

ACONT - AUSTRALIAN COMMITTEE OF NATURAL THERAPIES INC.

CONSTITUTION

1. **Name**

The name of the Association is "Australian Committee of Natural Therapies Inc."

2. **Definitions**

In this Constitution:

"Association" means Australian Committee of Natural Therapies Inc.

"Act" means the Associations Incorporation Act, 1985

"Financial year" means each period of 12 months commencing on the 1st July in each year.

"Member" means any Member of the Association and "Membership" means the status of such Member under this Constitution.

"Membership year" means the period from 1st January in any year to 31st December of the same year.

"Special General Meeting" means a Meeting of the Association called for a specific or special requirement, apart from a General Meeting, or other than an Annual General Meeting.

"Special Resolution" means a resolution passed by a majority of not less than 3/4 of the members of the relevant body present and voting at the meeting dealing with the relevant resolution.

3. **Interpretation**

In this Constitution:

3.1 Words importing the singular number shall include the plural number and vice versa;

3.2 References to any gender shall include the other gender;

3.3 The headings are for convenience only and do not affect the interpretation of this Constitution;

3.4 References to the Act or any provision of the Act shall include any modification or re-enactment of the Act or any provision substituted for, and all regulations issued under the Act or any such modification re-enactment or provision;

3.5 References to Rules are references to Rules of this Constitution.

4. **Objects & Powers**

4.1 The objects of the Association are:

(a) To promote and develop the use of natural therapies in health care.

(b) To promote an appreciation of preventative health care using natural therapies and products including magnetic therapies and products.

- (c) To promote and provide educational courses and materials in the use of natural and magnetic therapies.
 - (d) To make representation to relevant Government authorities, agencies and bodies on behalf of the members.
 - (e) To establish and maintain a free flow of natural medicine information between manufacturers, practitioners and the general public.
- 4.2 The Association shall have the following powers:
- (a) To acquire, hold, deal with, and dispose of, any real or personal property;
 - (b) To administer any property on trust;
 - (c) To open and operate bank accounts;
 - (d) To invest its money -
 - (i) in any security in which trust moneys may, by Act of Parliament be invested;
 - (ii) in term deposits with any bank or building society;
 - (e) Borrow money upon such terms and conditions as the Association thinks fit;
 - (f) Give such security for the discharge of liabilities incurred by the Association it thinks fit;
 - (g) Appoint agents to transact any business of the Association on its behalf;
 - (h) Enter into any other contract it considers necessary or desirable;
 - (i) The power to do all such acts and things as the Association may deem incidental or conducive to the attainment of all or any of the objects set out above in Rule 4.1

5. **Structure**

The Association shall consist of a Board of Directors and all Members of the Association.

6. **Membership**

- 6.1 Membership is open to anyone, but all intending members shall demonstrate practitioner interest or industry involvement with natural therapy, with appropriate qualifications and have or intend to have accreditation standards relevant to the Association.
- 6.2 Membership shall be subject to acceptance by majority vote of the Board of Directors.
- 6.3 Membership shall cease on non-renewal or non-payment of Membership fees.
- 6.4 A Register of Members shall be kept by the Secretary or such other person authorised by the Board of Directors. Such Register shall be conclusive evidence of the number of Members of the Association at any one time.

7. Classes of Membership

Members shall be divided into the following classes namely:

- Members with Schedule 1 accreditation under the Therapeutic Goods Act 1989.
- Members without accreditation under the Therapeutic Goods Act 1989, but with therapist qualifications or accreditation.
- Corporate and Industry Members, student, and ordinary members.
- Members who are a full member of an ACONT recognised association whose ACONT membership rights are limited to access to TGA Schedule 1 Exemption certificates, termed Associated ACONT Schedule 1 Membership.

7.1 Subject to these rules:

- the classes of membership;
- membership qualification for each class;
- the number of members in each class;
- Competency Based Standards requirements for Practitioner members;
- the benefits and privileges attached to each class of membership;
- the terms and conditions applying to Membership of any class.

7.2 Every Member shall hold Membership subject to this Constitution, and By-laws and Regulations made under this Constitution and to any Act of Parliament and By-laws or Regulations made under any applicable Act of Parliament.

