determined, then Full Membership status may be conferred on that member. Failure to comply with any prescribed continuing education and/or other requirements within the time-frame determined shall effect termination of that person's status as Provisional Member.
- (e) Where the Board has prescribed no continuing education or other requirement, then that Provisional Member shall be conferred Full Membership status after three years, or such earlier period as may be determined by the Board.
- (f) A Provisional Member is bound by the Memorandum and Articles of Association and code of ethics, code of conduct or pronouncement, is entitled to practice acupuncture and is deemed, subject to this article, to have the same rights and obligations of Full Members. A Provisional Members shall not be issued with a Certificate of Membership.
- (g) A Provisional Member is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Full Members as may be determined by the Board from time to time.
- (h) A Provisional Member is not entitled to vote (thus neither to nominate or second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings, however attendance at any General Meeting is at the wish and discretion of the Chairperson.
- (i) A Provisional Member shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (j) Nothing in this article shall absolve an applicant for Full Membership from meeting all requirements for Full Membership as may determined by the Articles and by the Board from time to time.

ASSOCIATE MEMBERS (DISPENSER – REGISTERED)

- 14V (a) A person may be admitted as an Associate Member (Dispenser – Registered) where he/she:
- (i) Is registered as a Chinese herbal medicine dispenser in a State where use of the title “registered Chinese herbal medicine dispenser” or similar title is protected under an Act; or
 - (ii) Is registered as a pharmacist under a State Act and has authorisation to use the title “Chinese herbal medicine dispenser” or similar title in a State where the title “registered Chinese herbal medicine dispenser” is a protected title under an Act;
- (b) An Associate Member (Dispenser – Registered) is bound by the Memorandum and Articles of Association and code of ethics, code of conduct or pronouncement.
- (c) Subject to these Articles, an Associate Member (Dispenser – Registered) is entitled to the rights and benefits of membership as determined by the Board from time to time.

- (d) Associate Members (Dispenser – Registered) shall not be issued with a Certificate of Membership but shall be entitled to annual Certificates of Accreditation in Chinese Herbal Medicine Dispensing and to be issued with an Annual TGA Advertising Certificate of Exemption.
- (e) An Associate Member (Dispenser – Registered) is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Full Members as may be determined by the Board from time to time.
- (f) An Associate Member (Dispenser – Registered) is not entitled to vote (thus neither to nominate nor second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings, however attendance at any General Meeting is at the wish and discretion of the Chairperson.
- (g) An Associate Member (Dispenser – Registered) shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (h) Nothing in this article shall absolve an applicant for Full Membership from meeting all requirements for Full Membership as may be determined by the Articles and by the Board from time to time.

14VI. DELETED 26 May 2012

ASSOCIATE MEMBERS (PROVISIONAL)

- 14VII (a) Subject to this article, where an applicant for Full Membership does not meet all the requirements for Full Membership but the Board is satisfied that the applicant:
- (i) has been in full-time professional practice of acupuncture and/or Chinese herbal medicine for a period of at least the ten (10) previous years (or equivalent in part-time practice); and
 - (ii) is enrolled in a recognised course of study, can show evidence to the satisfaction of the Board that he/she has the capacity to successfully finish the course within a reasonable time, has completed at least 50% of the recognised course of study, and undertakes to complete the recognised course of study within a period of time as determined by the Board; and
 - (iii) the Board is satisfied that the practitioner is of a sufficient standard and able to practise acupuncture and/or Chinese herbal medicine and/or other TCM modality in a safe and professional manner;
 - (iv) satisfies/d the transitional requirements for practitioners of acupuncture and/or Chinese herbal medicine to offer GST-free acupuncture and/or Chinese herbal medicine services as outlined in Regulation 7 of A New Tax System (Goods and Services Tax Transition) Regulations 2000, No 111 of 2000;
- then the Board may confer the status of Associate Member (Provisional).
- (b) For each successful applicant for Associate Member (Provisional), the Board may prescribe educational and/or additional continuing education and/or other requirements which must be met by the Associate Member (Provisional) to the satisfaction of the Board and within the time frame determined by the Board.
 - (c) Where the Board has prescribed educational and/or continuing education and/or other requirements for an Associate Member (Provisional) and the Associate Member (Provisional) has complied with such requirements to the satisfaction of the Board and within the time-frame determined, then Full Membership status may be conferred on that member. Failure to comply with any prescribed educational and/or continuing education and/or other requirements within the time-frame determined shall result in termination of that person's status as Associate Member (Provisional).
 - (d) An Associate Member (Provisional) is bound by the Memorandum and Articles of Association code of ethics, code of conduct or pronouncement and is entitled to practise acupuncture, Chinese herbal medicine and/or other TCM modalities as applicable
 - (e) Subject to these Articles, an Associate Member (Provisional) is entitled to the rights and benefits of membership as determined by the Board from time to time. Associate Members (Provisional) shall not be issued with a Certificate of Membership.
 - (f) An Associate Member (Provisional) is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Full Members as may be determined by the Board from time to time.
 - (g) An Associate Member (Provisional) is not entitled to vote (thus neither to nominate nor second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings, however attendance at any General Meeting is at the wish and discretion of the Chairperson.
 - (h) An Associate Member (Provisional) shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
 - (i) Nothing in this article shall absolve an applicant for Full Membership from meeting all requirements for Full Membership as may be determined by the Articles and by the Board from time to time.

ASSOCIATE MEMBERS (ANMO-TUINA)

- 14VIII.(a) A person may be admitted as an Associate Member (Anmo-Tuina) where he/she:
- (i) is a practitioner of TCM Remedial Massage and has met the requirements for membership as an Associate Member (Anmo-Tuina) as set down by the Board from time to time;
- (b) An Associate Member (Anmo-Tuina) is bound by the Memorandum and Articles of Association and code of ethics, code of conduct or pronouncement.
- (c) Subject to these Articles, an Associate Member (Anmo-Tuina) is entitled to the rights and benefits of membership as determined by the Board from time to time. Associate Members (Anmo-Tuina) shall not be issued with a Certificate of Membership but shall be entitled to annual Certificates of Accreditation in TCM Remedial Massage and to be issued with an Annual TGA Advertising Certificate of Exemption.
- (d) An Associate Member (Anmo-Tuina) is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Full Members as may be determined by the Board from time to time.
- (e) An Associate Member (Anmo-Tuina) is not entitled to vote (thus neither to nominate nor second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings, however attendance at any General Meeting is at the wish and discretion of the Chairperson.
- (f) An Associate Member (Anmo-Tuina) shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (g) Nothing in this article shall absolve an applicant for Full Membership from meeting all requirements for Full Membership as may be determined by the Articles and by the Board from time to time.

RETIRED MEMBERS

- 14IX. (a) A person may be enrolled as a Retired Member where he/she:
- (i) has been a qualified member of the Association for a continuous period of membership of at least 15 years; and
 - (ii) is permanently retired from professional health care practice.
- (b) Retired Membership shall be awarded on such terms and conditions as determined by the Board from time to time.
- (ab) A person may be deemed a Retired Fellow where he/she:
- (i) has met the requirements for Retired Member status; and
 - (ii) is/was a Fellow of AACMA immediately prior to converting to Retired Member status.
- (c) A Retired Member continues to be bound by the Memorandum and Articles of Association and code of ethics, code of conduct or pronouncement.
- (d) A Retired Member is not entitled to practise acupuncture, Chinese herbal medicine or other health care practice, and is not entitled to access member practice benefits, but may attend continuing education and social events of the Association.
- (e) A Retired Member is entitled to be reinstated as a Member or a Non-Practising Member.
- (f) A Retired Member is not entitled to vote (thus neither to nominate nor second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings, however attendance at any General Meeting is at the wish and discretion of the Chairperson.
- (g) A Retired Member shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (h) Nothing in this article shall absolve a Non-Practising Member from meeting all requirements for Non-Practising Membership as may be determined by the Articles and by the Board from time to time.

