

# AUSTRALIAN HOMŒOPATHIC ASSOCIATION INC

## CONSTITUTION

(Revised May 2008)

### 1. Name

The name of the association is the AUSTRALIAN HOMŒOPATHIC ASSOCIATION INCORPORATED (in these Rules called “the Association”). The Association is formed from the merger of, and is the successor in law of, the state branches of the Australian Federation of Homœopaths (incorporated in New South Wales, South Australia, Western Australia, Queensland and Victoria) and the Australian Society of Homeopaths (Queensland).

### 2. Definitions

- 2.(1) Homœopathy is a system of medicine based on fundamental laws of healing – the law of similars and the law of the minimum dose.
- 2.(2) State Branches consist of the members resident in a state, in any state of Australia in which sufficient members reside to provide a quorum. The committee of a branch shall be an elected State Branch Committee.

### 3. Objectives

- 3.(1) The objectives of the Association are to:
  - (a) Advance the study and practice of homœopathy.
  - (b) Disseminate knowledge of the principles and practice of homœopathy.
  - (c) Protect, support and promote the interests of homœopaths.
  - (d) Define acceptable qualifications for membership.
  - (e) Establish and maintain a register of fully qualified homœopaths.
  - (f) Conceive, define, establish and adopt an acceptable Code of Professional Conduct.
  - (g) Support the development of, and adherence to, a national competency standard for homœopaths.
  - (h) Provide a continuing professional education program for homœopaths.
  - (i) Engage in and encourage research into homœopathy.
  - (j) Operate on a non-political and non-sectarian basis.
  - (k) Engage in any relevant activity as the National Council may determine.

- (l) Raise the public profile of homœopathy.
  - (m) Promote unity within the profession.
  - (n) Develop national and international links with other homœopaths and homœopathic organizations.
- 3.(2) The National Council and State Branch Committees acknowledge that they have a responsibility to work together to achieve the objectives stated herein and that they shall endeavour to act at all times only in the best interests of the Association as a whole.

#### **4. Powers**

Subject to the Associations Incorporation Act, the Regulations and these Rules and to any resolution passed in General Meeting, the powers of the Association are:

- 4.(1) To do all such things and acts as may be necessary, convenient, desirable or calculated to attain or assist in the attainment of the above objectives and purposes or the proper management of the affairs of the Association, as the Association may in its discretion from time to time decide.
- 4.(2) To acquire, hold, deal with, and dispose of any real or personal property.
- 4.(3) To subscribe to, become a member of and cooperate with any other association, club or organization, whether incorporated or not, whose objectives are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its funds any club, association or organization that does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under Rule 21.(1).
- 4.(4) To exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a General Meeting of members of the Association.
- 4.(5) To appoint agents to transact any business of the Association on its behalf.
- 4.(6) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions that the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.(7) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the Association.

- 4.(8) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objectives.
- 4.(9) To open and operate bank accounts.
- 4.(10) To invest its money:
  - (a) in any security in which trust moneys may be invested; or
  - (b) in any other manner authorised by the Association.
- 4.(11) To borrow money upon such terms and conditions as the Association thinks fit.
- 4.(12) In furtherance of the objectives of the Association, to lend and advance money or credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 4.(13) To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- 4.(14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.(15) To enter into any other contract the Association considers necessary or desirable.
- 4.(16) To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- 4.(17) To take any gift of property, whether subject to any special trust or not, for any one or more of the objectives of the Association.
- 4.(18) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

- 4.(19) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives.
- 4.(20) To hold conferences and meetings, arrange and attend lectures and discussions.
- 4.(21) In furtherance of the objectives of the Association, to amalgamate with any one or more incorporated associations having objectives altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 21.(1).
- 4.(22) In furtherance of the objectives of the Association, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.(23) In furtherance of the objectives of the Association, to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.(24) To make donations for patriotic, charitable or community purposes.
- 4.(25) To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association.

