

CONSTITUTION

THE AUSTRALIAN REGISTER OF HOMOEOPATHS LIMITED

A company limited by guarantee not having a share capital

Last revised 26 May, 2007

1. NAME

The name of the Company is The Australian Register of Homoeopaths Limited.

2. REPLACEABLE RULES

The Replaceable Rules do not apply to this Company.

3. DEFINITIONS AND INTERPRETATIONS

3.1 Definitions

In this Constitution unless otherwise provided or unless there is something in the subject matter or context which is inconsistent, the following expressions shall have the definitions or meanings provided below:

"**Board**" means the Board of Directors of the Company;

"**body**" means a firm, a body corporate, an unincorporated association or other such organisation or an authority;

"**Certified Practitioner**" means a person practising homoeopathy in Australia and holding a practising certificate to do so issued by the Company;

"**Company**" means the company limited by guarantee called The Australian Register of Homoeopaths Limited;

"**Company Register**" means the register of members of the Company;

"**Director**" means a person appointed to the Board of the Company;

"**Executive**" means the President, Secretary and Treasurer of the Company;

"**Law**" means the *Corporations Act 2001*;

"**member**" means any body admitted as a member of the Company in accordance with these Rules;

"**person**" means a natural person;

"**Public Officer**" means any person appointed to public officer of the Company for the purposes of the *Income Tax Assessment Act 1997*;

"Register of Practitioners" means the register of Certified Practitioners practising in Australia;

"Registrar" means any person appointed by the Company to maintain the Register of Practitioners and process any application relating thereto;

"Rules" mean these Rules and all amendments or additions to these Rules contained in this Constitution;

"Replaceable Rules" means the replaceable rules contained in the Law;

"Seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

"State" means the State of Queensland;

3.2 Interpretation

In these Rules:

- (a) words importing any gender include the other genders;
- (b) the singular includes the plural and vice versa; and
- (c) a reference to a statute, code or the Law (or to a provision of same) means the statute, code, Law (or provision of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the State or Commonwealth of Australia) in lieu thereof and includes any regulation or rule for the time being in force under the statute, code or Law.
- (d) An expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purposes of that part or division has, in any of these Rules that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division.
- (e) Headings are inserted for convenience and do not affect the interpretation of these Rules.

4. OBJECTS

The objects for which the Company is established are to protect the public interest by:

- (a) Developing and operating a Register of Practitioners and, without limiting the generality of the foregoing, to record information relating to individual qualifications and competencies;
- (b) Promoting, enforcing and assisting the development of industry standards for homoeopaths practising in Australia;
- (c) Issuing practising certificates and developing, conducting and promoting systems for the accreditation and/or certification of practising homoeopaths in Australia based upon individual qualifications and competencies;

- (d) Providing public interest information from its records;
- (e) Developing, promoting and administering the standard of professional practice for practising homoeopaths in Australia;
- (f) Developing, operating and enforcing through its membership, systems to determine, resolve and prevent complaints against practising homoeopaths in Australia by their clients or other practising homoeopaths;
- (g) Encouraging and promoting the activities of the Company and doing all things necessary for and incidental to the advancement of these objects

5. POWERS

Solely for the purpose of carrying out the objects stated in Rule 4 and not otherwise the Company has all the powers of a natural person with all the consequential powers as conferred by the Law.

6. APPLICATION OF INCOME AND PROPERTY

6.1 Members

The income and property of the Company shall be applied solely towards the promotion of the objects and purposes of the Company and no portion shall be paid or transferred directly or indirectly by way of bonus, dividend or otherwise howsoever by way of profit to the members of the Company provided that nothing prevents the payment in good faith of:

- (a) remuneration to any of the Directors, officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
- (b) interest on any money borrowed from any member of the Company at a rate not exceeding commercial market rates of interest for money lent by trading banks from time to time: and
- (c) reasonable and proper rent for premises let to the Company by any member of the Company.

6.2 Directors

Directors shall not be remunerated in their capacity as officers of the Company but nothing prevents the payment in good faith of:

- (a) out-of-pocket expenses incurred in carrying out the duties of a Director where the payments do not exceed an amount previously approved by the Board;
- (b) a financial benefit to a Director to which subsection 211(1) of the Law refers or payment of an insurance premium in respect of a contract insuring a director to which subsection 212(1) of the Law refers;
- (c) for any service rendered to the Company in a professional or technical capacity, where the provision of that service has the prior approval of the Board and is on reasonable commercial terms; and

- (d) as an employee of the Company, where the terms of employment have been approved by a resolution of the Board.

7. AMALGAMATION

In furtherance of the objects and purposes of the Company, the Company may amalgamate with any one or more organisations having objects similar to those of this Company, as determined in the opinion of the members, 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 that imposed upon this Company.

