



# CONSTITUTION

**AS AT 2007**

Date of Incorporation: July 1992

ABN: 82 442 434 548

Revised: OCTOBER 2004 (following AGM 9/10/04)

Revised: November 2007 (following AGM 21/11/2007)

The following section is not part of the Constitution, but outlines the changes made to the last version of the document, version 1.3.

It is recommended that you read the complete document as this is the final opportunity to accept the document before it is submitted to members. The sections which have been amended for interest are:

- Objectives of the Association (item 2-5,7,9,10,12,14)
- Memberships, entry fees and subscriptions (item 3-1,5,6,8,9)
- Discipline, suspension and expulsion of members (item 7-1)
- Quorum at general meetings – item 13-2, This includes the annual general meeting. There has been a suggestion to reduce the number from 5 to 3, however this was not agreed by other board members
- Voting at general meetings (item 16-5 included)
- Board of Directors role and responsibilities – (note items 20-1,2)
- Office Holders – item 21-5 removed due to duplication (see item 33)
- Quorum for Board members item 27-1. There has been a suggestion to reduce the number from 4 to 3, however this was not agreed by other board members
- Note item 32-2, according to the “model rules”, two signatories are stated for cheques. Is this practical for the AIMA board?
- Income of the Association – item 33 (i), (iv)
- Indemnity and Insurance – note item 38
- Appendix 1 – seconder removed
- Appendix 4 – all fees included
- A final “tidy-up” on format only of the document shall be completed in the future released document



*Name and Definitions*

The incorporated association is Australasian Integrative Medicine Association (AIMA), also called "the Association".

In these Rules, unless the contrary intention appears -

"**Act**" means the Associations Incorporation Act 1981;

"**Integrative Medicine**" means the integration of holistic and complementary medicine with current mainstream medical practice, in pursuit of a complete whole person care;

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

"**financial year**" means the year ending on 30 June;

"**general meeting**" means a general meeting of members convened in accordance with rule 12.

"**member**" can mean a full member, board member, honorary member, associate member, student member, college/university member or corporate member of the Association;

"**Regulations**" means regulations under the Act;

"**relevant documents**" has the same meaning as in the Act.

"**Code of Ethics**" refers to AIMA's document called "Code of Ethics".

## 1. *About the Australasian Integrative Medicine Association (AIMA)*

The AIMA is an independent not-for-profit organisation of individual medical practitioners seeking to provide whole person medical care by integrating complementary medicine into mainstream practice.

**The Australasian Integrative Medicine Association (AIMA) Inc.** was originally formed in June of 1997, by the integration of two associations, the Integrative Medicine Association (IMA) formed in 1992, and the Australian Comprehensive Medicine Association (ACMA), formed in September 1994.

### **Mission Statement**

To act as a peak medical body that promotes the integration of holistic and complementary medicine with current mainstream medical practice, in pursuit of a complete whole person care.

### **Philosophy**

The Australasian Integrative Medicine Association upholds and works from the principle of whole person care guided by

1. the Hippocrates oath of harmless;
2. the WHO (World Health Organisation) mandate for optimal health to be inclusive of physical, social, psychological, emotional and spiritual well being; and
3. the Declaration of Helsinki (of World Health Organisation) that a physician must be free to use the most appropriate treatment if in his or her judgement it will result in the alleviation of suffering or the restoration of health or saving the life of a patient.

A holistic approach is encouraged through models of health care which attend to the person, their experience of illness, as well as their symptoms of disease via ethical, natural and wherever possible validated therapies.

The AIMA works towards enhancing this awareness amongst its members as well as encouraging the social and ethical responsibility of all practitioners towards serving the community.

### **Core Values**

- To encourage a holistic attitude amongst doctors and medical students and enhance skills in whole person medicine
- To encourage the “Wellness” paradigm amongst medical practitioners by fostering an attitude of Prevention and Health Promotion as a fundamental cornerstone in primary care
- To foster an attitude of respect for the rights of patients to exercise choice, an ownership of their treatment and management, and doing so with the giving of proper information, both mainstream and complementary, to assist patients with their decision towards consent or refusal of specific treatments.