ASSOCIATE MEMBERS (SPECIFIC)

- 14IX (a) Subject to this article, where an applicant for Full Membership does not meet all the requirements for Full Membership but the Board is satisfied that the applicant:
- (i) has been in full-time professional practice of acupuncture and/or Chinese herbal medicine for a period of at least the ten (10) previous years (or equivalent in part-time practice); and
 - (ii) the Board is satisfied that the practitioner is of a sufficient standard and able to practise acupuncture and/or Chinese herbal medicine and/or other TCM modality in a safe and professional manner; then the Board may confer the status of Associate Member (Specific).
- (b) For each successful applicant for Associate Member (Specific), the Board may prescribe educational and/or additional continuing education and/or other requirements which must be met by the Associate Member (Specific) to the satisfaction of the Board and within the time frame determined by the Board.

- (c) Where the Board has prescribed educational and/or continuing education and/or other requirements for an Associate Member (Specific) and the Associate Member (Specific) has complied with such requirements to the satisfaction of the Board and within the time-frame determined, then Full Membership status may be conferred on that member.
- (d) An Associate Member (Specific) is bound by the Memorandum and Articles of Association code of ethics, code of conduct or pronouncement and is entitled to practise acupuncture, Chinese herbal medicine and/or other TCM modalities as applicable.
- (e) Subject to these Articles, an Associate Member (Specific) is entitled to the rights and benefits of membership as determined by the Board from time to time.
- (f) An Associate Member (Specific) is required to have Professional Indemnity Insurance for the modalities practised to a level deemed acceptable by the Board and is required to fulfil the same continuing education requirements that apply to Full Members as may be determined by the Board from time to time.
- (g) An Associate Member (Specific) is not entitled to vote thus neither to nominate nor second a resolution) at General Meetings, but may enter into discussion from the floor during General Meetings; however attendance at any General Meeting is at the wish and discretion of the Chairperson.
- (h) An Associate Member (Specific) shall not be eligible for executive positions, but may be elected by the Board to serve on any committee in an advisory capacity only.
- (i) Nothing in this article shall absolve an applicant for Full Membership from meeting all requirements for Full Membership as may be determined by the Articles and by the Board from time to time.
- (j) Where Associate Member (Specific) status is conferred as a result of a merger agreement with another association, the Board shall be bound by the terms of the agreement when determining the rights and benefits for the Associate Members covered by the agreement.

STUDENT MEMBERS

- 15. (a) Any person may be eligible to be enrolled as a Student Member if she/he is either studying or has successfully completed studies in an approved course of acupuncture and/or traditional Chinese medicine but who has not yet attained the required standard of study in the required ancillary subjects as set down by the Board.
- (b) A person who is a member of any association or society which the Board deems fit to recognise may be admitted as a Student Member on such terms and conditions as may from time to time be prescribed by the Board.
- (c) A Student Member shall not be entitled to vote (thus neither to move nor to second a resolution), but may enter into discussion from the floor during general meetings, however attendance at any general meeting is at the wish and discretion of the Chair.
- (d) A Student Member shall not be eligible for executive positions, but may be elected by the Board to serve on any Committee in an advisory capacity only.
- (e) Subject to paragraph 5(f), a Student Member is not permitted to practise acupuncture or Chinese herbal medicine professionally, i.e. to charge a fee for acupuncture or Chinese herbal medicine treatment.
- (f) A person who is enrolled in an approved course of study and who was in acupuncture and/or Chinese herbal medicine practice prior to the commencement of that approved study may be admitted as a Student Member. A person admitted under this paragraph shall be entitled to continue the practice of acupuncture and/or Chinese herbal medicine while a Student Member provided that he/she is not permitted to publicise or promote in his/her practice or to the public in any way whatsoever either directly or indirectly in such a way that could lead another person to believe that he/she is a qualified member of the Association.

LIFE MEMBERS

- 16. Any member -
 - (a) Who has rendered such services to the Association as would in the opinion of the Board entitle him/her to the distinction of life-membership; or,
 - (b) Upon whom the Board desires to confer such distinction because of knowledge and/or experience in the profession of acupuncture and Chinese medicine - may be elected by the Board as a Life-member and shall be entitled to all the privileges of membership without payment of the Annual Subscription.
- 17. The Secretary is to keep a separate Register of Life Members and enter the names in this Register when elected by the Board.

HONORARY MEMBER

- 18. (a) The Board may appoint any person and one not necessarily practising acupuncture and/or traditional Chinese medicine as an Honorary Member of the Association.

- (b) Honorary Members shall have no voting rights, but may enter into discussion from the floor during general meetings.
- (c) Honorary Member shall be exempt from paying Nomination Fee or Annual Subscription.

HONORARY VICE-PRESIDENTS

- 19. (a) The Board may elect a person of eminence or distinction or as a mark of recognition to be Honorary Vice-President.
- (b) If any such person so appointed is a member of the Board at the date of his/her appointment as Honorary Vice-President, he/she shall continue to enjoy the full rights of a member of the Board and he/she is one of constituting the quorum of Board Meetings.
- (c) if any such person is not a member of the Board at the date of appointment as an Honorary Vice-President, he/she shall not unless subsequently elected by the members at a general meeting as a member of the Board pursuant to Article 29 be a member of or entitled to vote at any meeting of the Board.
- (d) If any such person is not a member of the Association at the date of his/her appointment as an Honorary Vice-President, he/she shall (unless and until he/she becomes a member) be an Honorary Member of the Association for the period of his/her appointment as a Honorary Vice-President.
- (e) Honorary Vice-President shall retire each year but shall be eligible for re-election by the Association at its Annual General Meeting.

MEMBERSHIP FEE - SUBSCRIPTION

- 20. The annual subscription and membership fees in respect of ordinary members and student members shall be the sums as the Board may determine from time to time.
- 21. (a) The annual subscription shall be payable in advance on the First day of January in every year, after which day no registration, termination or forfeiture of membership shall exempt a former member from payment of the current year's subscription.
- (b) Payment or tender of the annual subscription shall be made to the secretary personally or through the post addressed to the Secretary.
- (c) A financial member at any material time is a member who is not then indebted to the Association in respect of any annual subscription or other payment whatsoever.
- (d) Only those members who are financial members at the time shall be entitled to speak or vote upon any motion at any annual or general meeting of the Association.
- (e) A member who is in arrears with his/her annual subscription for three (3) calendar months shall be deemed to have forfeited his/her membership but the Board in its absolute discretion may reinstate him/her on payment of the amount due.
- (f) Any person who is elected a member of the Association on or after the first day of January and before the first day of April in any one year shall pay the full amount of the annual subscription payable for that year; any person who is elected a member of the Association on or after the first day of April and before the first day of July in any one year shall pay three quarters of the full amount of annual subscription payable for that year; any person who is elected a member of the Association on or after the first day of July and before the first day of October in any one year shall pay half the full amount of annual subscription payable for that year; and any person who is elected a member of the Association on or after the first day of October in any one year shall pay one quarter of the full amount of annual subscription payable for that year.
- (g) All nominees, nominators and signatories of nominations for positions on the Board or State Committees must be financial members at the time of so becoming a nominee, nominator or signatory of said nomination.

CESSATION OF MEMBERSHIP

- 22. (a) Any member may at any time by notice in writing to the Secretary and by returning the Certificate of Membership resign his/her membership of the Association and in so doing forfeits the balance of the deemed unexpired portion of the annual subscription.
- (b) The Board may at any meeting of the Board called for that purpose expel or discipline any member for conduct found by the Board not to be in the best interest of the Association and/or the profession of acupuncture and Chinese medicine.
- (c) For the purpose of (b) above the Board may delegate its powers to a Disciplinary Committee.

PROHIBITION OF CERTAIN ACTS AND CONDUCT

- 23. (a) The Board may make by-laws formulate a code of ethics and issue pronouncements:
 - (i) For the inculcation of sound practice

- (ii) For prevention of illegal and dishonourable practices
 - (iii) For protection of the interests of the profession of acupuncture and Chinese medicine thus prohibit such acts and regulate the conduct of members in that regard as the Board thinks fit.
 - (b) Unless the Board has given its consent in writing, no practitioner shall accept or hold an appointment deemed by the Board to be inimical to the interests of the profession.
 - (c) Without limiting the meaning of the expression illegal and dishonourable practices, an acupuncture or Chinese medicine practitioner shall be guilty of illegal or dishonourable conduct who -
 - (i) Was within the period of twelve months preceding the date that he was so charged, guilty of addiction to a toxicating liquor or to any delirious drugs;
 - (ii) Is guilty of infamous conduct, malpractice, or unprofessional conduct or practice;
 - (iii) If in his/her capacity as a practitioner neglects to do something which any reasonable person guided by those considerations which ordinarily regulate the conduct of human affairs would do, or does something which a reasonable person claiming such general or special qualifications would not do, or shows in any other way the absence of such reasonable skill and attention as shall have endangered the health of the patient or prolonged his/her illness or period of convalescence.
 - (iv) Is convicted in a court of law of an offence (other than a traffic offence) punishable by three or more years imprisonment and for a fine exceeding \$10,000.00.
24. The Board may provide for and impose penalties on (including forfeiture of membership) those members who may commit a breach thereof or who may not observe the provisions of any such by-laws, code of ethics, code of conduct or pronouncements.