## **5. Control and Management of the Association**

- 5.(1) The National Council shall be the governing body of the Association and shall have such powers and authorities as are vested in it under these Rules and any amendments thereto.
- 5.(2) The State Branch Committees shall be responsible for the management and day to day running of the Association in their respective states, subject to Rule 5.(1).
- 5.(3) The National Council or a State Branch Committee may delegate any powers to a sub-committee or regional sub-branch committee, consisting of such members of the Association as the Council or Committee thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it and shall be accountable to the body that formed it and such body shall have the power to dissolve any such sub-committee at any time.

- 5.(4) Assets and property in the possession of the State Branch Committees at the time of incorporation of the Association, and those accumulated after that time, shall be held in the custody of the State Branch Committees on behalf of the Association unless, due to vacancy in the office of State Branch Committees or for any other reason, the State Branch Committees are unable for the time being to retain custody of the property and assets on behalf of the Association, in which case they shall be held by the National Council direct. In such event, National Council shall call and convene a Special General Meeting of the members of the State Branch within two (2) months to elect a new committee.

## **6. Membership**

### **6.(1) Classes and Qualifications**

There shall be the following classes of membership:

- (a) Professional membership, which shall be available to:
  - (i) Persons who are graduates of a course accredited by AROH (the Australian Register of Homoeopaths).
  - (ii) Persons who satisfy the requirements of AROH.
- (b) Bestowal of Recognition
  - (i) Fellowship may be bestowed by the National Council upon a Professional member in recognition of that member having made a significant contribution to the development of homœopathic knowledge.
  - (ii) Distinguished Service Award may be bestowed by National Council upon a Professional member in recognition of that member having made a significant contribution to the Association or the profession.
- (c) General membership, which shall be available to homœopaths, to students of homœopathy, and to members of the public who have a general interest in homœopathy and wish to promote homoeopathy and the objectives of the Association.
- (d) Corporate membership. A State Branch Committee may, with the approval of National Council, invite any company or firm that has an interest in homœopathy to become a Corporate member. If such company or firm accepts the invitation in writing and undertakes to be bound by and observe the provisions of this Constitution and any by-laws made hereunder, the State Branch Committee shall admit such company or firm to membership as a Corporate member.

- e) Honorary membership. National Council may invite an individual distinguished in homœopathy at an international level to become an Honorary member.
- f) The number of members in each class shall be unlimited.

6.(2) Applications for Membership

The applicant for membership shall apply in writing in such form as the National Council shall prescribe. Such applications shall contain an undertaking by the applicant that, in the event of his/her being admitted to membership, he/she shall be bound by and observe the provisions of the Constitution, the Code of Professional Conduct and any by-laws made. A non-refundable application fee, the amount as set from time to time by National Council, shall accompany each application for Professional membership. The applicant shall submit to such assessments and supply such information in support of his/her application as the State Branch Committee or National Council may require.

6.(3) Benefits of Membership

- (a) Upon the admission of any person as a member of the Association, such member shall be entitled to such benefits and privileges of membership of the Association and to all the obligations thereof as the National Council shall from time to time determine as applicable to that class of membership, shall be bound by the Constitution, Code of Professional Conduct and by any by-laws thereunder, provided nevertheless that no General, Honorary or Corporate member shall be eligible to become a member of the State Branch Committee or National Council or be entitled to vote at any meeting of the Association.
- (b) Upon the admission of a person as a Professional member or Fellow, he/she shall be entitled to exhibit his/her membership of the Association and use the letters M.A.H.A. or F.A.H.A. respectively.

6.(4) Fees

- (a) The membership and any and all other fees deemed necessary for each class of membership shall be such sum as the National Council shall from time to time determine, subject to Rule 5.(1).
- (b) All fees shall be payable at such time and in such manner as the National Council shall from time to time determine.
- (c) The State Branch Committees shall contribute to the National Council such levy or levies whenever deemed necessary by the National Council.

6.(5) Admission and Rejection of Membership Applications

- (a) At the next meeting of the State Branch Committee, except where otherwise provided, after the receipt of any application, along with proof of acceptance by AROH (in the case of professional membership), and the fees applicable for that class of membership, such application shall be considered by the State Branch Committee, who shall thereupon at that or a subsequent State Branch Committee meeting determine upon the admission or rejection of the applicant.
- (b) Any applicant who receives a majority of the votes of the members of the State Branch Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (c) Upon the acceptance or rejection of an application for any class of membership, the State Branch Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. In the event of rejection, any membership fees paid by the applicant in anticipation of membership shall be refunded in full but any application fee paid by the applicant shall be withheld in accordance with Rule 6.(2).