## 2. *Objectives of the Association*

- (1) To promote the practice evidence based integrative medicine and to promote, maintain, protect, advance and extend the honour and interests and standing of the integrative medicine profession and of the Australasian Integrative Medicine Association.
- (2) To do all such things as may be incidental to the attainment of Integrative Medicine becoming accepted as mainstream medical practice.
- (3) To act as the principal coordinating body that promotes the integration of holistic and complementary medicine with current mainstream practice.
- (4) To maintain the role of the medical practitioner as the primary care provider whilst working in a multidisciplinary team of other health providers.
- (5) To liaise and network with medical organisations such as AMA, RACGP, Divisions of General Practice, hospitals, medical schools, colleges, universities, allied health groups and sponsors in the interest of promoting Integrative Medicine in Australasia and the world.
- (6) To encourage the practice of ethical non-pharmaceutical approaches when appropriate.
- (7) To support the professional, academic, philosophical, social, political, economic and legal interests of members of the Association.
- (8) To foster and sustain consultation and communication within the integrative medical profession and to hold or arrange for the holding of periodical meetings of the members of the Association so that the opinions of members may be readily voiced.
- (9) To become a member of or subscribe to or affiliate with any other organisation or in part similar to those of the Association.
- (10) To provide financial support that supports Integrative Medicine in areas such as research, education and as determined by the Board.
- (11) To circulate such information as may be thought desirable through or by means of a periodical journal which shall be the official journal of the Association and by the occasional publication of transactions or other papers.
- (12) To collect and circulate research and other information relating to the mainstream and complementary medicine profession.
- (13) To take an active part in the promotion of whole person health care programmes for the benefit of the people and to participate in the resolution of major social and community health issues.
- (14) To promote improvements or alterations in the law relating to the medical profession and take such other steps and proceedings as may be deemed expedient for carrying out this object.
- (15) To consider and advise on any question of medical policy referred to it for consideration by any organization of which the Association is a member or any body affiliated with the

Association.

(16) To carry out such commercial or trading activities as are considered conducive to the advantage of members of the Association by entering into arrangements or ventures where goods or services are provided to members of the medical profession including arrangements which utilizes the intellectual property of the Association, including the AIMA name.

### **3                    *Alteration of the rules***

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

### **4                    *Membership, entry fees and subscriptions***

The classes of membership of the Association shall be Full Members, Honorary Members, Associate Members (refers to practitioners only), Student Members, College/University Members and Corporate Members and Friends of AIMA (with only Full Members having voting rights).

- (1) Full membership of AIMA is limited to ethical and qualified medical practitioners and medical students registered in their state/country, who agree with the Association's purpose and support its aims and objectives.
- (2) The Full Members of the Association shall be legally qualified and registered medical practitioners who are involved in the practice teaching or research of integrative medicine. Only full members have voting rights and may use the term "Member of AIMA" on business stationery.
- (3) The Board shall have power to elect Honorary Members and who shall be exempt from payment of fees to the Association. Honorary Members may be:
  - (i) Eminent members of the medical and allied professions or distinguished Scientists or other distinguished persons;
  - (ii) A full member of the association who has attained the age of 60 years and has been a full member for not less than 10 years;
  - (iii) Past presidents who have served a minimum term of 2 years;
  - (iv) Executive Board members can be Honorary Board Members for the term of their office with voting rights.
- (4) Associate Membership is open to any member of the public or group (practitioner or non-practitioner), who supports the aims and objectives of AIMA. Associate Members do not have voting rights and may not use the term "Member of AIMA" on stationery.
- (5) The Board may admit student members of Medical Student Societies recognized by the Board to be Student Members while they remain student members of a Medical Student Society with such privileges as may from time to time be conferred in the discretion of the Board or under these rules. Student Members will have voting rights and will be required to pay membership fees.

(6) The Board may admit Colleges and Universities that are considered by AIMA to be reputable and credible bodies and whom AIMA may promote to its own members via newsletters and referral service. College and University Members will not have voting rights and will be required to pay membership fees. AIMA reserves the right to accept or expel any College or University from membership.

(7) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.

(8) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless

(a) he or she applies for membership in accordance with sub-rule (10); and

(b) the admission as a member is approved by the Board

(9) Corporate membership shall be available to any organisation that agrees to the aims and objectives of AIMA and do not have voting rights.

(10) An application of a person for membership of the Association must-

(a) be made in writing in the form set out in Appendix 1;

(b) be lodged with the Secretary of the Association.