8. WINDING UP OR DISSOLUTION

8.1 Members' contribution on winding up

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while that body is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before that body ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves provided that such amount may be required from any individual member shall not exceed twenty dollars (\$20.00).

8.2 Distribution of surplus

If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other organisation having objects similar to those of this Company and which shall prohibit the distribution of its or their income and property among its or their members.

8.3 Members' liability

The liability of the members is limited.

9. MEMBERS

9.1 Number of members

The number of members of the Company shall be unlimited.

9.2 Classes of Members

There shall be 1 class of member, namely, Corporate members.

9.3 Corporate members

Any non-profit industry body having objects for the advancement of the practice of homoeopathy within Australia which has been approved by the members shall be eligible for admission as a Corporate member and once admitted shall by appointing a proxy or nominee in accordance with the Rule 9.11 be entitled to attend and vote at any general meeting of the Company.

9.4 Admission to membership

- (a) Such bodies as may be admitted to membership in accordance with the Rules shall be entered in the Company Register and shall be members of the Company unless and until such membership is terminated by virtue of any of the powers contained in these Rules.
- (b) Every applicant for membership shall apply in such form and manner and to such person or committee as the Board may from time to time prescribe.
- (c) The applicant shall agree that if admitted as a member it will be bound by the provisions of the Constitution of the Company and of the by-laws and pronouncements of the Board then in force or which may from time to time be in force.
- (d) The members at a general meeting may at their discretion and without being required to assign any reason reject any application for admission to membership of the Company.
- (e) Upon acceptance or rejection of an application for membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9.5 Appeal against rejection of membership

There shall be no right of appeal against rejection of an application for membership.

9.6 Membership fees

The Board may impose such membership fees on members as it may determine from time to time.

9.7 Cessation of membership

A body admitted to membership shall cease to be a member if:

- (a) it resigns;
- (b) has a liquidator, provisional liquidator, receiver, receiver and manager or official manager appointed to it;
- (c) has an administrator appointed to it;
- (d) resolves to wind-up or is subject to an order to wind-up;
- (e) enters into a scheme or arrangement with its creditors or otherwise compromises or compounds with its creditors;
- (f) if it ceases to be eligible for admission in the class of membership in which it was admitted;
- (g) it is found by the Board to have failed to comply with these Rules and any rules, regulations or by-laws of the Company;
- (h) it is excluded by the members of the Company, whether or not on the recommendation of the Board, by the passing of a special resolution in general meeting that it be excluded from the Company; or

- (i) it is in arrears of membership fees for more than 1 month.

9.8 Notice of proposed exclusion

- (a) Every member to be excluded from membership of the Company under Rule 9.7(g) or 9.7(h) shall be given a statement outlining the reasons for proposing their exclusion within 14 days of the resolution being proposed by the Board or a general meeting being requisitioned for that purpose.
- (b) A member who has received a statement of reasons may, within 28 days after the date of receiving the statement, lodge an appeal against a proposed exclusion by forwarding to the President in writing, a reply setting out the reasons why they should not be excluded from membership of the Company.
- (c) The President must then consider the submission and provide details to the Board at its next meeting.
- (d) The Board may either uphold the members appeal against the proposed exclusion or dismiss the appeal and the Boards decision shall be final.
- (e) The Secretary must notify the member in writing of the Board's decision within 28 days of the Board meeting.
- (f) The Secretary shall give every member to be excluded from membership under Rule 9.7(g) a statement outlining the reasons for their proposed exclusion at least 28 days prior to a general meeting being convened for that purpose.

9.9 Resignation of members

Any member may resign from the Company at any time by giving its written resignation to the Secretary. The resignation shall take effect at the time the written resignation is received unless a later date (being a date that falls within 1 month from the date the written resignation is received) is specified in the notice when it shall take effect on that later date.

9.10 Register of members

A Company Register shall be kept in accordance with the Law.

9.11 Nominees of Members

- (a) Each Corporate member must nominate, and notify to the Company in writing, from time to time, the person who is authorised to attend meetings of the Company and be counted for the purposes of establishing a quorum, and to exercise the voting rights of that member.
- (b) Until it receives a written revocation of such authority, the Company shall be entitled to rely upon such written notification in counting, or accepting the vote of, that nominee.
- (c) The person nominated by each Corporate member from time to time under Rule 9.11(a) must be a Certified Practitioner and must continue to be so for the period of nomination.

10. GENERAL MEETINGS OF MEMBERS

10.1 Annual general meeting of members

Subject to the Law, annual general meetings of the Company shall be held in each year at such time and place or by such other lawful means or combination of means of communication as the Board may determine.