7.3a The primary purpose of the expanded membership category of *Associated ACONT Schedule 1 Membership* is to extend ACONT's TGA Schedule 1 capability to emerging Allied Health and Complementary Medicine associations, during the ongoing freezing of the TGA Schedule 1 Exempt provider list. Through this membership category, ACONT is promoting and developing the use of natural therapies in health care, consistent with 4.1a of the ACONT Constitution.

7.3b Agreements made with these emerging associations entered by the ACONT Board of Directors are binding on all subsequent ACONT Boards of Directors and are made under the authority of 4.2 g, 4.2h and 4.2i of the ACONT Constitution.

7.3c Membership fees for this *Associated ACONT Schedule 1 Membership* category should cover the administrative costs to ACONT and be substantially less than the ACONT Schedule 1 Membership fee in recognition of the membership already paid by the member to their principal association and their limited ACONT membership rights.

8. Voting

- 8.1 Only a Member will be entitled to vote or take part in any proceedings of the Association.
- 8.2 Only Schedule 1 Practitioner Members will be entitled to vote on Schedule 1 or ingestive modality issues.
- 8.3 Subject to Rule 8.3 no Member will be entitled to vote on any occasion or be entitled to any Membership privileges unless the Member has paid his/her subscription for the current Membership year.
- 8.4 Any Member holding Membership at the end of any financial year will not be prevented by Rule 8.2 from voting at an election held in conjunction with the Annual General Meeting immediately following the end of the financial year.

9. Suspension or Expulsion of Member

- 9.1 The Board of Directors may suspend or expel any member by a 2/3 majority vote PROVIDED ALWAYS that any suspended or expelled member may give 21 days written notice to the Secretary requiring the suspension or expulsion to be considered and put to a majority vote at a subsequent General Meeting.
- 9.2 The Association shall not be required to accept the renewal of membership of a suspended or expelled member when the renewal next falls due.

10. Resignation

Any member may resign from the Association at any time by giving notice in writing to the Secretary.

11. Board of Directors

- 11.1 The business affairs of the Association shall be under the management and control of the Board of Directors.
- 11.2 The Board of Directors shall consist of not less than 4 and up to 5 core Executive Directors of which at least 3 must be an accredited Schedule 1 Member, and up to 4 Non-Executive Directors of which at least 1 must be an accredited Schedule 1 Member, under the Therapeutic Goods Act 1989.
- 11.3a A core Executive Director will be elected by a majority decision at an Annual General Meeting or in an emergency by a Special Meeting of the existing Board of Directors.
- 11.3b A Non-Executive Director will be elected by a majority decision at an Annual General Meeting or in an emergency by a Special Meeting of the existing Board of Directors.
- 11.4a Tenure of a core Executive Director will be 5 years plus 5 years, with extension to 10 years or beyond contingent on the approval of the Membership by majority vote. The purpose of this is to give

stability to the management of the association and allow sufficient time for mentoring and development of future core Executive Directors from the membership of the association.

- 11.4b Tenure of a Non-Executive Director will be 1 year plus 1 year with extension to 2 years and beyond contingent on the approval of the Membership by majority vote. The purpose of this is to ensure that members can participate in the management of the association and that this opportunity is shared amongst members.
- 11.4c Any Director can resign their position with 2 weeks' notice and any Director can be removed from their position by a valid evidence-based no-confidence motion supported by a 2/3 majority vote of the membership.
- 11.4d Any Director found guilty of misconduct will forfeit their position as a Director of the association.
- 11.5 Nominations for members to be elected to the Board of Directors may only be made by a member who is entitled to vote at the Annual General Meeting at which such nominee stands for election.
- 11.6 Nominations for all members of the Board of Directors shall be in writing and signed by both the candidate and the person making the nomination.
- 11.7 Elections for the Board of Directors shall be conducted as follows:
 - (a) In only one person is nominated for any one office, the person so nominated shall be deemed to have been elected automatically
 - (b) If the number of nominations exceeds the number of vacancies, the Chairperson of the Annual General Meeting may direct the election to be made either by a show of hands, or by a secret ballot.
- 11.8 The Chairperson shall announce the result of such election immediately after the vote.
- 11.9 The office bearers of the Board of Directors shall be the President, Secretary and Treasurer, and these positions are to be elected by the Board of Directors at a meeting held within 1 month following the Annual General Meeting.
- 11.10 The Board of Directors shall meet as often as may be required to conduct the business of the Association, and not less than 4 times each year.
- 11.11 The quorum for a Board of Directors meeting shall be 3 members of the Board of Directors.
- 11.12 The President or 2 other members of the Board of Directors shall have the power to call a meeting of the Board of Directors.
- 11.13 Notice of a Board of Directors Meeting shall be given at the previous Board of Directors Meeting, or by 7 days written notice distributed to all Board of Directors members, or in an emergency by such other notice as shall be ratified by the Board of Directors.
- 11.14 In the event that any member of the Board of Directors is absent from three consecutive meetings of the ACONT Board without

first having obtained leave of absence from those meetings, such member shall be deemed to have resigned from the Board of Directors and all other positions or offices they may hold at the time.