(11) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

(12) The Board must determine whether to approve or reject the application.

(13) If the Board approves an application for membership, the Secretary must, as soon as practicable- (a) notify the applicant in writing of the approval for membership: and

(b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

(14) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule(12), enter the applicant's name in the register of members.

(15) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

(16) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(17) A right, privilege, or obligation of a person by reason of membership of the Association- (a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(18) The entrance fee is the relevant amount set out in Appendix 4.

(19) The annual subscription fee for each membership category is set out in Appendix 4 and is payable in advance on or before 1 July in each year.

**5. *Register of members***

(1) The Secretary must keep and maintain a register of members containing-

- (a) the name and address of each member; and
- (b) the date on which each member's name was entered in the register.

(2) The register is available for inspection free of charge by any member upon request.

(3) A member may make a copy of entries in the register.

**6. *Ceasing membership***

(1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)-

- (a) the member ceases to be a member; and
- (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

**7. *Discipline, suspension and expulsion of members***

(1) Subject to these Rules, if the Board is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct which is considered unethical by a member or prejudicial to the interests of the Association, the Board may be resolved to

- (a) suspend that member from membership of the Association for a specified period; or
- (b) expell that member from the Association.

(2) A resolution of the Board under sub-rule (1) does not take effect unless-

- (a) at a meeting held in accordance with sub-rule (3), the Board confirms the resolution; and
- (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

(3) A member of the Board to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice-

(a) setting out the resolution of the Board and the grounds on which it is based: and

(b) stating that the member, or his or her representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that he or she may do one or both of the following-

(i) attending that meeting;

(ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;

(e) informing the member that, if at that meeting, the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(5) At a meeting of the Board to confirm or revoke a resolution passed under sub-rule (1), the Board must-

(a) give the member, or his or her representative, an opportunity to be heard; and

(b) give due consideration to any written statement submitted by the member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the Board and the Board must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(8) At a general meeting of the Association convened under sub-rule (7)-

(a) no business other than the question of the appeal may be conducted; and

(b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his or her representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

**8. *Disputes and mediation***

(1) The grievance procedure set out in this rule applies to disputes under these Rules between- (a) a member and another member; or

(b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be- (a) a person chosen by agreement between the parties; or

(b) in the absence of agreement –

(i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must-

(a) give the parties to the mediation process every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may

seek to resolve the dispute in accordance with the Act otherwise at law.

**9. Annual general meetings**

- (1) The Board may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and members of the Board; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

**10. Special general meetings**

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.
- (5) The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must-
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.

(7) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

#### **11. *Special business***

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

#### **12. *Notice of general meetings***

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent-

(a) by prepaid post to the address appearing in the register of members; or

(b) if the member requests, by facsimile transmission or electronic transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

#### **13. *Quorum at general meetings***

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.

(2) That the AIMA Board be expanded to include up to **15 (fifteen)** members including Interstate Representatives, with a minimum of 5 people as the quorum.

Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present-

(i) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and

(ii) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

#### **14. *Presiding at general meetings***

(1) The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Association.

(2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

#### **15. *Adjournment of meetings***

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.

(4) Except as provided in sub-rule (13), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### **16. *Voting at general meetings***

(1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

(5) Honorary members and Board members are also entitled to vote at a general meeting.

**17. *Poll at general meetings***

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**18. *Manner of determining whether resolution carried***

If a question arising at a general meeting of the Association is determined on a show of hands –

(a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute book of the Association-

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**19. *Proxies***

(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be-

(a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2;  
or

(b) in any other case, in the form set out in Appendix 3.

**20. Board of Directors**

(1) The affairs of the Association shall be managed by the Board of Directors.

(2) The Board of Directors, namely the Board –

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and

(c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association. This includes, but without exclusion, the following:

(i) Establishment of working parties or sub-committees (see Appendix 5) to assist it in carrying out the responsibilities and activities of the Board. The Chairman of each Board working party or sub-committee shall be nominated by the Board and shall be a member of the Association. The membership of any working party or sub-committee established by the Board shall be reviewed as appropriate by the Board;

(ii) Provision of corporate policy and strategic direction for the Association;

(iii) Assurance that the Association's statutory responsibilities are met;

(iv) Confirmation of the employment and conditions of staff of the Association; and

(v) Right of power to invite any person to attend any meeting of the Board or any part of any Board meeting.