DISCIPLINARY COMMITTEE

- 24I (a) (i) The Board shall appoint not less than three and not more than five people (of whom a majority shall be members of the Association) to a committee (to be known as the Disciplinary Committee) for the control and discipline of acupuncture and Chinese medicine practitioners.
- (ii) The Board may from time to time subject to the Articles remove from office any member of the Disciplinary Committee, or fill any vacancy in its membership, or appoint any additional committee member or members.
- (iii) A majority of the number of the duly appointed Disciplinary Committee members for the time being shall constitute a quorum.
- (iv) Except as otherwise provided by these articles the Disciplinary Committee shall regulate its own procedures subject to approval of the Board and any rule of law or equity.
- (b) The Disciplinary Committee shall have the power to inquire into any charge in regards to a member, that the member:
- (i) Has committed a breach of, or has failed to observe the provisions of any by law pronouncement or professional duty.
 - (ii) Has committed an act of misconduct in a professional respect.
 - (iii) Has acted dishonourably or in a manner derogatory to the profession of acupuncture and Chinese medicine.
 - (iv) Has committed any act or neglected to do any act punishable by imprisonment for a term of three or more years or a fine exceeding \$10,000.
 - (v) Has committed a breach of the code of ethics, code of conduct or pronouncement of the Board.
 - (vi) Employs or is in partnership with a practitioner who has been found guilty of one or more of the charges referred to in sub-clauses (i) to (v) of this clause; provided however, that where the member has the consent in writing of the Board, that consent shall be a complete answer to as charge under this sub-clause.
- (c) Where, after inquiry into any charge made against a member, the Disciplinary Committee is of the opinion that the member is guilty of any charge mentioned, or referred to, or included in clause 24(b) the Disciplinary Committee may, if it thinks fit, but subject to the provisions of these Articles, shall recommend to the Board one or more of the following:
- (i) suspend the member from the rights and privileges of membership for such time as it may specify, but not exceeding two years;
 - (ii) Impose conditions or restrictions on the rights and privileges of membership enjoyed by the member or upon the practice of acupuncture or Chinese medicine by the member;
 - (iii) Declare his/her membership forfeited and remove the member's name from the Register of Members;
 - (iv) Admonish or censure the member;
 - (v) Fine the member an amount not exceeding \$10,000;

- (vi) Order the member to undertake counselling, continuing professional education, mentored clinical training or other professional development activity;
- (vii) Order the member to pay restitution to any member or members of the public suffering loss or damage caused by the member's act or omission of an amount representing the loss or damage, up to, but not exceeding the sum of \$500.

Provided that the Disciplinary Committee shall not recommend that a member be suspended or forfeit his/her membership unless the Disciplinary Committee is of the opinion that the member is not a fit and proper person to practise as an acupuncture or Chinese medicine practitioner. The Disciplinary Committee shall cause a written record to be made of all evidence presented to it and of the reasons for its conclusions and recommendations.

- (d) Upon receipt of recommendations regarding charges against a member from the Disciplinary Committee the chairperson of the Board shall within thirty days thereof call a meeting of the Board to consider the recommendations and, if it sees fit, make such order or orders as it sees desirable or necessary. Any sum ordered by the Board to be paid by way of penalty, restitution, cost or expense under this clause shall be deemed to be a debt due by the member ordered to pay it to the Association and shall be recoverable in any court of competent jurisdiction.
- (e) After the hearing of any Disciplinary Committee inquiry, that committee may make such recommendations to the Board, and the Board may make such order as to the payment of costs it thinks fit.
- (f) The Disciplinary Committee by notice in writing signed by its chairperson or secretary may require any member to give evidence in writing or in person at the hearing of any inquiry under paragraph 24I(b) and to produce all books, patient records and documents in that member's custody or under his/her control relating to the subject matter of the inquiry.
- (g) On the suspension or expulsion of a member from the rights and privileges of membership, the member shall forthwith return his/her certificate of membership to the Secretary of the Board.
- (h) Where a member fails to pay a fine, costs, expenses or make restitution as ordered by the Board pursuant to these Articles within the time specified, or if no time is specified within fourteen days of the order of the Board, or where the member has ceased to hold the qualifications of membership, or where in the Board's opinion the practitioner's admission as a member was obtained by improper means, the Board may at its discretion suspend or expel the practitioner from membership of the Association.
- (i) For the purposes of this clause, the term 'Member' includes student members.
- (j) Every order made by the Board shall be signed by the person acting as chairperson of the Board at the meeting when the order was made, or, if he/she is not available, by some other member of the Board present at the meeting when the order was made.
 - (i) every such order of the Board must contain a statement of the findings of the Disciplinary Committee in relation to the case;
 - (ii) every document purporting to be an order of the Board and to be signed by the chairperson or any other member of the Board shall, in the absence of proof to the contrary, be deemed to be an order of the Board duly made, without proof of the making thereof, or proof of signature or office or membership of the Board.
- (k) Where the Board makes an order against a member or former member the order and statement of findings (if any) shall be served on the member or former member by registered mail and the order shall take effect from the date on which it was made.
- (l) Neither the Association, nor any member, servant or office of the Association, shall be under any criminal or civil liability whatsoever in respect of any works spoken or written, where a duty is imposed upon that person to make liability whatsoever in respect of any works spoken or written, where a duty is imposed upon that person to make a statement, at or for the purposes of the hearing of any Disciplinary Committee inquiry or subsequent Board consideration or other proceedings or any order or findings made pursuant thereto unless it is proved in a court of competent jurisdiction before which any proceedings are taken that the defendant in those proceedings has acted in bad faith.
- (m) The Disciplinary Committee and Board shall not exercise with respect to any member any of the disciplinary functions conferred on by the Articles without giving the member a reasonable opportunity of being heard in his/her own defence. Where a member has been found guilty of a breach of these Articles, the code of ethics, the code of conduct or pronouncement, the Board may call the member before it for the purpose of implementing the order or advising the member of the Board and/or Disciplinary Committee's orders and/or recommendations.
- (n) For the purposes of Articles 22, 23, 24, 24I, 24II and 25, the Disciplinary Committee may conduct its meetings and hearings by the contemporaneous linking together by instantaneous communication device of the members of the Disciplinary Committee not less than quorum necessary. The quorum necessary for conducting Disciplinary Committee meetings and hearings shall be fixed by the Board and unless so fixed shall be three (3).

DEFENCES TO CHARGES OF BREACH OF RULES

- 24II (a) Any defence to a charge which would be available to an acupuncture or Chinese medicine practitioner charged under the criminal law of the state in which he/she resides should also be available to the practitioner in answer to any charge of the breach of the rules.
- (b) a member will not be found to have acted unprofessionally where the member acted in a manner which (at the time of that the activity occurred) was widely accepted in Australia by peer professional opinion as competent professional practice.

SUSPENSION OR FORFEITURE OF MEMBERSHIP

25. The Board may -
- (a) Suspend a member from the privileges of membership.
- (b) Declare his/her membership forfeited (thus the member shall cease to be a member and his/her name shall be removed from the Register of Members).
- (c) Admonish censure and/or fine a member, and in default of payment by the member of any such fine and/or other sum of money ordered by the Board to be paid to the Association by such member may suspend or declare his/her membership forfeited, if -
- (i) In the opinion of the Board the member has been guilty of any breach or failure to observe the provisions of any by-law and code of ethics, code of conduct or pronouncement.
- (ii) In the opinion of the Board the member has been guilty of dishonourable conduct or practices derogatory to the profession of acupuncture and Chinese medicine or any other circumstances justifying such action.
- (iii) In the opinion of the Board his/her admission as member was obtained by improper means.
- (iv) In the opinion of the Board the member has ceased to hold the qualifications for membership and/or ceased to follow or to implement the practices presented by these Articles by-laws and code of ethics, code of conduct and pronouncements.
- PROVIDED THAT a member who has been suspended or who has resigned may be declared to have forfeited his/her membership if after suspension or resignation he/she fails to deliver up his/her Certificate of Membership to the Board when required.
- (v) References to “member” in Articles 22, 23, 24 and 25 also apply to “Student Members”.