10.2 Business of annual general meeting of members

The business of the annual general meeting shall be:

- (a) to read and confirm minutes of the previous annual general meeting and of any extraordinary general meeting held during the preceding year;
- (b) to receive the annual reports;
- (c) to receive the auditor's report;
- (d) to receive the accounts;
- (e) to appoint an auditor except in the case of a continuing auditor;
- (f) to confirm the appointment of the Directors appointed by the members;
- (g)
- (h) to consider any other business the general nature of which shall have been specified in the notice convening the meeting or which the Chairperson of the meeting permits to be brought before the meeting, including declaring the results of any postal ballot.

10.3 Extraordinary general meetings of members

- (a) All general meetings, other than the annual general meeting, shall be called extraordinary general meetings.
- (b) Subject to the Law the Secretary shall convene an extraordinary general meeting as soon as practical but no later than 90 days of:
 - (i) being given a requisition to do so in writing signed by the President or any 2 Directors; or
 - (ii) being given requisitions in writing from at least 4 Corporate members stating the reasons why such extraordinary general meeting is being convened and the nature of the business to be transacted at such meeting; or
 - (iii) a requisition mentioned in Rule 9.7(h).

10.4 Business of extraordinary general meetings of members

The business of an extraordinary general meeting shall be to consider the business, the general nature of which shall have been specified in the notice convening the meeting or which the Chairperson of the meeting permits to be brought before the meeting.

10.5 **Notice of general meetings of members**

At least 21 days notice specifying the date, day and time of the general meeting and, in the case of special business, the general nature of that business to be transacted at the meeting shall be given to the members in the manner hereinafter mentioned or in such manner if any as may be prescribed by the Board.

10.6 **Special business**

For the purposes of Rule 10.5 all business that is transacted at an extraordinary general meeting or at an annual general meeting, except for those matters specified in paragraphs (a) to (e) (inclusive) of Rule 10.2, shall, subject to the Law, these Rules or a decision of the Board, be special business.

10.7 **Circulating Resolutions**

- (a) This Rule 10.7 applies to resolutions which the Law, or this constitution, requires or permits to be passed at a general meeting, except a resolution under section 329 of the Law to remove an auditor.
- (b) The Company may pass a resolution without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (c) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (d) The resolution is passed when the last member signs.
- (e) If the Company receives by facsimile transmission a copy of a document referred to in this Rule 10.7 it is entitled to assume that the copy is a true copy.

11. **PROCEEDINGS OF GENERAL MEETINGS OF MEMBERS**

11.1 **Quorum**

The number of members required to make a quorum at any general meeting shall be a majority of the members present by proxy or by representative and no business shall be transacted at any general meeting unless:

- (a) the President or the Secretary or the Treasurer; and
- (b) the balance of the quorum;

is present at the commencement of the business, whether in person, by attorney or proxy, or representative of a member, or by such other lawful means of communication as the Board has determined.

11.2 **Lack of quorum**

- (a) If within 1 hour or such longer period of time as may be determined reasonable by the Chairperson (taking account of all relevant and unavoidable circumstances) from the time appointed for the meeting a quorum is not present the general meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day (not being more than

14 days after such meeting) time and place as the Chairperson or the Secretary may then appoint.

- (b) If at such adjourned meeting a quorum of members is not present within 1 hour or such longer period of time as may be determined reasonable by the Chairperson (taking account of all relevant and unavoidable circumstances) from the time appointed for the meeting the meeting shall be dissolved.

11.3 **Chairperson**

- (a) The President shall preside as Chairperson at every general meeting unless the Board appoints a person who is not a Director of the Company as Chairperson by giving notice of such appointment to the members in the notice convening the general meeting.
- (b) If there is no Chairperson or the Chairperson is not present at any meeting within 1 hour after the time appointed for the holding of such meeting or is unwilling to act, the members of the Company present in person may choose from their number a Chairperson of the meeting.

11.4 **Adjournment of meeting**

The Chairperson of a general meeting may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.5 **Notice of adjournment**

- (a) When a general meeting at which a quorum was present is adjourned for 30 days or more notice of such adjournment shall be given to the members and so far as practicable in the same manner as the original meeting.
- (b) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.6 **Method of voting**

Every resolution submitted to a general meeting shall be decided by a show of hands (or in the case of a meeting held in accordance with Rule 11.11 by verbally identifying the member casting the vote and verbally signifying whether the member is for or against the relevant resolution) unless before, or upon the declaration of the show of hands, a poll is demanded by:

- (a) the Chairperson of the meeting; or
- (b) not less than 2 members present at the meeting.

11.7 **Poll**

- (a) If a poll is duly demanded it shall be taken either at once or after an interval or adjournment or otherwise as the Chairperson directs.
- (b) The result of the poll shall be the resolution of the meeting at which the poll was demanded.