6.(6) Cessation and Termination of Membership

A person ceases to be a member of the Association if that person dies, resigns his/her membership, lapses AROH registration (in the case of professional membership), becomes insolvent, is insane or convicted of an indictable offence, fails to comply with any of the provisions of these Rules, or is expelled from the Association.

- (a) Any member may resign his/her membership of the Association at any time by giving the State Branch Secretary notice in writing to that effect. Such resignation shall take effect from the date received by the State Branch Secretary or from the date specified in the notice, whichever is the later.
- (b) A person who ceases to be a member under Rule 6.(6)(a) remains liable to pay the Association the amount of any subscription or other moneys due and payable by that person to the Association but unpaid at the date of that cessation.
- (c) If any member shall fail to pay his/her annual fee or any other moneys owing to the Association within two (2) months of the due date, notice may be given to him/her informing of the default and warning of the possible termination of his/her membership. If he/she does not so pay the fee or other moneys within one (1) calendar month after being given such notice, the State Branch Committee may rule that his/her membership be terminated, provided nevertheless that if at any time such member shall give to the State Branch Committee a satisfactory explanation he/she may, at the discretion of the State Branch

Committee and upon payment of all moneys owing by him/her to the Association, be re-admitted without penalty.

6.(7) Appeal against Rejection or Termination of Membership

- (a) A person whose application for membership has been rejected or whose membership has been terminated may, within one (1) month of receiving written notice thereof, lodge with the National Secretary written notice of his/her intention to appeal against the decision.
- (b) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the National Secretary shall convene, within three (3) months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the State Branch Committee or Council or those members thereof who rejected the application for membership or terminated the membership subsequently, shall likewise have the opportunity of presenting its or their case in person or by written submission. The appeal shall be determined by the vote of the members present at such meeting.

6.(8) Register of Members

- (a) The National Council shall cause a Register to be kept in which shall be entered the names and residential and/or postal addresses of all persons admitted to Professional membership of the Association and the dates of their admission.
- (b) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Council or the members at any General Meeting may require from time to time.
- (c) The Register shall be open for inspection during normal business hours and at such time and place as may be convenient to the Registrar within fourteen (14) days of any such request by any member who previously applies to the Registrar for such inspection, and the member may make a copy of or take an extract from but shall have no right to remove the Register for that purpose.
- (d) No person is permitted to use information from the Register for political or commercial gain.

6.(9) Disciplining of Members

The procedure and mechanism for the disciplining of members shall be as laid out in the Code of Professional Conduct or as is determined by the National Council from time to time or by any General Meeting of the members.

6.(10) Liabilities of Members

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 6.(4).

**7. National Council**

7.(1) Composition

(a) The National Council shall be composed of:

(i) One representative from each State Branch. Such officer shall be nominated and approved by his/her State Branch Committee annually and may hold office for a maximum consecutive period of six (6) years, provided that in the event of any of these appointed officers being unable to take part in any meeting of the National Council, then the State Branch Committee for whom he/she is the representative shall have the power to appoint a proxy in their stead.

(ii) Members elected by a national ballot of Professional members; the number of members so elected shall be three (3). Such members shall be elected for a two (2) year term, and are ineligible to serve more than three (3) terms consecutively. The elections for National Council shall be held biennially in the month of July.

(b) Every candidate for election as a member of National Council shall be a Fellow or Professional member.

7.(2) Office Bearers

(a) There shall be the following officers of the National Council:

(i) the National President

(ii) the National Vice President

(iii) the National Secretary

(iv) the National Treasurer

(v) the Registrar

(vi) Committee members

(b) Such officers shall be elected by the National Council from amongst its members at the first National Council meeting following the individual State Branch Annual General Meetings.

- (c) The National Council shall have the power to coopt onto itself any member of the Association as required, whether a Professional member or not, but such member shall have no voting rights.