BOARD

26. (a) Subject to Article 26 (b), the Board shall consist of
- (i) a Chairperson;
- (ii) a Deputy Chairperson
- (iii) a Secretary;
- (iv) a Treasurer;
- (v) and a minimum of one other Member.
- (b) Subject to Article 29(d), the number of members of the Board shall be calculated according to the following formula: {(the number of States with one hundred (100) or more members) times two (2) plus (the number of States with less than one hundred (100) members) times one (1) plus one (1)}; PROVIDED that the number of members of the Board at any one time shall not be less than five (5) and shall not exceed eleven (11).
- (c) Subject to Articles 26(a), 26(b), 26(d), 26(f) and 26(g) the members of the Board shall be elected as follows:
- (i) up to two (2) directors from the members ordinarily resident in New South Wales or the Australian Capital Territory;
- (ii) up to two (2) directors from the members ordinarily resident in Queensland;
- (iii) up to two (2) directors from the members ordinarily resident in Victoria or Tasmania;
- (iv) up to one (1) director from the members ordinarily resident in the Northern Territory or South Australia;
- (v) up to one (1) director from the members ordinarily resident in Western Australia;
- (vi) the remaining directors from the members regardless of State of residence;
- (vii) all directors to be elected by the members as a whole;
- (d) Once the Board Members have been elected, the Board Members shall elect a Chair, Deputy Chair, Secretary and Treasurer from amongst their number.
- (e) To qualify for election as the Chair, the Board Member must derive his/her primary source of income from clinical practice as a health care professional and be in practice at least twenty (20) hours per week or be retired from bona fide clinical practice after a minimum of ten (10) years as a health care professional. The Chair is required, within fourteen (14) days of election to the position of Chair, to provide a statutory

declaration that he/she has met this qualification; provided that if the remaining Board Members are not satisfied with the statutory declaration or it has not been received within the specified time, the position of Chair shall be deemed vacant and the Board members shall elect a new Chair.

- (f) For the purposes of paragraphs (c) (i), (ii), (iii), and (iv) of this article, where a member is ordinarily resident outside Australia, he/she may elect a State in which he/she is deemed ordinarily resident; provided that where no election has been made the Board will determine the State in which the overseas member is deemed ordinarily resident.
 - (g) Where there are fewer than one hundred (100) members ordinarily resident in a State, then the members in that State will be entitled to one (1) director to be elected from the members in that State under Article 26(c)(i),(ii),(iii),(iv) or (v). Where there are one hundred (100) or more members ordinarily resident in a State, then the members in that State will be entitled to two (2) directors to be elected from the members in that State under Article 26(c)(i), (ii), (iii), (iv) or (v).
 - (h) A reference to a member in this article is a reference to a member entitled to vote, and excludes reference to Student, Non-Practising, Associate, or Provisional members. A reference to a State is a reference to State as defined in Article 1.
- 27.
- (a) Subject to Articles 27(c), 27(d), 27(e) and Article 29, the directors shall hold office for two (2) years.
 - (b) At the Annual General Meeting of the Association held at the expiration of the said term, those directors whose terms have expired shall retire from office but shall be eligible for re-election.
 - (c) Where an election is to be held for both of the Board positions referred to in Article 26(c)(i),(ii),or (iii), then the director elected with the greatest number of votes shall be elected for a two year term and the director elected with the second greatest number of votes shall be elected for a one year term, thereafter reverting to rotating two year terms.
 - (d) Where an election is to be held for both of the Board positions referred to in Articles 26(c)(iv) and (v), then the director elected with the greatest number of votes for a State shall be elected for a two year term and the director elected with the greatest number of votes for the other State shall be elected for a one year term, thereafter reverting to rotating two year terms.
 - (e) Directors elected in accordance with Article 26(c)(vi) shall hold office for one year.
- 28.
- (a) Election of members of the Board shall be by postal vote.
 - (b) At least thirty-five (35) days' notice of election of members of the Board by postal vote is required.
 - (c) Any two members will be entitled to nominate any other member of the Association to serve as a member of the Board under the provisions of Article 26(c).
 - (d) The nomination, which will be in writing and signed by the member and his/her proposer and seconder, will be lodged with the Secretary at least twenty-four (24) days before the Annual General Meeting in which the election is to take place.
 - (e) Ballot lists and ballot papers shall be prepared containing the names of the candidates, showing the State in which they are ordinarily resident, and that these be posted to members at least twenty-one (21) days, exclusive of the date of posting, before the Annual General Meeting in which the election is to take place.
 - (f) Any member wishing to lodge a postal vote must lodge the vote with the Secretary, or such place as determined and notified by the Board, at least seven (7) days prior to the Annual General Meeting in which the election is to take place.
 - (g) Counting of postal votes shall take place prior to the Annual General Meeting in which the election is to take place and the results of the postal votes shall be declared by the Secretary to the members present at the Annual General Meeting and the results of postal votes shall be notified to members by email and placed on the members' section of the AACMA web site within fourteen (14) days after the Annual General Meeting.
 - (h) Subject to these Articles, regulations for the administration and scrutiny of postal voting and determination of validity of any postal vote shall be determined by the Board from time to time and such regulations and amendments thereto shall from time to time be published to members.
 - (i) In the case that there will not be sufficient number of candidates nominated, the members of the Board may fill up the remaining vacancy or vacancies; provided that the appointment of any member of the Board in accordance with this sub-article shall be by unanimous vote of the existing Board Members for each additional Board Member.
- 29.
- (a) At the statutory meeting or general meeting of members, the members may by ordinary resolution remove a Board member elected by them under Article 26(c) and may by ordinary resolution elect a new Board member. The person so appointed will be subject to retirement at the same time as if he/she had become a member of the Board on the day on which the member of the Board in whose place he/she was appointed was last elected or became a member of the Board.
 - (b) The Board will have the power to appoint a financial member who may or may not then be a member of the Board to fill any casual vacancy on the Board (provided that such a vacancy was not caused in accordance with the provisions of Article 29(a)). The person so appointed will be subject to retirement at the same time as

if he/she had become a member of the Board on the day on which the member of the Board in whose place he/she is appointed was last elected or became a member of the Board. When a casual vacancy is being filled, the Board shall have regard to the wishes of the members as expressed at the immediately previous Annual General Meeting. Any appointment of a member of the Board to fill a casual vacancy shall be by a two-thirds majority vote of the existing members of the Board.

- (c) The Board may, at its discretion, increase the number of members of the Board up to the maximum number of eleven (11), provided that such appointment of additional directors shall be by unanimous vote of the existing members of the Board for each additional member of the Board appointed. A Board member appointed by virtue of this position shall be subject to retirement at the ensuing Annual General Meeting. Where the Board has been increased, by virtue of this article, in two (2) consecutive years, the number of Board positions shall be increased accordingly and be open to election under Article 26(c) at the next Annual General Meeting.
- (d) The person appointed by virtue of Article 29(a) must be resident in the same State as the person removed by virtue of Article 29(a).