- (c) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

11.8 Evidence of vote

Unless a poll is demanded as provided by Rule 11.6, at a general meeting a declaration by the Chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

11.9 Dispute as to vote

In the case of any dispute as to the admission or rejection of a vote, the Chairperson of the meeting shall determine the dispute and such determination made in good faith shall be final and conclusive.

11.10 Resolutions

- (a) A resolution of any business at any general meeting, other than special business, shall be decided by a majority of votes (an "**ordinary resolution**").
- (b) A resolution of any special business shall be decided by a majority of three quarters of votes (a "**special resolution**").

11.11 Electronic communication

For the purpose of these Rules, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of members not less than the quorum together with the Secretary, whether or not any one or more of the members are present in person at a place designated for the meeting or is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Company and all the provisions in these Rules as to meetings of the Directors shall apply to such meetings as long as the following conditions are met:

- (a) all the members for the time being entitled to receive notice of a meeting of the Company may receive notice of such a meeting in the manner specified by these Rules;
- (b) each of the members taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other members taking part at the commencement of the meeting;
- (c) at the commencement of the meeting each member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of a meeting of the members of the Company to the Secretary and all the other members taking part taking part in the meeting by telephone or other means of communication;
- (d) if a member wishes to leave the meeting either in person or electronically, the person must notify the Chairperson before doing so, so that it can be determined whether a quorum remains present; and

- (e) a minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

12. VOTES OF MEMBERS

12.1 Giving of votes

- (a) Each Corporate member entitled to vote at meetings may vote by proxy or by its representative or by such other means as is provided for in these Rules;
- (b) On a show of hands and on a poll every Corporate member present and entitled to vote shall have 1 vote;
- (c) Corporate members who are indebted to the Company as at the time of the general meeting in respect of any annual membership fee, subscription or levy or other payment whatsoever are not entitled to vote or speak on a motion.

12.2 Casting vote

The Chairperson of any general meeting shall be entitled to vote and in case of an equality of votes he or she shall be entitled to a casting vote in addition to his or her deliberative vote.

12.3 Objections

No objection shall be raised to the qualifications of any voter 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. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

12.4 Attorney

The instrument creating the power of attorney must be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting before the commencement of the meeting in respect of which such power of attorney is intended to be used.

12.5 Proxy

The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his or her attorney duly authorised in writing. A proxy may but need not be a member of the Company. A proxy may represent only 1 member.

12.6 Form of Proxy

The instrument appointing a proxy may be in the following form or in a common or usual form.

THE AUSTRALIAN REGISTER OF HOMOEOPATHS LIMITED

We, _____ of _____
 being a member of The Australian Register of Homoeopaths Limited hereby appoint
 _____ of _____
 or failing them _____ of _____
 as our proxy to vote for us on our behalf at the (annual general meeting or general
 meeting as the case may be) of the Company to be held on the _____ day of
 20____ and at any adjournment thereof.

This form is to be used *in favour of/*against the following resolutions:

* Delete if not appropriate

Signed this _____ day of _____ 20____

(**Note:** The member must instruct its proxy to vote either for or against any resolution.)

12.7 **Deposit of Proxy**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In the case of a poll, not less than 24 hours before the time appointed for the taking of the poll. In default the instrument of proxy shall not be treated as valid.

12.8 **Validity of Votes**

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

12.9 **Body Corporate Representative**

- (a) A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise:
- (i) at meetings of the Company's members;
 - (ii) at meetings of creditors or debenture holders; or
 - (iii) relating to resolutions to be passed without meetings.

The appointment may be a standing one.

- (b) The appointment may set out restrictions on the representative's powers. If the appointment is to be by reference to a position held, the appointment must identify the position.

- (c) A body corporate may appoint more than 1 representative but only 1 representative may exercise the body's powers at any one time.
- (d) Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

13. THE BOARD

13.1 Management by the Board

The Company shall be managed by the Board.

13.2 Number of Directors on the Board

The number of Directors on the Board shall not be less than 6 or more than 16.

13.3 Appointment of Directors to the Board

- (a) The members shall be entitled to appoint Directors to the Board as follows:
 - (i) The AHA shall be entitled to appoint to the Board the number of directors equal to the number of its state branches.