(3) Subject to section 23 of the Act, the Board shall consist of-

(a) the officers of the Association; and

(b) two honorary members-

each of whom shall be elected at the annual general meeting of the Association in each year.

**21. Office holders**

(1) The officers of the Association shall be-

(a) a President;

(b) a Vice-President;

(c) a Treasurer; and

(d) a Secretary.

(2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1).

(3) (a) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(3) (b) "The person elected to office of President, shall not hold this office for more than two(2) consecutive years, unless no other member nominates for that office"

(4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

## **22. *Members of the Board***

(1) (a) Subject to these Rules, each member of the Board shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(b) "The person elected to office of President, shall not hold this office for more than two(2) consecutive years, unless no other member nominates for that office"

(2) In the event of a casual vacancy occurring in the office of a member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **23. *Election of officers and Board members***

(1) Nominations of candidates for election of officers of the Association or members of the Board must be-

(a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

(2) A candidate may only be nominated for one office, or as a member of the Board, prior to the annual general meeting.

(3) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

(6) The ballot for the election of officers and members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

#### **24. *Vacancies***

The office of an officer of the Association, or a member of the Board, becomes vacant if the officer or member-

(a) ceases to be a member of the Association; or

(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice in writing given to the Secretary.

#### **25. *Meetings of the Board***

(1) The Board must meet at least 3 times in each year at such place and such times as the Board may determine.

(2) Special meetings of the Board may be convened by the President or by any 4 members of the Board.

#### **26. *Notice of Board meetings***

(1) Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.

(2) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

#### **27. *Quorum for Board meetings***

(1) Any 4 members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.

(2) No business may be conducted unless a quorum is present.

(3) If within half of hour of the time appointed for the meeting a quorum is not present-

- (i) in the case of a special meeting- the meeting lapses;
- (ii) in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Board may act notwithstanding any vacancy on the Board.

**28. *Presiding at Board meetings***

At meetings of the Board -

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

**29. *Voting at Board meetings***

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-Board appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Board, or at a meeting of any sub- Board appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**30. *Removal of Board member***

- (1) The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

**31. *Minutes of meetings***

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

**32. *Funds***

- (1) The Treasurer of the Association must-
  - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Board.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

**33. *Income of the Association***

The income and property of the Association, from whatever source derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this document, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever, by way of profit to the persons who at any time are or have been members of the Association, or to any person claiming through any of them PROVIDED that nothing herein contained shall prevent the payment in good faith of or for:

- (i) fees to any Board members or employees of the Association or to any member of the Association for services actually rendered to the Association as agreed by the Board;
- (ii) goods or services supplied in the ordinary and usual way of business;
- (iii) interest at a commercial rate on money borrowed from any Board member or member of the Association;
- (iv) reasonable and proper rent for premises of the Association;
- (v) repayment of Board member and employees out of pocket expenses;
- (vi) the benefit of indemnity insurance obtained by the Association for the benefit of the Board members and employees in accordance with the Corporations Law; and
- (vii) Fees to the Officers of the Association and employees salaries in accordance with the Articles of Association.

**34.       *Seal***

- (1)       The common seal of the Association must be kept in the custody of the Secretary.
- (2)       The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and by some other person appointed by the Board for the purpose.

**35.       *Notice to members***

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a)       delivering the notice to the member personally; or
- (b)       sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c)       facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d)       electronic transmission, if the member has requested that the notice be given to him or her in this manner.

**36.       *Winding up***

If upon the winding up or dissolution of the Association 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 objects similar to the objects 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 is imposed on the Association under or by virtue of Clause 33 hereof such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of the State of Victoria and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

**37.       *Custody and inspection of books and records***

- (1)       Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2)       All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

(4) Once at least in every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.

### **38. *Indemnity and Insurance***

(1) Every Board Director of the Association and the past holders of those positions shall be indemnified out of the funds of the Association against all liability incurred by them as a Director, Secretary, other officer or auditor to another person (other than the Association), unless the liability arises out of conduct involving a lack of good faith.

(2) Every Board Director, other officer and auditor of the Association and the past holders of those positions shall be indemnified against:

(a) All and any liability for costs and expenses incurred by them in defending proceedings, whether civil or criminal, in which judgment is given in favour of them or in which they are acquitted; or

(b) in connection with an application, in relation to such proceedings, in which the Court grants relief to them under the Law.