30. The Office of a member of the Board shall become vacant if the member of the Board -

- (a) Ceases to be a member of the Association;
- (b) Ceases to be a member of the Board by virtue of the Act;
- (c) Becomes bankrupt or makes an arrangement or composition which his creditors generally;
- (d) Becomes prohibited from being a member by reason of any order made under the Act;
- (e) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (f) Resigns his/her office by notice in writing to the Association;
- (g) For more than three consecutive meetings is absent without permission of the members of the Board from meetings of the Board held during that period;
- (h) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest in the manner required by the Act.
- (i) is or becomes a board member, director, executive, management committee member or holds a management or salaried administrative position of or with any other organisation or body, incorporated or unincorporated, which has amongst its objects or purposes the representation or regulation of health care professionals, an exemption is granted in relation to an appointment to a statutory registration board or a directorship on the Acupuncture Ethics and Standards Organisation Ltd,
- (j) where a newly elected Board Member is in contravention of this paragraph at the time of being elected to the Board, the Board Member must within one (1) calendar month following the date of the Annual General Meeting at which the Board Member was elected, fully divest him/herself of such interest(s) which contravene(s) this paragraph. The Board may, if requested by the Board Member, grant an extension of time of not more than one (1) month if the Board Member is unable to remedy the contravention of this paragraph within the prescribed time and PROVIDED that the Board Member provides proof to the Board's reasonable satisfaction that he/she has taken all reasonable steps to divest him/herself of such interest(s) and that any remaining undivested interest(s) are a technicality only.
- (k) is not a financial member for a period of thirty (30) days.

POWERS AND DUTIES OF THE BOARD

- 31. (a) The management and control of the Association and of its funds shall be vested in the Board.
 - (b) In addition to the powers and authorities by these presents expressly conferred on it, the Board may exercise all such powers and do all such acts and things as may be exercised and done by the Association which are not hereby or by the Act expressly directed or required to be exercised or done by the Association in a general meeting and subject nevertheless to the provisions of the Act and of these presents and to any resolution from time to time passed by the Association in general meeting. PROVIDED THAT no resolution at a general meeting shall invalidate any prior act of the Board which would have been valid if such resolution had not been passed.
32. Without prejudice to the general powers conferred by the fast preceding Article and other powers conferred by these Articles, it is hereby expressly declared that the Board shall have and has the following powers:
- (a) It may from time to time may vary, amend, enlarge, revoke and repeal by-laws the and code of ethics, code of conduct and pronouncements ancillary to but not inconsistent with these Articles on all subjects not expressly reserved for the Association in general meeting whether the same be expressed among its powers or not.
 - (b) It may prescribe conditions or qualifications (in addition to the requisites of these Articles) for applicants for admission as members and for change in the status of members generally or in any particular case.

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- (ba) It may prescribe conditions or qualifications (in addition to the requisites of these Articles) for applicants for admission as accredited acupuncture practitioners, generally or in any particular case with such conditions and benefits attached thereto as it thinks fit.
 - (bb) It may prescribe conditions or qualifications (in addition to the requisites of these Articles) for applicants for admission as accredited Chinese herbal medicine practitioners, generally or in any particular case with such conditions and benefits attached thereto as it thinks fit.
 - (bc) It may prescribe conditions or qualifications (in addition to the requisites of these Articles) for applicants for admission as accredited Anmo-Tuina (TCM Remedial Massage) practitioners, generally or in any particular case with such conditions and benefits attached thereto as it thinks fit.
 - (bd) It may prescribe conditions or qualifications (in addition to the requisites of these Articles) for applicants for admission as accredited Dispensers, generally or in any particular case with such conditions and benefits attached thereto as it thinks fit.
 - (be) It may set terms and conditions (in addition to the requisites of these Articles) for certification of members, individual non-members, and organisations in relation to practices affecting the profession generally including, but not limited to, the use (or non-use) of endangered species.
 - (bf) It may set terms and conditions (in addition to the requisites of these Articles) for the endorsement of members to enable the listing of members with third parties for non-TCM health services including, but not limited to, naturopathy, Western herbal medicine, Western remedial massage and homoeopathy.
 - (c) It may fund prizes for students with such conditions attached as it thinks fit.
 - (d) It may at its discretion appoint such Examiners, Lecturers, Registrars, Secretaries, Officers, Clerks, Agents Consultants, Advisers and Servants for permanent, temporary or special services as it may from time to time think fit and may determine their duties and fix their salaries or emoluments and may require security in such instances and to such amount as it shall think fit and may appoint from time to time Bankers, Legal Advisers and Consultants of the Association. It may also in its discretion remove or suspend any of the herein mentioned appointees.
 - (e) It may purchase rent or otherwise acquire and furnish suitable premises for the use of the Association or for carrying out its objectives.
 - (f) It may take cognisance of anything affecting the Association concerning the professional conduct of members and shall have power to bring before the general meetings of the Association or any other bodies (governmental or otherwise) any matters it considers material to the Association or to the interests of the profession and may make any recommendations and take such action as it thinks fit in relation thereto.
 - (g) With a view to extending the benefits of the Association it may communicate from time to time with similar bodies and with members of the profession in other places for the purpose of obtaining and communication information on all matters likely to prove beneficial or interesting to members. It may also negotiate and arrange with other similar bodies for the reciprocal recognition of the status of members.
 - (h) It shall circulate among the members a copy of the accounts and a report of the activities of the Association during the previous year and it may in its discretion prepare a list of members and such other information as it may deem to be of interest and circulate the same among the members and/or other persons that the Board may select.
 - (i) It may institute or conduct defend compound or abandon any legal proceedings by and against the Association or its officers and members otherwise concerning the affairs of the Association. It may also compound and allow time for payment or satisfaction of any debts due or of any claims for demands by or against the Association.
 - (j) It may refer any claims or demands by or against the Association to arbitration and observe and perform every award made as a result of such arbitration.
 - (k) It may make and give receipts releases and other discharges for moneys payable to the Association and for the claims and demands of the Association.
 - (l) It may invest and deal with any moneys of the Association upon such security and in such manner as it thinks fit and it may from time to time vary and call in such investments.
 - (m) It may borrow or raise money by bank overdraft by the issue of debentures or any other securities founded or based upon all or any of the property and rights of the Association or without any such security and upon such terms as to the priority or otherwise and upon such terms as to the priority or otherwise as the Board shall think fit.
 - (n) It may determine who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents on behalf of the Association.
 - (o) It may accept from any member on such terms and conditions as shall be agreed a surrender of his/her rights and privileges in the Association.
 - (p) It may set aside out of the profits of the Association such sums as it thinks fit as a reserve fund to meet contingencies or for repairing, improving, and maintaining any of the property of the Association and for such other purposes as the Board in its absolute discretion thinks conducive to the interests of the Association.

- (q) It may appoint Committees from members of the Association for such purposes and with such powers as it may prescribe and likewise it may terminate the appointment, powers and purposes of any Committee at any time whether in part or in whole.
- (r) It may exercise all such powers privileges and discretions as are not by statute or by these Articles expressly and exclusively required to be exercised by the members in general meeting.
- (s) From time to time under Seal it may make regulations, by-laws, pronouncements in relation to the Association, and at any time in like manner to annul or vary any regulations by-laws pronouncements so made, and all regulations by-laws pronouncements so made and for the time being enforce shall be binding on all the members of the Association, and shall have full effect accordingly. It is expressly declared that without restricting the generality of the foregoing words the following shall inter alia be deemed to be regulations in relation to the Association within the meaning of this Article, that is to say, regulations: -
- (i) As to the mode of election of members and honorary members of the Association.
 - (ii) As to the cases in which persons shall be entitled to life membership of the Association.
 - (iii) As to the Membership Fee (if any) payable in respect of membership of the Association.
 - (iv) As to the Annual, half-yearly, quarterly or other subscriptions or payments to be payable by Members, Student Members and Honorary Members of the Association.
 - (v) As to the rights and privileges which shall be accorded to Honorary Members and visitors.
 - (vi) As to the rights and privileges which shall be accorded to members of the Association.
 - (vii) As to the use of property (whether premises, equipment, furniture, library etc.) of the Association by members.
 - (viii) As to arrangements with any other Associations or persons (incorporated or not) for reciprocal concessions or otherwise.
 - (ix) As to suspension of membership.
 - (x) As to establishment of courses and determination of the syllabus in the study of acupuncture and/or traditional Chinese medicine and ancillary subjects thereto.
 - (xi) As to establishment of social activities for members of the Association.
 - (xii) As to the incorporation or establishment of any branch association outside of the State of Queensland.
33. All cheques promissory notes drafts bills of exchange or other negotiable instruments made for and on behalf of the Association shall be signed drawn or executed as the case may be by any two members of the Board or should the Board appoint a Committee from members for this purpose one of the two signatories must be a member of the Board. Any negotiable instruments may be endorsed by any one member of the Board or of the Committee so appointed or by any person appointed by the Board provided such are banked to the credit of the account of the Association at the Bank determined by the Board. Receipts of money are to be signed by the person receiving the money or negotiable instrument on behalf of the Association.
34. The members of the Board shall cause the Minutes to be made and kept:
- (a) Of Board and/or Members General Meetings.
 - (b) Of names of those attending in the respective meetings.
 - (c) Of all appointments of Officers, Committee and Board Members.
 - (d) Of full names of applicants admitted as Members, Associate Fellows, Fellows, or Student Members.
 - (e) Of all proceedings at all meetings of the Board and of the members.
- Such minutes shall be signed by the Chairperson of the Meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting together with the date on which the Minutes were signed or preferably by all who attended the meeting.
35. The members of the Board may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit.
- (a) Any member of the Board may at any time summon a meeting of the Board.
36. Subject to these Articles, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Board shall for all purposes be deemed a determination of the Board.
- (a) In the case of an equality of votes the Chair of meeting shall have a second or casting vote.
37. A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he/she has an interest or in any matter arising there from.
- (a) If he/she does vote his/her vote shall not be counted, notwithstanding the fact that he/she declared his/her interest in terms of Section 123.
38. (a) The quorum necessary for the transaction of the business of the Board may be fixed by the members and unless so fixed shall be four (4).