[amended by members' AGM 19.5.03]
 - (ii) the other members shall be entitled to appoint 1 Director each to the Board;
- (b) The remaining Directors shall be elected by the Board in the manner provided for in Rule 14.
- (c) All Directors referred to in Rule 13.3(a) must be members of a Corporate member.
- (d) The remaining Directors referred to in Rule 13.3(b) must not be members of a Corporate member and must be independent Directors having an area of interest or experience which may reasonably be of benefit to the Company in attaining its objects. The Board must use their reasonable endeavours to ensure that the number of such independent directors represents not less than 30% of the total number of Directors elected or appointed at each annual general meeting. By way of example, such independent Directors may be drawn from legal, accounting, training, education, consumer protection, government or other relevant backgrounds.
- (e) At each annual general meeting of the Company all Directors shall retire from office.
- (f) A retiring Director is eligible for re-appointment or re-election as the case may be.
- (g) Subject to Rule 13.3(f), if the vacated office is not filled, the retiring Director shall, if offering himself or herself for re-appointment or re-election and not being disqualified under the Law from holding office as a Director, be deemed to have been re-appointed or re-elected unless at that meeting:

- (i) it is expressly resolved not to fill the vacated office; or
 - (ii) a resolution for the re-election of that Director is put and lost.
- (h) For the avoidance of doubt a body admitted as a Corporate member at a general meeting in accordance with these Rules may at that general meeting appoint a director to the Board who shall hold office from the date of appointment and shall automatically retire at the annual general meeting held following their appointment in accordance with Rule 13.3(e).

13.4 Election of the Executive

The Board shall convene a Board meeting immediately following each annual general meeting to elect a President, Secretary, Registrar and a Treasurer. The President and the Treasurer must be Directors. The Secretary and the Registrar need not be Directors. Any Director is, however, eligible for election to any executive position. However, a President shall not be eligible for re-election if s/he has served 6 consecutive terms, except in the case that there is no other available nominee for the position of President.

13.5 Casual vacancies

- (a) If a casual vacancy occurs in respect of a Director appointed by a member under Rule 13.3(a), the casual vacancy shall be filled by a person appointed by the Corporate member of which the vacating Director is/was a member.
- (b) If a casual vacancy occurs in respect of a Director appointed by the Board under Rule 13.3(b), the casual vacancy shall be filled by a person appointed by the Board. The Board must use their reasonable endeavours to ensure that the person so appointed must be from an area of expertise which was originally represented.
- (c) The person appointed to fill any casual vacancy in accordance with this Rule 13.5 shall take the place of the Director in respect of which the vacancy occurred.
- (d) A person appointed to fill a casual vacancy shall hold office for the balance of the term of the Director in respect of whom the vacancy occurred.
- (e) In the event that the number of Directors is reduced to less than 6 then and in such case the continuing Directors may only act for the purpose of filling the vacancies until there are at least 6 members of the Board.

13.6 Cessation of Directorship of the Board

A Director shall cease to be a Director and his or her position as Director shall become vacant accordingly if:

- (a) he or she dies;
- (b) he or she retires or resigns his or her position by notice in writing to the Secretary;
- (c) without permission of the President, he or she fails to attend 3 consecutive meetings of the Board;

- (d) he or she is adjudicated bankrupt or enters into a deed of arrangement or assigns his or her estate for the benefit of his or her creditors;
- (e) is or becomes legally incapable of continuing to act as a Director due to physical or mental incapacity
- (f) he or she is convicted of an indictable offence;
- (g) he or she fails to comply with these Rules or the memorandum of association and any rules, regulations or by-laws of the Company as determined by the Board;
- (h) he or she is excluded from the Board by the members of the Company, whether or not on the recommendation of the Board, by the passing of an ordinary resolution in general meeting that he or she be excluded from the Board;
- (i) when the organisation which nominated him/her revokes that nomination, or if that organisation ceases to be a member of the Company.

[inserted by members' AGM 19.5.03]

- (j) he or she is currently the subject of a complaint which has been determined at a preliminary hearing or referred to a full meeting by the Board.

[inserted by members' AGM 19.5.03]

13.7 Notice of proposed exclusion

Notwithstanding anything to the contrary:

- (a) The Directors may meet for the purposes of making a recommendation to the members to exclude a Director under Rule 13.6(g) or 13.6(h) without the Director who is sought to be expelled being present.
- (b) If the Directors recommend that the Director should be expelled from the Board under 13.6(g) or 13.6(h) then the Directors shall convene a general meeting and give the Director 28 days notice in writing sent to him or her of the general meeting and such notice shall contain a draft of the proposed resolution to be put to the members and a statement outlining the reasons for proposing such resolution and such Director may attend the general meeting and shall be given the opportunity to place before the general meeting orally and in writing any explanation or defence he or she may think fit but shall not be entitled to vote on the resolution.
- (c) Every Director to be excluded from the Board under Rule 13.6(g) or 13.6(h) shall have 14 clear days notice in writing sent to him or her of the general meeting and such notice shall contain a draft of the proposed resolution and a statement outlining the reasons proposing such resolution and such Director may attend the general meeting and shall be given the opportunity to place before the meeting orally or in writing any explanation or defence he or she may think fit but shall not be entitled to vote on the resolution.