7.(3) Election of National Council members

- (a) Voting for those members of National Council who are elected shall be by postal ballot. The ballot papers shall be prepared for each vacant office, providing for voters to mark their vote(s) by placing a cross opposite the name(s) of the candidates for whom they desire to vote. Ballot papers shall be posted to all members entitled to vote, together with two envelopes of such size that one may be placed inside the other. The larger of such envelopes shall be addressed to the National Secretary. Each member entitled to vote shall be instructed that, after marking the ballot paper(s), he/she should place the ballot paper(s) in the smaller envelope and seal it and then, after signing his/her name and also writing his/her name in block letters on the inside flap of the larger envelope, place the smaller envelope inside the larger envelope, seal it and post it to the National Secretary.
- (b) The National President shall appoint at least two (2) members of the Association to act as scrutineers. The scrutineers shall check the signatures and names on the outer envelopes in which the ballot papers are forwarded against a list of members entitled to vote and shall count the valid votes.

7.(4) In the event of a vacancy occurring on the National Council for whatever reason,

- (a) In the case of a State Branch representative, it shall be the responsibility of the State Branch whose member has created the vacancy to appoint another officer without delay.
- (b) In the case of an elected member, it shall be the responsibility of National Council to appoint another officer without delay.
- (c) In the event of a vacancy occurring among the office bearers, the members of the National Council shall fill that position from amongst its members.

## **8. State Branch Committees**

8.(1) Composition

- (a) A State Branch Committee of the Association shall consist of
  - (i) the President
  - (ii) the Vice Presidents (maximum 2)
  - (iii) the Secretary

(iv) the Treasurer

(v) Committee members

all of who shall be Fellows or Professional members of the Association.

(b) In the event of any of the office bearer positions becoming vacant, the State Branch Committee shall fill the position from amongst its continuing members and such elected member shall hold office for the unexpired portion of the predecessor's term.

(c) The State Branch Committee shall have the power to coopt on to itself any member of the Association as required, whether a Professional member or not, but such member shall have no voting rights.

8.(2) Each member of the State Branch Committee shall, subject to these Rules, hold office until the conclusion of the State Branch Annual General Meeting following the date of the member's election.

8.(3) At the State Branch Annual General Meeting, all the members of the State Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election, provided however that the State Branch President may hold office for a maximum term of six (6) consecutive years.

8.(4) The election of officers and other members of the State Branch Committee at the State Branch Annual General Meeting shall take place in the following manner.

(a) Every candidate for election as an officer of the State Branch Committee shall be a Fellow or Professional member and nominated by at least two (2) other Fellows or Professional members of the Association.

(b) Every nomination, together with the nominee's written acceptance thereof, shall be lodged with the State Branch Secretary not later than the closing date as indicated in the notice.

(c) If there shall be only one nomination for any of the State Branch offices of President, Vice Presidents, Secretary or Treasurer, the person so nominated shall be declared elected, but if there shall be more than one nomination for any such office then an election shall be held in respect of such office.

(d) Should, at the commencement of such State Branch Annual General Meeting, there be an insufficient number of candidates nominated, then nominations may be taken from the floor of the meeting.

(e) If insufficient further nominations are received, any vacant positions remaining on the State Branch Committee shall be deemed to be casual vacancies.

8.(5) Vacancies

- (a) In the event of a vacancy occurring in the membership of the Committee, the State Branch Committee may appoint a Fellow or Professional member to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the State Branch Annual General Meeting next following the date of the appointment.
- (b) Any member of the State Branch Committee may resign from membership of the Committee at any time by giving notice in writing to the State Branch Secretary.
- (c) The continuing members of the State Branch Committee may act notwithstanding any casual vacancy in the State Branch Committee, but if and for so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the State Branch Committee, the continuing member(s) may act for the purpose of increasing the number of members of the State Branch Committee to that number or of summoning a General Meeting of the Association but for no other purpose.
- (d) In the event of all members of a State Branch Committee resigning, then the National Council may fill such vacancies as per Rule 8.(5)(a).