(3) The Association shall pay, at the relevant intervals, a premium in respect of a contract insuring all or any one or more of the Directors, other officers and auditor of the Association and past holders of those positions against liability incurred by them as a Director, other officer or auditor, but excluding liability for a willful breach of a duty to the Association as defined in the Code of Ethics and a contravention of the Law.

(4) The Association shall pay, at the relevant intervals, a premium in respect of a contract insuring all or any one or more of the Directors, other officers and auditor of the Association and past holders of those positions against a liability for costs and expenses incurred by them in defending proceedings, whether civil or criminal and whatever their outcome, arising out of their role as Director, other officer of the Association.

(5) Subject to the Law, every Director, other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Association to pay all costs losses and expenses which any such Director, other officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by them as a Director, other officer or servant, or in any way in the discharge of their duties.

**APPENDIX 1**  
**APPLICATION FOR MEMBERSHIP OF**  
**THE AUSTRALASIAN INTEGRATIVE MEDICINE ASSOCIATION (AIMA)**

I, \_\_\_\_\_, of \_\_\_\_\_  
\_\_\_\_\_ desired to become a  
*(name and occupation)* *(address)*  
member of the Australasian Integrative Medicine Association.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, \_\_\_\_\_, a member of the Association,  
*(name)*  
nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

**APPENDIX 2**  
**FORM OF APPOINTMENT OF PROXY FOR MEETING OF**  
**ASSOCIATION CONVENED UNDER RULE 7(7)**

I,

*(name)*

of

*(address)*

being a member of the Australasian Integrative Medicine Association

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the Australasian Integrative Medicine Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on-

*(date of meeting)*

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1).

Signed

Date

**APPENDIX 3**

**FORM OF APPOINTMENT OF PROXY**

I,

*(name)*

of

*(address)*

being a member of the Australasian Integrative Medicine Association

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the Australasian Integrative Medicine Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on-

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against\* following resolution (insert details of resolution).

Signed

Date

\*Delete if not applicable

## APPENDIX 4

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| <i>Fees</i>                       | <i>Amount</i><br><i>(including GST)</i>                 |
|-----------------------------------|---|
| <i>(Annual subscription fees)</i> |   |
| Full membership                   | \$200.00  |
| Associate membership              | \$120.00  |
| Student membership                | \$20  |
| Honorary membership               | NIL   |
| Friends of AIMA                   | \$40  |
| Corporate membership              |   |
|                                   | Determined by the Board<br>on an annual/otherwise basis |

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**LATEST FEE SCHEDULE AS PASSED AT AGM 16<sup>TH</sup> NOVEMBER 2006**

**NOTE NEW FEW STRUCTURE WAS IMPLEMENTED 2008**

## APPENDIX 5

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### List of Sub-Committees (these may change from time to time)

- Membership
  - Newsletter\ **JAIMA**
  - Journal Club\ **Scientific & reference update**
  - Medicopolitical (RACGP/AMA)
  - Media
  - Social Club
  - Charitable foundation
  - University/ College Liaison
  - **Education**
  - **Conference**
  - Fundraising
-

**APPENDIX 6**  
**CODE OF ETHICS**

**INTRODUCTION**

Medical Practitioners are governed by legislation and regulation, which is appropriate to the State or States in which they hold registration. In addition to, and in amplification of, the Medical Practitioner's Acts of the particular State or States, the following points are presented:

**1.1 Duties of Doctors in General.**

1.1.1 A doctor must always maintain the highest standards of professional conduct towards both the individual and society.

1.1.2 a doctor must not allow himself to be influenced merely by motives of profit.

1.1.3 The following practices are deemed unethical:

(a) Any self advertisement except such as is expressly authorised by the national code of medical ethics.

(b) Taking part in any plan of medical care in which the doctor does not have professional independence.

(c) To receive any money in connection with services rendered to a patient other than the acceptance of a proper professional fee, or to pay any money in the same circumstances without the knowledge of the patient.

1.1.4 Under no circumstance is a doctor permitted to do anything that would weaken the physical or mental resistance of a human being, except from strictly therapeutic or prophylactic indications imposed in the interest of the patient.