13.8 **Compliance with Rules**

Each Director shall be deemed to have agreed to be bound by these Rules, and by such rules, regulations and by-laws as may be made from time to time by the Board.

14. **ELECTION OF THE REMAINING DIRECTORS BY THE BOARD**

14.1 **Nomination of remaining Directors**

- (a) The Board shall prior to each annual general meeting nominate candidates for election to act as Directors as and from the next annual general meeting.
- (b) The number of nominees shall not be limited.

14.2 **Method of Election of remaining Directors**

- (a) If the number of candidates for election as directors is equal to or less than the number of vacancies on the Board, those candidates are duly elected as directors.
- (b) If the number of candidates for election as Directors is greater than the number of vacancies on the Board the election or nomination shall be carried out by the Board in such manner as the Board thinks fit.

15. **MEETINGS OF THE BOARD**

15.1 **Meeting times**

The Directors shall meet together at the completion of the AGM and on a periodical basis for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

15.2 **Quorum**

A quorum shall consist of a majority of the Directors and no business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of the meeting.

15.3 **Notice of Board meetings**

The Board shall appoint a day, or days, in any month or months for regular meetings at an hour to be named and no additional notice to Directors of such meetings shall be required.

15.4 **Special meetings of the Board**

- (a) The President or any 2 Directors may requisition a special meeting of the Board at any time whereupon the Secretary shall convene a meeting of the Board.
- (b) At least 14 days notice of the time and place of a special meeting of the Board shall be given in writing to every Director. The business of the meeting shall be specified in the notice and best endeavours must be made to give the notice to each Director, provided that, if best endeavours have been used, then the failure

to give the notice, or the non-receipt of any such notice by any of the Directors, shall not invalidate any resolution passed at any such meeting.

- (c) The Chairperson shall have power to dispense with the requirement for notice when dealing with matters of extreme urgency.

15.5 **Chairperson**

- (a) The President shall preside as Chairperson at every Board meeting unless the Executive appoints a person who is not a Director of the Company as Chairperson by giving notice of such appointment to the Board in the notice convening the Board meeting.
- (b) If there is no Chairperson or the Chairperson is not present at any meeting within 1 hour after the time appointed for the holding of such meeting or is unwilling to act, the Directors present in person may choose from their number a Chairperson of the meeting.

15.6 **Voting at Board meetings**

Subject to Rule 15.5, each Director present shall be entitled to 1 vote on any question arising at any meeting of the Board.

15.7 **Casting vote**

The Chairperson of the Board meeting shall be entitled to vote and, in the case of an equality of votes, the Chairperson shall have a casting vote in addition to his or her deliberative vote.

15.8 **Resolution**

A resolution on any matter arising at any meeting of the Board shall be decided by a majority of votes.

15.9 **No vote in respect of interested contracts**

A Director shall not be entitled to vote at any Board meeting or general meeting of the Company in respect of any contract or proposed contract with the Company in which he is in any way directly or indirectly interested or in respect of any matter arising out of such contract or proposed contract.

15.10 **Resolution in writing**

- (a) A resolution in writing signed by a majority of all Directors (ie an absolute majority) shall be as valid and effective as if it had been passed at a meeting of the Board duly called and constituted.

[amended by members' AGM 19.5.03]

- (b) Any such resolution may consist of several documents in like form each signed by one or more Directors.

15.11 **Electronic communication**

For the purpose of these Rules, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of Directors not less than

the quorum together with the Secretary, whether or not any one or more of the Directors is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions in these Rules as to meetings of the Directors shall apply to such meetings as long as the following conditions are met:

- (a) all the Directors for the time being entitled to receive notice of a meeting of the Directors may receive notice of such a meeting by telephone or other means of communication and be linked by telephone or such other means for the purposes of such meeting;
- (b) each of the Directors taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other Directors taking part at the commencement of the meeting;
- (c) at the commencement of the meeting each Director must acknowledge his or her presence for the purpose of a meeting of the Directors of the Company to all the other Directors taking part;
- (d) if a member wishes to leave the meeting either in person or electronically, the person must notify the Chairperson before doing so, so that it can be determined whether a quorum remains present; and
- (e) a minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

16. MINUTE BOOK

- (a) The Secretary shall cause minutes to be duly entered in the books provided for the purpose of recording:
 - (i) all appointments and elections of Directors to the Board;
 - (ii) the names of the persons present at each meeting of the Board and general meeting;
 - (iii) all resolutions and proceedings of each meeting of the Board and general meeting.
- (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of the Board shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting verifying their accuracy.
- (c) Similarly, the minutes of every extraordinary general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding extraordinary general meeting.
- (d) However, the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding extraordinary general meeting or annual general meeting.
- (e) The minute book shall be open to the inspection of any member of the Company who applies to the Secretary for such inspection and a copy of any minutes shall be forwarded to the Executive on verification of their accuracy.