- (b) For the purposes of these Articles, the contemporaneous linking together by instantaneous communication device of a number of consenting directors not less than quorum necessary, whether or not any one or more of the directors is out of Australia, will be deemed to constitute a meeting of the directors and all provisions of these Articles will apply to such meetings held by instantaneous communication device so long as the following conditions are met:
- (i) all the directors from the time being entitled to received notice of the meetings of directors will be entitled to notice of a meeting by instantaneous communication device and to be linked by instantaneous communication device for the purposes of such meeting. Notice of any such meeting will be given on the instantaneous communication device or on any other manner permitted by these Articles;
 - (ii) each of the directors taking part in the meeting by instantaneous communication device must be able to hear each of the other directors taking part at the commencement of the meeting;
 - (iii) at the commencement of the meeting each director must acknowledge his/her presence for the purpose of a meeting by the directors to all other directors taking part;
 - (iv) a director may not leave the meeting by disconnecting his/her instantaneous communication device unless he/she has previously obtained the express consent of the Chairperson of the meeting and a director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous communication device unless he/she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid; and
 - (v) a minute of the proceeding as such meeting by instantaneous communications device will be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

For the purpose of this clause “instantaneous communication device” will include telephone, video streaming or any other audio and/or visual device, which permits instantaneous (or near as practical) communication.

- (c) A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors will be as valid and effectual as if it has been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors or as provided for in the Act.
39. (a) Ex officio the Chair is the Chairperson of all meetings of the Board and of Committees appointed by the Board; provided that the Board may elect a substitute Chair for any Committee where it deems it appropriate to do so.
- (b) If, at any meeting of the Board or of a Committee, or any part thereof, the Chair is unable to attend, or is not present within fifteen (15) minutes after the time appointed for holding the meeting, or declines to Chair the meeting, or is disabled from being Chair due to conflict of interest on any matter under discussion, or for any other reason, the Deputy Chair shall be the Chairperson of the meeting, and failing him/her the remaining Board Members present at the Board Meeting or Committee Meeting may elect one of their number to be Chairperson of the meeting, or of the part thereof.
- (c) The Chair shall, for public representation and ceremonial purposes, be called the President. Otherwise, subject to this article and to Article 36, no additional powers or duties, above those of Board Members in general, attaches to the position of Chair.
- (d) The Deputy Chair shall, for public representation and ceremonial purposes, be called the Vice-President. Otherwise, subject to this article and to Article 36, no additional powers or duties, above those of Board Members in general, attaches to the position of Deputy Chair.
40. Members of a Committee may meet and adjourn as they think fit.
41. All acts done by any meeting of members of the Board or of a Committee, or by any person acting as a member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified, are valid as if every such member or person had been duly appointed and was qualified to be a member.
42. A Resolution in writing signed by all members of the Board or by all members of a Committee shall be valid and effectual as if it had been passed at a meeting duly convened and half by the Board or by the Committee respectively.
- (a) Any such resolution may consist of several documents in like form each signed by one or more members of the Board or of the Committee as the case may be.

ALTERNATE BOARD MEMBER

43. A member of the Board may with his/her approval of a majority of members of the Board appoint any member of the Association to act during his/her inability as Alternate member of the Association to act during his/her inability as Alternate member on the Board so long as the appointer remains a member of the Board.

- (a) A member of the Board who is not a permanent resident of or does not have a registered address in Australia is deemed to be unable to attend and his/her Alternate is entitled to receive notices and agenda of Board Meetings.
- (b) As no member of the Board is entitled to remuneration in his/her capacity as a member of the Board excepting reimbursement of expenses incurred in transacting business on behalf of the Association or in accordance with Memorandum IVA, so too an Alternate of a member of the Board is entitled only to reimbursement of expenses incurred in transacting business on behalf of the Association or in accordance with Memorandum IVA.

GENERAL MEETINGS

- 44. The Statutory Meeting of the Association shall be held within a period of not less than one month and not more than three months after the date of the incorporation of the Association and at such place as the Board may determine.
 - (a) Notice of such meeting and of General Meetings shall be given twenty-one (21) days before the meeting, accompanied by a statutory report certified by two members of the Board and complying with Section 135 of the Act.
- 45. Subsequent Annual General Meetings shall be held once in every calendar year within five calendar months of 31st December, the closing date of the financial year of the Association, at such time and place as may be determined by the Board.
 - (a) Any Annual General Meeting that may be called for after 31st May but on or before 30th June, it to be by approval of the Commissioner for Corporate Affairs pursuant to an Application so made by the Board not later than the last day of April setting out the reasons for the delay.
 - (b) The above-mentioned Annual General Meetings shall be called Ordinary General Meetings and all other general meetings shall be called Extraordinary General Meetings.
 - (c) Annual General Meetings shall be held on a rotating basis in the States having at least fifty (50) members ordinarily resident in that State.
- 46. The members or any member of the Board may whenever it is thought fit convene an Extraordinary General Meeting.
 - (a) On the requisition of the members of the Association holding at the date of the deposit of the requisition not less than one-tenth of the total voting rights of all members having at that date a right to vote at general meetings, the Board shall forthwith proceed duly to convene an Extraordinary General Meeting of the Association to be held as soon as practicable but in any case not later than two months after receipt by the Association of the requisition.
 - (b) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Association, and may consist of several documents in like form each signed by one or more requisitionists.
 - (c) If the Board does not within twenty-one days after date of the deposit of the requisition proceed to convene a meeting, the requisitionists or any of them representing more than one-half of the total voting rights of all of them, may themselves in the same manner as possible as that in which meetings are to be convened by the Board, may convene a meeting, but any meeting so convened shall not be held after the expiration of three months from that date.
 - (d) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to convene a meeting shall be paid to the requisitionists by the Association and any sums so paid by the Association become a debt due from the members of the Board as were in default.
 - (e) An Extraordinary General Meeting shall be held in the same State in which the last Annual General Meeting was held.

NOTICE OF GENERAL MEETING

- 47. (a) Subject to Article 28, except in the case of a meeting for purpose of passing a special resolution, at least twenty-one (21) days' notice shall be served upon those entitle to receive same specifying:
 - (i) The date, place and hour of meeting
 - (ii) That a member may appoint a proxy
 - (iii) In the case of special business the general nature of such business.
- (b) Subject to Article 28, in the case of a meeting for the purpose of passing a special resolution, at least twenty-eight (28) days' notice shall be served upon those entitle to receive same specifying:
 - (i) The date, place and hour of meeting
 - (ii) That a member may appoint a proxy
 - (iii) The special resolutions and/or other special business to be considered at the meeting.

48. All business shall be special:
- (a) That is transacted at an Extraordinary General Meeting and
 - (b) All that is transacted at an Annual General Meeting
- OTHER THAN
- (i) Consideration of accounts balance sheets, reports of Directors and Auditors.
 - (ii) Election of members of the Board
 - (iii) Appointment of Auditors
 - (iv) Such other business as the Act may determine from time to time
 - (v) The election of members to the State Committees.