**9. Office Bearers**

9.(1) The President shall:

- (a) The National President shall take the chair at all meetings of the National Council and of General Meetings of the Association, in his/her absence the Vice President shall take the chair, and if neither is present, then the members present shall elect one of their number to be Chairperson of the meeting.
- (b) A State Branch President shall take the chair at all meetings of that State Branch Committee and of all State Branch General Meetings, in his/her absence the Vice President shall take the chair, and if neither is present, then the members present shall elect one of their number to be Chairperson of the meeting.

9.(2) The Secretaries shall provide all secretarial functions for the National Council or State Branch Committees, giving all notices that may be required under this Constitution and keep a faithful record of all decisions reached at the meetings of the National Council or State Branch Committees and generally carry into effect the directions of the National Council or State Branch Committees.

9.(3) The Secretaries shall maintain records of:

- (a) The names and residential and/or postal addresses of the members who hold the offices provided for by the Rules of the Association, including all offices held by the members who constitute the National Council or a State Branch Committee of the Association and persons who are authorised to use the common seal of the Association.
- (b) The names and residential and/or postal addresses of any persons who are appointed to act as trustees on behalf of the Association.

9.(4) The Secretaries shall:

- (a) Cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every National Council or State Branch Committee meeting and General Meeting to be entered in a book to be open for inspection within fourteen (14) days of such a request by any financial member who previously applies to the appropriate Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every National Council and State Branch Committee meeting shall be signed by the Chairperson of that or the next succeeding meeting of that body verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chairperson of that or the next succeeding General Meeting of the Association or respective State Branch; provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that or the next succeeding General or Annual General Meeting.
- (b) Coordinate the correspondence of the Association or State Branch.
- (c) Comply on behalf of the Association with the various requirements of these Rules regarding the Register of members, availability of Rules and records of office holders and trustees of the Association.
- (d) Have custody of all books, documents, records and Registers of the Association, including those referred to in Rule 9.(3) other than those required to be kept and maintained by or in the custody of the Treasurers or auditors.
- (e) Perform such other duties as are imposed on them by these Rules or by any meeting of their State Branch or the Association.

9.(5) The Treasurers shall:

- (a) Be responsible for the receipt of all moneys paid to, or received by them on behalf of, the Association and shall issue receipts for those moneys in the name of the Association.
- (b) Have custody of all securities, books and documents of a financial nature and accounting records of the Association.

(c) Perform such other duties as are imposed on them by these Rules or by any meeting of their State Branch or the Association.

- 9.(6) The Registrar shall establish and maintain a Register of Professional members of the Association, Australia wide, specifying the name and address and classification of each member of the Association, together with the date on which the person became a member.
- 9.(7) As soon as possible after the end of the financial year, the National President and National Secretary shall each prepare a full report on the previous year's activities and the National Treasurer shall arrange for the preparation of an audited accounting of the National Council's funds. All of these documents shall be available for presentation by each State Branch at its Annual General Meeting.
- 9.(8) The terms of National President, Vice President, Secretary or Treasurer shall normally be a minimum of two (2) consecutive years and no more than four (4) consecutive years.

## **10. Funds and Accounts**

- 10.(1) The funds of the Association shall be derived from application fees, admission fees and annual subscriptions of members, donations, interest on investments and moneys raised from the holding of seminars and similar gatherings, profits on investments and other forms of revenue as are available to the Association under these Rules and, subject to any resolution approved at a National General Meeting, such other sources as the National Council determines.
- 10.(2) The funds of the Association shall be banked in the name of the Association in such bank(s) as the National Council or relevant State Branch Committee may from time to time direct.
- 10.(3) Proper books and accounts shall be kept and maintained, either in written or printed form in the English language, showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 10.(4) All moneys shall be banked as soon as practicable after receipt thereof.
- 10.(5) All amounts of one hundred dollars or over shall be paid by cheque signed by two (2) of the President, Secretary, Treasurer or other member authorised from time to time by the National Council or relevant State Branch Committee.