17. TRANSACTIONS WITH DIRECTORS

17.1 Compensation and Expenses

Directors shall not receive any salary or dividend for their services as Directors. By resolution of the Board, a reasonable sum for expenses (if any) may be allowed for attendance by a Director at each general meeting of the Company or meeting of Directors.

17.2 Directors May Contract with Company

Any Director shall not be restricted by his or her office, from entering into any contract with the Company or from performing any services for the Company for a reward or remuneration provided that:

- (a) the nature and extent of his or her interest in any such contract is clearly evident to all concerned;
- (b) he or she discloses the interest to the Board at or prior to the Board meeting at which the contract is considered and discussed; and
- (c) he or she shall not, unless invited by the Board to do so, take part in any discussion or debate and shall not vote on any resolution relating to any such contract or services.

18. POWERS AND DUTIES OF THE BOARD

18.1 Control of management

Subject to the Law and to any other provision of these Rules, the Board:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Company;
- (b) may pay all expenses incurred in forming the Company; and
- (c) may exercise all such powers of the Company as are not, by the Law or by these Rules, required to be exercised by the Company in general meeting.

18.2 General powers

Without limiting the generality of Rule 18.1, the Board may exercise all the powers of the Company to:

- (a) borrow or raise or secure the payment of money in such manner as the members of the Board may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way;
- (b) charge any property or business of the Company;
- (c) invest in such manner as the Board may from time to time determine;
- (d) make, amend or repeal by-laws or regulations, not inconsistent with these Rules for the general conduct and management of the Company and the business of

the Board provided that any by-law may be set aside by a general meeting of members;

- (e) appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes to the Company on such terms and conditions as shall be determined by the Board; and
- (f) enter into any trust arrangements with a trustee, corporate or otherwise, for the purpose of creating a trust fund or funds.

18.3 Committees

(a) Appointment of committees

The Board may from time to time appoint committees consisting of at least 1 Director and may delegate thereto such business or matters as the Board may deem fit.

(b) Quorum

At every meeting of a committee a simple majority of a number equal to the number of members appointed to the committee, with at least one Director present, shall constitute a quorum.

(c) Chairperson

The Chairperson of each committee shall be selected by the Board.

(d) Appointment

Any Director may be appointed to any committee and any Director may be appointed to more than one committee.

(e) Membership

Membership of committees shall not necessarily be confined to Directors.

(f) Committee can co-opt others

Each committee may co-opt any person to serve on that committee and may establish such sub-committees as it considers necessary or desirable provided that membership of sub-committees shall not be confined Directors.

(g) Meetings of committees

The meetings and proceedings of each committee or sub-committee shall be governed by such rules as may from time to time be made by the members of such committee or sub-committee or by the Board and, in default of such rules, by the provisions contained in these Rules, where applicable, for regulating the meetings and proceedings of the Board.

18.4 The Public Officer

The Secretary shall be the Public Officer ex officio.

18.5 Complaints

The Board shall determine procedures for the handling of complaints made against Certified Practitioners.

19. SEAL

19.1 Custody of Seal

The Directors shall provide for the safe custody of the seal.

19.2 Use of Seal

The seal shall only be used with the authority of the Board and every document to which the seal is affixed shall be signed by the President and shall be counter-signed by the Secretary or a Director appointed by the Board to countersign that document or a class of documents in which that document is included.

20. INSPECTION OF RECORDS

20.1 Inspection by Directors

The accounting records and other documents of the Company will be open to the inspection of Directors during normal business hours.

20.2 Inspection by Members

The Directors shall determine whether and to what extent and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open for the inspection of members other than Directors, and a member, other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

21. FUNDS

21.1 Funds to be banked

All moneys when received on account of the Company shall be paid into the account or accounts of the Company at a financial institution decided by the Board.

21.2 Signing of cheques

All bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed on behalf of the Company by any 2 Directors or any Director and the Secretary authorised to accept, make, draw or endorse bills of exchange, promissory notes or other negotiable instruments on behalf of the Company from time to time or in such other manner as the Board determines.

21.3 Imprest petty cash

The Executive may authorise the operation of any imprest account with its financial institution which it considers necessary and it may authorise any Director or member of the Company to sign or endorse any negotiable instrument drawn on such imprest account under such conditions as it may prescribe from time to time or authorise the operation of such imprest account in such other manner as it may determine.

21.4 Endorsement of cheques

Cheques or other negotiable instruments paid to the financial institution of the Company for collection requiring the endorsement of the Company may be endorsed by any Director as may be appointed from time to time by the Board or in such other manner as the Executive determines.