12. Sub-committees

The Board of Directors may appoint, from its members and other persons, such sub-committees as it deems necessary (i.e. Magnetic Therapies Division) and may determine the number of members to comprise such sub-committees and define its powers and duties.

13. Revenue

All revenue belongs to the Association from Membership fees and other activity in which the Association may become engaged, shall be used solely for the purpose of furthering the objects expressed in Rule 4 of this Constitution, provided that a Special Resolution of the Association at its Annual General Meeting or a Special General Meeting may authorise the expenditure of such revenue for any other purpose.

14. Annual General Meeting

- 14.1 The Annual General Meeting of the Association shall be held once every year in November, the exact date to be fixed by the Board of Directors.
- 14.2 The business to be conducted at the Annual General Meeting shall, where appropriate, include:
 - (a) To elect a chairman for the meeting,
 - (b) To confirm the minutes of the previous Annual General Meeting,
 - (c) To receive the President's report,
 - (d) To receive the Treasurer's report, which is to include the audited financial statements for the previous financial year,
 - (e) Election of the Board of Directors (for vacant positions or positions renewing),
 - (f) General business of which notice has already been given.
- 14.3 No motion shall be proposed in the general business, and no Resolution passed at the Annual General Meeting, unless notice in writing setting out the proposed Motion and/or Resolution has been given to the Secretary at least 7 days prior to the Annual General Meeting.

15. Special General Meetings

- 15.1 The Board of Directors may call a Special General Meeting of the Association at any time, by giving at least 14 days' notice.
- 15.2 Such notice shall state the purpose of the Special General Meeting, and the business to be conducted. Such Special General Meeting shall deal with the business as appears on the notice, and no other business whatsoever.
- 15.3 A Special General Meeting of the Association may be called by a

request in writing to the Secretary and signed by not less than 8 members of the Association. The request shall state the object of the meeting, and any resolution or motion proposed to be moved. The Secretary shall forthwith convene a Special General Meeting within 1 month of receipt of the request.

16. Requirements for General Meetings

- 16.1 The Secretary shall give all members at least 14 days' notice, in writing, of a General Meeting. Such notice shall set out the business to be conducted at the meeting and shall be emailed to each and every member of the Association at the member's last known address as shown in the Association's Register of Members.
- 16.2 Each member shall be entitled to one vote at the General Meeting at which they are present.
- 16.3 A quorum for a General Meeting shall be 6 members.
- 16.4 If at the General Meeting there is no quorum within 30 minutes of the time appointed for the meeting, then the meeting shall be adjourned for a period not exceeding 14 days. The quorum for such adjourned meeting shall be 5 members, failing which the meeting will lapse altogether.

17 Proxies

- 17.1 For the purposes of the Annual General Meetings and Special General Meetings a member may appoint another member as proxy by lodging the instrument appointing the proxy with the Secretary no later than 24 hours before the time of the Annual General Meeting or Special General Meeting.
- 17.2 The instrument appointing the proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and in such case the proxy is not entitled to vote on the resolution except as specified in the instrument.

18. Seal

- 18.1 The Common Seal of the Association shall be kept by the Secretary or other such person as shall be authorised by the Board of Directors.
- 18.2 The Common Seal shall not be affixed to any document without the authority of a resolution of the Board of Directors, and in the presence of the President and Secretary, or such other person or persons as the Board of Directors may for that purpose appoint. The people in whose presence the Common Seal is affixed to any document shall personally sign the said document.

19. President

- 19.1 The president shall be Chairman of the Annual General Meeting, Special General Meetings and General Meetings. In his or her absence, another person shall be elected to be Chairman by the members present at the Special General Meeting or General Meeting.