- 10.(6) Cheques shall be crossed "Not negotiable" except for those in payment of wages, allowances or petty cash recoupment, which may be open.
- 10.(7) National Council and the State Branch Committees shall determine the amounts of petty cash that shall be kept on the imprest system for the use of their members.
- 10.(8) All expenditure of funds under the control and management of the National Council or a State Branch Committee shall be approved or ratified at the respective National Council or State Branch Committee meeting.
- 10.(9) The National Treasurer shall control the funds and income for the administration of the National Council, such funds to be derived from levies by the National Council from membership subscriptions, voluntary donations and such other means as shall from time to time be decided upon by the National Council. Amounts shall be withdrawn from such account only by cheque signed by two (2) of three nominated executive members of the National Council, one of whom shall be the National Treasurer.
- 10.(10) As soon as practicable
- (a) after the end of each financial year, or
  - (b) prior to his/her intending resignation, or
  - (c) at the request of the National Council or State Branch Committee as appropriate,
- a Treasurer shall cause to be prepared a statement containing particulars of
- (i) the income and expenditure of the Association or relevant State Branch for the financial year just ended, and
  - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association or relevant State Branch at the close of that year.
- 10.(11) All such statements shall be examined by the auditor who shall present his/her report upon such audit to the relevant Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made or to the first possible National Council or State Branch Committee meeting in the event of Rules 9.(10)(b) or 9.(10)(c).

## **11. Meetings of National Council and State Branch Committees**

- 11.(1) For the purposes of this Constitution, "Meetings of the National Council" and "Meetings of a State Branch Committee" shall be deemed to have taken place when the members of the National Council or respective State Branch

Committee meet at the same place at the same time or when a telephonic link-up discussion takes place between those respective members, provided always that a quorum is present and, in either case, all procedures as laid down under these Rules shall be observed.

- 11.(2) At every meeting of the National Council, a simple majority of a number equal to the number of officers elected and/or appointed to the Council at that time shall constitute a quorum.
- 11.(3) At every meeting of the State Branch Committee, a simple majority of a number equal to the number of members elected and/or appointed to the State Branch Committee as at the close of the last General Meeting of the members shall constitute a quorum.
- 11.(4) On all questions arising at any meeting of the National Council or a State Branch Committee, the decision shall be decided by a majority of votes and in the case of equality of votes, the Chairperson shall have a casting vote.
- 11.(5) A member of the National Council or a State Branch Committee who has any direct or indirect pecuniary interest and/or where any conflict of interest may arise in a contract or proposal made by, or in the contemplation of, the Council or Committee, shall, as soon as he/she becomes aware of his/her interest or conflict, disclose the nature and extent of such interest and/or conflict to the Council or Committee and shall not take part in any deliberations or decisions of the Council or Committee with respect to that contract or proposal. Should any member fail to disclose such interest or conflict voluntarily to the Council or Committee as herein provided, then the Council or Committee may, at its discretion, terminate that person's membership of the Council or Committee and of the Association or take such other action as it deems appropriate, provided that such member shall have all rights of appeal as provided for herein.
- 11.(6) A resolution in writing signed by all the members of the National Council or a State Branch Committee for the time being entitled to receive notice of a meeting of the National Council or State Branch Committee shall be as valid and effectual as if it had been passed at a meeting of the National Council or State Branch Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the National Council or State Branch Committee.
- 11.(7) The National Council shall meet in such manner and as often as is deemed necessary by its members for the efficient running of the Association.
- 11.(8) The National Secretary shall convene a Special National Council Meeting on the request of any two (2) members of the National Council and notice

of such a meeting shall be given to all Council members in whatever form the Secretary may deem most expedient in the circumstances.

- 11.(9) The State Branch Committees shall meet at least every second month to exercise their functions and regulate their proceedings as they see fit.
- 11.(10) The State Branch Secretary shall convene a Special State Branch Committee Meeting on the request of not less than one third of the members of the State Branch Committee. Notice of such a meeting shall be given to all State Branch Committee members in whatever form is deemed expedient by a majority of members of the State Branch Committee.