21.5 Ratification of expenditure

All expenditure outside the Board approved annual budget shall be approved or ratified at an Executive meeting.

21.6 Books of account

Proper books of account shall be kept and maintained either in written or printed form showing correctly the financial affairs of the Company and the particulars usually shown in books of a like nature.

22. ACCOUNTS OF THE COMPANY**22.1 Consideration of accounts**

At each annual general meeting the accounts of the Company for the previous year ended December 31 shall be received and considered.

22.2 Audit of accounts

- (a) The accounts of the Company for each year ended December 31 shall be examined and reported on by 1 or more auditors.
- (b) The auditors of the Company shall be appointed by the members provided that no person may be appointed auditor unless the auditor is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants and provided that no person who is a Director of the Company may be appointed auditor of the Company.
- (c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (d) The Board shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (e) The Board shall fix the remuneration of auditors.

23. NOTICE**23.1 Notice Requirements**

- (a) A notice may be given by the Company to any member or Director personally or by sending it either:
 - (i) by post to the member or Director at the member's or Director's registered address; or
 - (ii) by facsimile to the member's or Director's registered facsimile number; or

- (iii) by Email to the member's Email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, whether the notice forms part of or is accompanied by other material, and to have been effected in the case of a notice of a meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile service of the notice shall be deemed to be effected on the date of its transmission.
- (d) Where a notice is sent by Email service of the notice shall be deemed to be effected when notification that the Email has been delivered is received from the members Email server.

23.2 Notice of general meetings

Notice of every general meeting shall be given in any manner authorised in these Rules to:

- (a) every member whose name and address are recorded in the Register; and
- (b) every Director of the Board.

24. FINANCIAL YEAR

The financial year of the Company shall end on 31 December in each year.

25. INDEMNITY AND INSURANCE

- (a) The Directors may on behalf of the Company and, subject to the terms of this Rule and to the maximum extent permitted by law, grant an indemnity to any person who is or has been an officer or employee of the Company or a subsidiary of the Company or a permitted person against liabilities incurred by that person in such capacity.
- (b) The indemnity granted by Rule 25 may only be relied on by the person in whose favour it has been granted if that person:
 - (i) upon becoming aware of a claim or potential claim immediately notifies the Company and provides to the Company all information, records, statements and assistance that the Company may reasonably require in relation to the claim or potential claim;
 - (ii) does not admit liability for or settle or attempt to settle any such claim or incur any costs or expenses in connection with such claim without the prior written consent of the Company; and
 - (iii) co-operates with the Company in the defence of the claim and in respect of any action taken to recover contribution or an indemnity in respect of the claim.
- (c) The Company at its expense shall be entitled to conduct the defence or settlement of any such claim except in circumstances where an insurer insures

the person or the Company in respect of the claim and has exercised its rights under a policy of insurance to conduct the defence or settlement of the claim.

- (d) The Company may enter into a contract of insurance, or pay the premium in respect of a contract of insurance, which insures a person referred to in Rule 25 against any liability incurred by the person in such capacity.
- (e) The benefits of each indemnity given by or pursuant to this Rule continue, notwithstanding that:
 - (i) a person who is conferred a benefit by this Rule ceases to hold office with the Company for any reason whatsoever; or
 - (ii) the terms of this Rule are modified or deleted;
 - (iii) but only in respect of any liability arising from any act or omission occurring prior to the cessation, modification or deletion as the case may be.
- (f) In this Rule "officer", in relation to a Company means:
 - (i) a Director, Secretary or principal executive officer;
 - (ii) an administrator of a deed of company arrangement executed by the Company;
 - (iii) a liquidator of the Company; and
 - (iv) a trustee or other person administering a compromise or arrangement made between the Company and another person or other persons.
- (g) In this Rule "permitted person" means:
 - (i) an agent or auditor of the Company or an agent or auditor of a subsidiary of this Company;
 - (ii) a person appointed as trustee by the Company or a subsidiary of this Company; or
 - (iii) a person acting as trustee at the express request of the Company or a subsidiary of the Company.

26. INTERPRETATION OF RULES

If any doubt shall arise as to the proper construction or meaning of any of these Rules or of any expression used therein the decision of the Board thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Board.

27. ALTERATION OF RULES

These Rules, or any other Rules for the time being in force, may be altered, rescinded or repealed and new Rules may be made by the Company in a general meeting in the manner prescribed by the Law. Nothing whether contained in the Rules for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any member so as to limit the power of the

Company at any time to alter rescind or repeal the same to make new Rules in their place.

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CONSTITUTION

THE AUSTRALIAN REGISTER OF HOMOEOPATHS LIMITED