- 19.2 The Chairman shall have a casting vote, in addition to his or her ordinary vote, in the event of an equal number of votes cast in respect of any motion or resolution.
- 19.3 The President, together with the Board of Directors, shall guide and supervise the affairs of the Association and Members, having regard to the objects of the Association as set out in Rule 4 of this Constitution.
- 19.4 The President shall be signatory to all bank accounts operated by the Association.
- 19.5 The President shall not make decisions committing the Association in any way without prior approval by Resolution of the Board of Directors.
- 19.6 The President shall prepare an annual report for presentation at the Annual General Meeting.

20. **Secretary**

- 20.1 The Secretary shall take and keep in an orderly manner the minutes of General Meetings and all Board of Directors meetings.
- 20.2 The Secretary shall attend to the correspondence of the Association at the direction of the Board of Directors, whose decisions the Secretary shall carry out at all times.
- 20.3 The Secretary shall control such amounts of petty cash as the Board of Directors may decide.
- 20.4 The Secretary shall attend to the ordinary administrative decisions of the Association but shall not make decisions committing the Association in any way.
- 20.5 The Secretary shall keep the records of the Association in a proper and orderly manner, and shall make them available for inspection at all reasonable times, on request, to any member of the Board of Directors, or any person duly authorised by the Board of Directors.
- 20.6 The Secretary shall be a signatory to all bank accounts operated by the Association.
- 20.7 The Board of Directors shall designate a member of the Board of Directors to be the "Public Officer", and the Secretary is responsible for notifying the Corporate Affairs Commission within 1 month of any change in the identity of the Public Officer.

21. **Treasurer**

- 21.1 The Treasurer, under the supervision of the Board of Directors, shall keep the accounts of the Association and will present a financial statement at each Board of Directors Meeting.
- 21.2 The Treasurer shall keep the books of the Association in a proper and orderly manner, and shall make them available for inspection at all reasonable times, on request, to any person duly authorised by the Board of Directors.
- 21.3 The Treasurer shall issue receipts and bank all moneys received by the Association into the Association's bank accounts as soon as possible,

and shall make payment of the Association's debts, by cheque, association debit card or direct deposit, after these have been passed for payment by the Board of Directors.

- 21.4 The Treasurer shall be a signatory to all bank accounts operated by the Association.
- 21.5 All cheques shall be signed by the Treasurer and countersigned by the President. In the absence of either the Treasurer or the President, the Secretary shall be the other signatory.
- 21.6 The Treasurer shall ensure that the Annual Financial Statements are audited by an independent auditor appointed by the Board of Directors, and then presented at the Annual General Meeting.
- 21.7 The Treasurer and the President together may pay accounts of any amount up to \$100 without first referring to the Board of Directors for approval. However, all such payments must be ratified at the next Board of Directors meeting.

22. Binding the Association

- 22.1 No member of the Board of Directors or of the Association may under any circumstances whatsoever commit or bind the Association in any manner without the prior approval of the Board of Directors. Any member who does so shall be held personally responsible for their actions and shall be liable to fully indemnify the Association.
- 22.2 In cases of emergency, either the President, Secretary, or Treasurer, together with two members of the Board of Directors may make such decisions and take such action as they think fit on behalf of the Association, as though the decision or action was that of the Board of Directors. They shall, however, report their decision or action to the Board of Directors at the earliest opportunity by calling a meeting of the Board of Directors.

23. Amendments to the Constitution and Rules of Association

No Rule of the Association shall be suspended, varied, altered, added to, or repealed, nor shall any new Rule be added, except by a Special Resolution of the Members, present and voting at an Annual or Special General Meeting.

24. By-laws and Regulations

The Board of Directors may make such By-laws and Regulations not inconsistent with these Rules as it thinks fit for carrying out and giving effect to the Rules of the Association, and any By-laws and Regulations lawfully made by the Board of Directors shall have the same force and effect as if they were Rules of the Association and were embodied by this Constitution. The Board of Directors may alter, vary, or rescind any By-laws or Regulation made by it.

25. **Winding Up**

- 25.1 The Association may be wound up by Resolution of a Special General Meeting convened especially for that purpose.
- 25.2 To be passed, a Resolution for winding up must be approved by a two-thirds majority of the members present, which shall not be less than 20% of the members of the Association as shown in the register of members at the time of the proposed Resolution.
- 25.3 At the expiry of 28 days from the date of the passing of such Resolution the Secretary shall appoint a Liquidator who shall dissolve the Association according to law.
- 25.4 In the event of the assets exceeding the liabilities the excess remaining when all liabilities shall have been paid shall be transferred to an Incorporated Association having similar objects to those of the Association, however if there is no Incorporated Association with similar objects then to a charitable or benevolent organisation.