## **12. General Meetings**

- 12.(1) Unless otherwise provided by these Rules or required by the Associations Incorporation Act, at every General Meeting:
  - (a) The President shall take the chair, or in his/her absence, the Vice President shall take the chair, and if neither is present then the members present shall elect one of their numbers to be Chairperson of the meeting.
  - (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
  - (c) Every question, matter or resolution shall be decided by a majority of votes of the voting members present and in the event of equality of votes the Chairperson shall have a second or casting vote.
  - (d) No business shall be transacted at any meeting unless a quorum of members is present.
- 12.(2) Voting
  - (a) All financial Professional members and Fellows of the Association are entitled to vote at any National General Meeting and at any of their State Branch General Meetings and may do so in person or by proxy or by postal vote. Each eligible member is entitled to one vote, but in the event of any equality of votes on any question the Chairperson shall exercise a second or casting vote.
  - (b) A member or proxy is not entitled to vote at any meeting of the Association unless all money due and payable to the Association by the member or proxy has been paid.
  - (c) Each member entitled to appoint another member as proxy shall do so by notice given to the relevant Secretary in writing before the time of the meeting in respect of which the proxy is appointed.

- (d) The notice appointing the proxy shall be in such form as determined by the relevant Secretary.
- (e) Each member entitled to and intending to cast a postal vote shall do so by submitting such postal vote to the relevant Secretary in writing before the time of the meeting in respect of which the postal vote is intended.

12.(3) National General Meetings

A National General Meeting of the Association shall be called at a time and place to be decided by the National Council:

- (a) at the request of the National President or the National Secretary and any two (2) members of the National Council, or
- (b) at the written request of 10% of financial members of the Association.

12.(4) Such a National General Meeting shall be held within forty-two (42) days of such request and all members of the Association shall be notified in writing of the purpose and the arrangements of such a meeting not less than ten (10) days before such meeting. No business other than that indicated in the notification of the meeting shall be conducted at such a meeting.

12.(5) The National Annual General Meeting shall be held within six (6) months of the close of the financial year. The time, place and agenda shall be determined by National Council and at least one (1) month's notice of such Annual General Meeting and the business to be transacted thereat shall be given to each member.

12.(6) For the purposes of a National Annual General Meeting, a quorum shall consist of seven (7) Professional members, at least two (2) of whom shall be members of the National Council.

12.(7) The business to be transacted at every National Annual General Meeting shall be:

- (a) to receive apologies;
- (b) to confirm the minutes of previous the National Annual General Meeting;
- (c) to receive the National President's and the National Secretary's reports;
- (d) to accept the National Treasurer's statement duly audited;
- (e) to appoint an independent auditor for the ensuing year;
- (f) to appoint a public officer
- (g) to transact any business that any member may wish to bring forward within the scope of the meeting.

12.(8) State Branch General Meetings

- (a) State Branch General Meetings shall be called at the request of the State Branch Committee. All members shall be notified of the place, date, time and purpose of such meeting at least two (2) weeks prior to the meeting being held.
- (b) State Branch General Meetings shall also be called at the written request of 10% of financial Professional members of the State Branch. Such meeting shall be held within thirty (30) days of such request and all members shall be notified in writing of the purpose and the arrangements of such meeting not less than two (2) weeks before such meeting. No business other than that indicated in the notification shall be conducted at the meeting.
- (c) The first General Meeting shall be held at such time, being not less than one month nor more than six months after the incorporation of the Association or acceptance of these Rules by the Commissioner of Corporate Affairs, and at such place as the National Council may determine.

12.(9) The State Branch Annual General Meetings shall be held within three (3) months of the close of the financial year. The time, place and agenda shall be determined by the State Branch Committee and at least one (1) calendar month's notice of such Annual General Meeting and the business to be transacted thereat shall be given to each member.

12.(10) For the purposes of a State Branch Annual General Meeting, a quorum shall consist of two (2) members of the State Branch Committee then in office together with five (5) other members of the State Branch of the Association personally being present and having voting rights and no business shall be transacted unless the requisite quorum shall be present at the meeting. However, when the total number of members having voting rights and residing within the Metropolitan area of the Capital City of this State is less than the number required under this Rule for a quorum, then a simple majority of such members being present and having voting rights shall constitute a quorum.

12.(11) In the event that, in the State Branch annual election of office bearers, the number of nominations exceeds the positions vacant, then there shall be a postal ballot prior to the State Branch Annual General Meeting.