PROCEEDINGS AT GENERAL MEETINGS

49. No business shall be transacted at any general meeting unless a quorum of eight (8) persons entitled to vote are present, as a member or as a proxy for a member.
- (a) If within half an hour from the time appointed for the meeting a quorum is not present,
 - (i) If convened upon the requisition of members of Association, the meeting shall be dissolved;
 - (ii) In any other case it shall be stood 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 members of the Board determine; and
 - (iii) If at the adjourned meeting the quorum is not present within half an hour from time to time appointed for the meeting, the members present shall be the quorum.

THE CHAIRPERSON OF GENERAL MEETINGS

50. (a) The person elected to the position of Chair shall preside as Chairperson of every General Meeting of the Association.
- (b) If the Chair is unable to attend, or is not present within fifteen (15) minutes after the time appointed for holding the meeting, or declines to Chair the meeting, or is disabled from being Chair due to conflict of interest on any matter under discussion, or for any other reason, the members present shall elect any other member of the Board present to be Chairperson of the meeting, or of the part thereof.

ADJOURNMENT OF GENERAL MEETING

51. A Meeting may resolve to adjourn only to complete business unfinished at such meeting.
- (a) If the meeting is adjourned for more than thirty (30) days a further notice of seven (7) days shall be given but it shall not be necessary to give any notice of an adjournment of a shorter period of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETING

52. A resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result on the show of hands) by:
- (i) The Chair, or
 - (ii) At least three members present in person or by proxy, or
 - (iii) Any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members present having the right to vote at the meeting.
53. Unless a poll is so demanded as in Article 52, a declaration by the Chair that a resolution on show of hands has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the Minutes of the proceedings of the meeting 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 the resolution.
- (a) The demand for a poll may be withdrawn.
54. If a poll is duly demanded it shall be taken as the Chair directs either at once or after an interval or adjournment and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (a) A Poll demanded on the election of a Chair or adjournment of the meeting shall be taken forthwith.

VOTES OF MEMBERS

55. Subject to the provisions of Article 21(d) at meetings of members of the Association each member may vote in person or by proxy or by attorney or by duly authorised representative.

- (a) Every person present who is a member or a proxy for a member or by attorney or by duly authorised representative shall have one vote on a show of hands or on a poll.
- (b) 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 not vote whether on show of hands or a poll, but may do so through any person, Committee or Public Curator properly authorised to manage his/her estate and such Committee, Public Curator or other person may vote by proxy or attorney and whether on show of hands or a poll has one vote.
56. No objection shall be raised to the qualification of any person to vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.
- (a) Any such objection made during the meeting or adjourned meeting shall be referred to the Chair of the meeting, whose decision shall be final and conclusive.

PROXIES

57. A member may appoint another person (whether a member or not) as his/her proxy to attend and vote in his/her stead at a meeting and such proxy shall have the same rights at the meeting as the member he/she represents including the right to vote on the show of hands or on a poll and to demand a poll.
- (a) A member must appoint a proxy by instrument in writing under the hand of the appointer or of his/her attorney so authorised.
58. Where it is desired to afford a member an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following manner or a form as near thereto as circumstances permit.
- "I/We, of being a member or having power of attorney for a member of the above mentioned Association hereby appoint or failing him/her the Chair of the meeting/adjourned meeting to vote for me on my behalf at the Annual or Extraordinary or Adjourned (as the case may be) General Meeting of the Association to be held on the day of, 20 .., and at any adjournment thereof.
- Signed this day of '20 Member/Attorney for Member
- This proxy is to be used * in favour of 1* against the resolution
- *Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as he/she thinks fit.)
59. The instrument appointing a proxy or the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than twenty-four (24) hours before the time appointed for the meeting.
- (a) In default the instrument appointing a proxy shall not be treated as valid though the power of attorney or other authority (if any) will be noted for future meetings.
- (b) A vote given in accordance with the terms of an instrument of proxy or power of attorney or other authority (if any) shall be valid notwithstanding the previous death or unsoundness of mind of the member or revocation of the instrument was executed if no intimation in writing of such death unsoundness of mind revocation or transfer 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.

SECRETARY

60. The Secretary shall perform all usual secretarial duties and in particular shall:
- (a) Attend to correspondence of the Association;
- (b) Attend all Meetings of the Board and General Meetings;
- (c) Enter Minutes of the resolutions and proceedings of Meetings of the Board and General Meetings in a book provided for that purpose;
- (d) Keep at the registered office of the Association a Register of Members setting forth in full the names and addresses of all members of the Association and the date of latest payment by each member of his/her subscription;
- (e) On order of the Board or the requisition of members convene all general meetings of the Association;
- (f) Prepare such Returns as and when required by the Companies Act, and/or Income Assessment Act;
- (g) Prepare Certificates of Membership;
- (h) Keep a Postage Book of all mail outward;
- (i) Perform such other duties as may be prescribed by the Board from time to time;
- (j) The Secretary is entrusted with the safe-keeping of the Common Seal of the Association and is to make sure that the affixing of the Common Seal is only done pursuant to a resolution of the Board and under the hand

of the Chair and the Secretary, or of any two members of the Board, or of any one Board Member and of a Member of the Association so determined by the Board.

TREASURER

61. The Treasurer shall perform all the usual duties associated with his/her office and in particular shall:
- (a) Issue receipts for moneys received, thus working in close liaison with the Secretary;
 - (b) Prepare list of accounts to be passed for payment or for confirmation by the Board;
 - (c) Prepare the usual monthly Bank Reconciliation Statements of the Cash Book;
 - (d) Be in charge of the preparation of the Financial Statements and/or prepare same;
 - (e) Prepare or is in charge of the preparation of budgets (short term or long term);
 - (f) Attend to such financial statements or accounts as the Board may determine from time to time.

BANK

62. The funds of the Association shall be deposited to the credit of an account in the name of the Association with a Bank designated and approved by the Board from time to time.
- (a) A Committee authorised to receive and/or make payments on its own behalf must within seven (7) days of the close of the month prepare a Bank Reconciliation Statement showing details of Receipts and Payments.
 - (b) Such statement and list must be submitted to the Treasurer within seven (7) days of the close of the month.

ACCOUNTS

63. Once at least in every financial year as at 31st December, Financial Statements of the Association and/or Consolidated Statements of the Association shall be prepared setting out the results for the financial year and the state of affairs as at the end of the financial year.
- (a) Should the Treasurer be unversed in the preparation of the herein mentioned Financial Statements, he/she is hereby authorised to seek and obtain such assistance at the expense of the Association from any person registered under the Public Accountants Registration Act of Queensland.
64. The members of the Board shall cause to be kept proper books of account pursuant to Section 161 of the Act showing the financial transactions of the Association.
- (a) The Books of account shall be kept at the Registered Office of the Association or elsewhere as the members of the Board shall deem fit.
 - (b) Such books shall not be available for inspection by members except as authorised by Statute, the Board or a General Meeting.
 - (c) Pursuant to articles 44, 45 and 61 the members of the Board shall in accordance with Section 162 of the Act lay before the Association in general meeting such profit and loss accounts and balance sheets as are referred to in that Section.

AUDIT

65. Only such Auditors shall be appointed who qualify as such according to Section 9 of the Act and their duties shall be regulated in accordance with Section 165, 166 and 167 of the Act.
- (a) Within one month of the date of incorporation of the Association or within one month after vacancy (other than a vacancy caused by removal of an auditor from office), the members of the Board shall appoint an Auditor or Auditors, who will hold office until the next Annual General Meeting.
 - (b) Auditor or Auditors appointed at an Annual General Meeting shall hold office until death or removal or resignation in accordance with Section 166B or until ceasing to be capable of acting as auditor by reason of Section 165 (1) or (3).
 - (c) The remuneration rights and duties shall be regulated in accordance with the Act.
 - (d) The Auditors shall make a report to the members of the Association of the accounts examined by them and on every balance sheet laid before the Association in general meeting during tenure of office.
 - (e) The Report shall state:
 - (i) Whether or not they have obtained all the information and explanations they have required;
 - (ii) Whether in their opinion the profit and loss account and balance sheet referred to in their Report are properly drawn up and so as to give a true and fair view of the results (deficiency or surplus) for the financial year ended and of the state of affairs of the Association as at the end of the financial year;
 - (iii) Whether the accounting and other records (including registers) are properly kept in accordance with the Act.
 - (f) A copy of the Report shall be sent to each Member.