1.1.5 A doctor is advised to use great caution in publishing discoveries. The same applies to methods of treatment whose value is not recognised by the profession.

1.1.6 When a doctor is called upon to give evidence or a certificate he should only state that which he can verify.

**1.2 Duties of Doctors to the Sick.**

1.2.1 A doctor must always bear in mind the importance of preserving human life and must attempt to aid the patient toward better health and relieve suffering where possible.

1.2.2 A doctor owes to his patient complete loyalty and all the resource of this science. Whenever an examination or treatment is beyond his capacity he should summon another doctor who has the necessary ability.

1.2.3 A doctor owes to his patient absolute secrecy on all which has been confided to him or which he knows because of the confidence entrusted to him.

1.2.4 A doctor must give the necessary treatment in emergency, unless he is assured that it can and will be given by others.

1.2.5 Every patient has the right to expect a complete and thorough examination into his condition and that accurate records will be kept.

1.2.6 A doctor should be ever striving in the interests of his patients to improve his knowledge and skill.

### **1.3 Duties of Doctors to Each Other**

1.3.1 A doctor ought to behave to his colleagues as he would have them behave to him.

1.3.2 A doctor must not entice patients from his colleagues.

1.3.3 A doctor must observe the principles of "The Declaration of Geneva" approved by the World Medical Association.

### **2.1 The Doctor and Commercial Undertakings.**

2.1.1 A general ethical principle is that a doctor should not associate themselves with commerce in such a way as to let it influence their attitude towards the treatment of their patients.

2.1.2 Testimonials or laudatory certificates, whether for publication or not, of any medical or surgical appliance or apparatus or dressing or any drug or medicinal preparation or any cosmetic should not be given by a medical practitioner.

2.1.3 Doctors should not sanction the quotation of an extract from any publication by them dealing with any medical or surgical subject for the purpose of trade advertisement.

### **3.1 The Doctor and the General Public**

3.1.1 One of the strictest rules of Medical Ethics has to do with the restrictions, which are placed on medical practitioners in regard to the methods of attracting patients. In general it may be said that no medical practitioner should attempt in any way to advertise himself except by the legitimate means of proficiency in his work and by skill and success in his practice.

The word 'advertise' is used in its broadest sense and includes all methods by which a practitioner may be made known to the public, either directly or indirectly with the object of obtaining and promoting his professional advantage.

3.1.2 As the Medical Board supervised regulations governing advertising differ from State to State our members should consider themselves specifically restricted only by those regulations appropriate to the State in which their activities take place.

#### **4.1 Deregistration and Expulsion**

4.1.1 Any member whose name shall have been removed from the Medical Register of his State by reasons of conviction of an indictable offence or infamous conduct in a professional respect shall cease to be a member. If his name is subsequently restored to the Register the AIMA shall on application decide the propriety of his being readmitted to membership.

4.1.2 The AIMA shall have power to expel from membership of the Association any member on the ground that his conduct is deemed by the Association to be detrimental to the reputation, honour and/or interests of the profession and/or the Association, or on the grounds that the member has wilfully and persistently refused to comply with the Rules of the Association or its Articles or By-laws of the Association. Provided that fourteen days notice in writing shall have been given to the member specifying a time and place where he may be heard, or his submission presented in his defence, and that defence will be reasonably considered prior to a decision concerning expulsion.

4.1.3 A resolution to expel a member must be carried by a two-thirds majority of the members of the Council of the AIMA present and voting.

4.1.4 An expelled member shall, notwithstanding that he has ceased to be a member, be liable to pay all sums due from him to the Association at the time of his expulsion.

#### **5.1 Procedures in Ethical Matters**

5.1.1 An Ethics and Peer Review Subcommittee shall be appointed annually to investigate any question of medical or AIMA ethics, which is brought to its notice by the Chairman of the Subcommittee or referred to it by the Council of the Association.

5.1.2 The actual procedures to be adopted shall be based on the procedures laid down in the 'Code of Ethics' of the AMA of 1992.

#### **6.1 Dissolution of the Australian Integrative Medicine Association**

6.1 If, upon the winding-up or dissolution of the organisation, 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 organisation, but shall be given or transferred to another organisation which is exempt from the payment of income tax under Section 23 of the Income Tax Assessment Act (1936), or any amendment or re-enactment thereof.