Amendments 4 May 2020 by Special Meeting of Board of Directors

Change of terminology

To reflect the management structure of a modern association and be consistent with the structure of other Complementary Medicine associations.

All references to "Management Committee" changed to "Board of Directors".

Stable management structure

The following clauses of the ACONT Constitution were amended to reflect a more stable management structure for the ongoing management and development of the association.

Removed clause

- 11.2 The Management Committee shall be made up of not less than 4 and not more than 9 members with at least 2 such members having Schedule 1 accreditation under the Therapeutic Goods Act 1989.

Replacement clause

- 11.2 The Board of Directors shall consist of not less than 4 and up to 5 core Executive Directors of which at least 3 must be an accredited Schedule 1 Member, and up to 4 Non-Executive Directors of which at least 1 must be an accredited Schedule 1 Member, under the Therapeutic Goods Act 1989.

Removed clause

- 11.3 Each member of the Management Committee shall be elected by a majority decision at an Annual General Meeting.

Replacement clause

- 11.3a A core Executive Director will be elected by a majority decision at an Annual General Meeting

or in an emergency by a Special Meeting of the existing Board of Directors.

- 11.3b A Non-Executive Director will be elected by a majority decision at an Annual General Meeting or in an emergency by a Special Meeting of the existing Board of Directors.

Removed clause

- 11.4 Each member of the Management Committee shall hold office for a period of 1 year, at the end of which time they shall be eligible for re-election as a member of the Management Committee.

Replacement clause

- 11.4a Tenure of a core Executive Director will be 5 years plus 5 years, with extension to 10 years or beyond contingent on the approval of the Membership by majority vote. The purpose of this is to give stability to the management of the association and allow sufficient time for mentoring and development of future core Executive Directors from the membership of the association.
- 11.4b Tenure of a Non-Executive Director will be 1 year plus 1 year with extension to 2 years and beyond contingent on the approval of the Membership by majority vote. The purpose of this is to ensure that members can participate in the management of the association and that this opportunity is shared amongst members.
- 11.4c Any Director can resign their position with 2 weeks' notice and any Director can be removed from their position by a valid evidence-based no-confidence motion supported by a 2/3 majority vote of the membership.
- 11.4d Any Director found guilty of misconduct will forfeit their position as a Director of the association.
- 14.2 The business to be conducted at the Annual General Meeting shall, where appropriate, include:
- (e) Election of the Board of Directors (for vacant positions or positions renewing),

Amendment: '(for vacant positions or positions renewing), inserted.

16. Requirements for General Meetings

- 16.1 The Secretary shall give all members at least 14 days' notice, in writing, of a General Meeting. Such notice shall set out the business to be conducted at the meeting and shall be emailed to each and every member of the Association at the member's last known address as shown in the Association's Register of Members.

Amendment: 'posted' changed to 'emailed'.

Payment methods updated

Payment methods "association debit card or direct deposit" added to reflect modern payment options.

- 21.3 The Treasurer shall issue receipts and bank all moneys received by the Association into the Association's bank accounts as soon as possible, and shall make payment of the Association's debts, by cheque, **association debit card or direct deposit**, after these have been passed for payment by the Board of Directors.

Expanded Membership Category and additional clause (7.3)

7. Classes of Membership

Members shall be divided into the following classes namely:

- (a) Members with Schedule 1 accreditation under the Therapeutic Goods Act 1989.
- (b) Members without accreditation under the Therapeutic Goods Act 1989, but with therapist qualifications or accreditation.
- (c) Corporate and Industry Members, student, and ordinary members.
- (d) **Members who are a full member of an ACONT recognised association whose ACONT membership rights are limited to access to TGA Schedule 1 Exemption certificates, termed Associated ACONT Schedule 1 Membership.**

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7.3c Membership fees for this *Associated ACONT Schedule 1 Membership* category should cover the administrative costs to ACONT and be substantially less than the ACONT Schedule 1 Membership fee in recognition of the membership already paid by the member to their principal association and their limited ACONT membership rights.