REFERENCE OF DIFFERENCES

66. If any professional difference shall arise between members of the Association which they desire to have amicably settled by reference to one or three persons and they are unable to agree upon the persons to act in such reference, such persons shall be determined in the manner hereinafter provided.
- (a) The Secretary shall upon application in writing by the parties furnish them with a list of the members of the Board.
 - (b) If it is desired to refer the matter in difference to ONE person the parties shall strike off all the names upon the said list except two and the person as referee shall be determined by lot from such two.
 - (c) If it be desired to refer the matter to THREE persons, then each party may select one as his/her first choice and as third member, all names are to be struck off the list except two and the third person shall be determined by lot from such two. In the event that both parties shall strike off all the names upon the said list except two and the person as referee shall be determined by lot from such two. In the event that both parties agree on the first choice, then the two names that were not struck off become the referees to make up the complement of three.
67. The Board may appoint a Committee referred to as Board of Reference consisting of three of its members to whom any difference between members of the Association and persons other than members regarding fees for services rendered, may if desired, be referred for settlement.

NOTICES

68. Notice of every general meeting shall be given to:-
- (a) Every Member and Student Member; and
 - (b) The Auditor of the Association.
69. A notice may be served upon any Member or Student Member, personally or by sending it through the post in a prepaid letter directed to the Member or Student Member at his/her address as shown in the Register of Members or Register of Student Members as the case may be.
- (a) A notice given by advertisement shall be made once in the daily newspaper of the capital city in such State of Australia which the member shall have an address last known to the Association.
 - (b) Every notice served by post shall be deemed to have been served at the time when the letter containing same should in the ordinary course of post be delivered and a certificate signed by the Secretary or the person employed by him/her to post such notice shall be conclusive evidence of the same having been duly posted.
 - (c) Notices shall be made by first class mail and each notice to a member of the Association shall include an official form of proxy voting.

PRIVILEGED COMMUNICATIONS

70. All communications correspondence reports minutes and other papers and documents relative to:
- (a) Any application to the Association.
 - (b) Admission or advancement of members.
 - (c) Complaints or investigations concerning members.
 - (d) Proceedings of any Committee under the provisions of Article 31.
 - (e) Suspension or forfeiture of membership of any member
- shall be privileged and confidential and shall not be passed out of the custody of the proper officer nor shall any contents be disclosed outside save on the express authority of such Board as recorded in the minutes.

INDEMNITY

71. The Association shall indemnify every member of the Board or officer or auditor of the Association against all costs losses damages or expenses including hotel and travelling expenses in respect of any covenant contract or agreement entered into or act or thing done in the discharge of his/her duties or in and about carrying into effect any object or purpose of the Association and in respect of any action suit proceeding or other matter whatsoever connected with the Association or the affairs thereof and the Board shall make such payments as are necessary for the purpose of giving effect to such indemnity.
72. No member of the Board or other officer of the Association shall be answerable or responsible for any act receipt omission neglect or default of any other person notwithstanding any receipt or other document signed or act done for the sake of conformity or for any loss or damage whatsoever suffered by the Association unless the loss or damage shall happen through his/her own dishonesty.

73. Nothing contained or implied in Articles 71 and 72 hereof shall operate to exempt any person from or to indemnify him/her against any liability which by virtue of any rule or law would otherwise attach to him/her in respect of any negligence default breach of duty or breach of trust of which he/she may be guilty in relation to the Association.

STATE COMMITTEES

74. (a) The Members ordinarily resident in each State may elect a State Committee of a minimum of three (3) members and a maximum of twelve (12) members.
- (b) (i) Any two members ordinarily resident in a State will be entitled to nominate any other member of the Association ordinarily resident in the same State to serve as a member of the State Committee;
- (ii) All State Committee Members elected in accordance with Article 74 shall hold office for one year.
- (iii) If there are less than three members elected to a State Committee, the Board may appoint up to three (3) members to fill up the vacant positions.
- (iv) Subject to Article 74(iii), if in any case there will not be sufficient numbers of candidates elected, the members of the State Committee may fill up the remaining vacancy or vacancies up to the maximum number of positions.
- (v) Subject to Article 74(iii), the Committee members may fill any casual vacancy on the Committee.
- (vi) Subject to Articles 74(a) and 74(b)(i), (ii), (iii), (iv), and (v), the election of State Committees shall be in accordance with the rules governing the election of Board Members
- (vii) Article 30(i) does not apply to members elected to sit on State Committees.
- (c) (i) Each State Committee shall elect a Chairperson, up to four Deputy Chairpersons, a Minutes Secretary, and a Finance Secretary.
- (ii) The Chairperson of a State Committee shall be responsible for convening meetings of the State Committee and for liaison between the Committee and the Board. In the absence of the Chairperson, the members of the State Committee may appoint a Deputy Chairperson to act in the role of Chairperson.
- (iii) The Minutes Secretary shall be responsible for recording the minutes of meetings of the State Committee. Copies of the minutes of the meetings of State Committees shall be forwarded to the Board on a regular basis.
- (iv) Subject to Article 75(c), the Finance Secretary shall be responsible for monitoring the budget of the State Committee and approving expenditure in accordance with the guidelines, policies and procedures laid down by the Board from time to time.
- (d) (i) For the purposes of Article 74, State means:
- Australian Capital Territory; or
 - New South Wales; or
 - Northern Territory; or
 - Queensland; or
 - South Australia; or
 - Tasmania; or
 - Victoria; or
 - Western Australia.
- (ii) Where the members ordinarily resident in a State listed in the Article are or fall below twenty (20) members, the number of members on the State Committee shall not exceed ten (10) members; provided that if the number of members ordinarily resident in a State is or falls below ten (10) then the members ordinarily resident in that State shall not be entitled to elect a State Committee but may elect a State Liaison Officer whose role shall be in lieu of the State Committee.
- (e) For the purposes of Sections 74 and 75, a member is deemed to be a Life Member, Fellow, Associate Fellow, Member, Provisional Member, Non-Practising Member, Retired Member, and Associate Member.
- (f) (i) Student Members may elect one (1) student representative from their campus to sit on the State Committee for the related state or territory.
- (ii) The role of the student representatives is to act as a bridge between enrolled students and the State Committee for professional development and social functions organised by the State Committee, and to encourage students enrolled in AACMA recognised courses to become Student Members of AACMA.
- (iii) To be eligible for election to a student representative position on a State Committee:
- the nominee must be a current Student Member of AACMA and be enrolled in a program of study included on the AACMA Recognised Course List; and
 - the nominator and seconder must be current Student Member of AACMA and be enrolled in a program of study at the same institute as the nominee.

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- (iv) To be eligible to vote for a student representative, a Student Member must have provided evidence of current enrolment in a program of study in TCM as of the close of receipt of postal votes.
 - (v) If a program of study is offered at more than one campus, Student Members at each campus may elect a student representative to the State Committee of the related state or territory.
 - (vi) Reference to the AACMA Recognised Course List in article 74 is reference to the AACMA Recognised Course List that was published on the AACMA website as at 31 March of the year of the related annual general meeting.
75. (a) The role of State Committees shall be as determined by the Board in writing from time to time, but shall include:
- acting as a platform for the discussion of issues and activities relevant to members in a State
 - the provision of advice and submissions to the Board on relevant matters.
 - the provision of social and professional development activities within a State, in accordance with policies and procedures as determined by the Board from time to time.
- (b) The Board will allocate a budget each year to cover the operating costs of State Committees, and State Committees shall be accountable to the Board for the administration of the allocated budget in accordance with policies and procedures laid down by the Board from time to time.
- (c) Subject to Articles 75(b) and 75(d), State Committee Members will have no power to incur expenditure on behalf of a State Committee without the prior authorisation of the State Committee.
- (d) Subject to Articles 75(a) and 75(b) no State Committee will have any power to act on behalf of the company or incur any liability on behalf of the company or pledge or charge or encumber any asset of the company except in accordance with a written authorisation by the Board, pursuant to a resolution of the Board.