12.(12) The business to be transacted at every State Branch Annual General Meeting shall be:

- (a) to receive apologies;
- (b) to confirm the minutes of the previous State Branch Annual General Meeting;

- (c) to receive the State Branch President's and the State Branch Secretary's reports;
- (d) to accept the State Branch Treasurer's statement duly audited;
- (e) following the President's and Secretary's reports and acceptance of the financial statements showing receipt and expenditure, the State Branch President shall declare all positions vacant and appoint a presiding officer who will either:
  - (i) declare the nominees for office bearers elected, in the event of the number of nominations being equal to the positions vacant; or
  - (ii) announce the results of the postal ballot for contested office bearer positions.
- (f) to appoint an independent auditor for the ensuing year;
- (g) to transact any business that any member may wish to bring forward within the scope of the meeting.

12.(13) The State Branch Secretary shall convene all State Branch General Meetings by giving all members the required notice in writing.

### **13. Financial Year**

The financial year of the Association shall conclude on the thirtieth day of June each year.

### **14. Fees**

The following fees shall be payable by members of the Association as determined by the National Council, subject to Rule 5.(1):

- (1) Application fee for Professional membership (non-refundable).
- (2) Annual fees for each category of membership.

### **15. Constitution**

15.(1) Subject to the provisions of the Associations Incorporation Act, the Statement of Objectives and as otherwise provided, these Rules may be amended, rescinded or added to from time to time only by a resolution put to eligible Professional members via a postal ballot. Any such amendment, rescission or addition may be proposed by either National Council or a State Branch Committee. Such amendment, rescission or addition shall not be valid until the same shall have been submitted to and approved by the Under Secretary, Department of Justice.

15.(2) The Association shall keep and maintain in an up to date condition the Rules of the Association and, within fourteen (14) days of a request by a

member of the Association, shall make available those Rules for the inspection of the member and the member may make a copy of or take an extract there from but shall have no right to remove the Rules for that purpose.

- 15.(3) A full copy of the Constitution shall be made available to members for perusal on the Association's website: [www.homeopathyoz.org](http://www.homeopathyoz.org)

## **16. By-Laws**

The National Council and State Branch Committees may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and State Branches respectively, and any by-laws may be set aside by a General Meeting of members.

## **17. Seal**

The seal of the Association shall be under the control of the National Council and shall only be affixed to a document, pursuant to a resolution of the National Council, under the authority of the Registrar, who shall be the holder of the Seal. The National President and the National Secretary or Registrar shall countersign the document.

## **18. Registered Addresses and Notices**

- 18.(1) Every member shall upon or prior to admission inform the State Branch Secretary, in writing, of his/her residential and professional addresses (if applicable) for the purpose of any notices. A change of address shall be notified within one (1) calendar month.
- 18.(2) Any notice required to be sent to any member under these Rules shall be, unless otherwise specified, deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail to the address recorded in the Register of members.

## **19. Membership Certificates**

The National Council shall, upon application of any State Branch, issue a membership certificate in respect of any member upon its being satisfied that such member has made application for and been granted membership as a Professional member or Fellow of the Association. Such certificate shall remain the property of the Association and shall be returned to it upon termination of membership.

## **20. Custody and Inspection of Books**

Except as otherwise provided by these Rules, the Secretaries and Treasurers shall keep in their custody or under their control all records, books and other documents

relating to the Association, and such records, books and other documents shall be open to inspection, free of charge, by any member of the Association within fourteen (14) days of such request.

## **21. Property Assets and Winding Up**

- 21.(1) The property assets and income of the Association, whence and wheresoever derived, shall be used and applied solely in promotion of its objectives and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association, provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her to the Association or otherwise owing by the Association to him/her or of remuneration to any officers or servants of the Association or to any member or other person in return for any services actually rendered to the Association, provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.
- 21.(2) Should the Association for any reason cease to function, any member or person holding any of the Association's money, property or assets shall forthwith pay the same to the Association. If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objectives similar to the objectives of the Association or to charitable organizations, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 21.(1), such institution or institutions to be determined by the members of the Association.