

# Dr Paul Lam Tai Chi for Health Institute

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## Part 1 – Preliminary

The Dr Paul Lam Tai Chi for Health Institute (The Institute, or TCHI) is a registered Incorporated Association (Not-For-Profit corporation). It is dedicated to the training of Instructors/leaders of the Tai Chi for Health programs. Its purpose is to empower people to improve their health and wellness, and, to make Tai Chi for Health accessible to everyone for health and wellness.

The Objectives of the Tai Chi for Health Institute are:

- a) Training effective and safe teachers of the Tai Chi for Health programs;
- b) Developing effective Tai Chi for Health programs through research and development;
- c) Making the world aware of tai chi as a modality that promotes health;
- d) Providing support to Tai Chi for Health programs and instructors.

### 1 Definitions

The Institute consists of a Director, Governing Board, members and Associates;

All certified Tai Chi for Health Instructors / Leaders are automatically members of TCHI;

Non-certified Tai Chi for Health Instructors / Leaders can be approved by the Board as associates of TCHI.

The Chair must be a currently qualified Master Trainer (MT) and be nominated by a MT and seconded by another MT and voted for by the majority of MTs. The Chair has the highest responsibility of the Tai Chi for Health Institute and is the official spokesperson. He or she works with the Board to manage the Institute.

A new Chair will be selected by a vote of the Board if he or she resigns, is removed by the Board, or is unable to carry out the role for the remainder of his or her term until an election by MTs is due.

If the Chair is not available for any reason, the Vice Chair will step in as the acting Chair, for up to a maximum period of six months before the return or appointment of the new Chair, whichever is sooner.

**Ordinary Board Member** means a member of the Board who is not an office-bearer of the association.

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

**Special General Meeting** means a general meeting of the association other than an annual general meeting.

**The Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Membership**

### **2. Membership generally**

(1) A person is eligible to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person has been nominated and approved for membership of the association in accordance with clause 3.

A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### **3. Nomination for membership**

(1) A nomination of a person for membership of the association:

- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
- (b) must be lodged with the Secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the Board makes that determination, the Secretary must:

- (a) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable), and
- (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The Secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

#### **4. Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

#### **5. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **6. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$10 for two years or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$10 or, if some other amount is determined by the Board, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## **9. Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

## **10. Resolution of disputes**

- a) Disputes between Members and Associates in TCHI, and disputes between themselves and TCHI, shall be referred to the Vice-Chair of the Association.
- b) If the Vice-Chair cannot resolve the dispute, he or she will create an ad-hoc Judicial Board to investigate the dispute and recommend a solution.
- c) The recommended resolution will be presented to the Board, and the Director for final approval and disciplinary action if warranted, as in other matters of the Institute.
- d) Disciplinary action may consist of any or all of the following, or other appropriate action as approved by the Board:
  - i) Verbal Reprimand
  - ii) Written Reprimand
  - iii) Required written apology to parties involved
  - iv) Revocation of Association membership
  - v) Revocation of status and authority as an instructor/leader, Senior Trainer or a Master Trainer
- e) Right of Appeal
  - i) A Member or Associate may appeal the resolution and/or the disciplinary action within 7 days of notice of the resolution or disciplinary action.
  - ii) A fee of USD\$500 to \$1000, as determined by the Chairperson is payable to compensate for the time and expense of the Appeal Board.
  - iii) There will be a Board of Appeal consisting of three members: one Master Trainer, one Senior Trainer, and one instructor/leader. The members must

not be a Board member. Should any member of the appeal Board be involved in either the incident or the subsequent Board investigation, decision, and appeal, the Director would appoint a substitute member for that particular matter.

- iv) The members of the Board of Appeal are nominated by a MT, seconded by a ST, voted by the Board and finally approved by the Director.
- v) The tenure of the Appeal Board is 8 years. Should there be a resignation or removal, the Chairperson will nominate a replacement and within three months a new member would be nominated according the clause e) iv.
- vi) Within one month, this panel will make the final decision on the resolution and disciplinary action. There is no further appeal process.

## ***11. Disciplining of members***

- (1) A complaint may be made to the Board by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## ***12. Right of appeal of disciplined member***

- (1) A member may appeal to the association in general meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.



## **Part 3 - The Board**

### **13. Powers of the Board**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.

### **14. Composition and membership of Board**

Membership of the Governing Board shall consist of:

- i) Three current Master Trainers (MTs), one MT from each of the three regions: USA/Canada; Europe/Asia and Australia/NZ/other parts of the world. A MT member is nominated by a MT, seconded by another MT, and voted in by a majority of all fully qualified MTs of that region;
- ii) Two current Senior Trainers (STs) from any country, nominated by one ST and seconded by another ST, and voted in by the majority of all STs;
- iii) One current instructor / leader from any country, nominated by either the Director, a MT or ST, seconded by either a MT or ST, and approved by the Director.
- iv) One current student of a Tai Chi for Health class taught by a certified instructor / leader from any country, nominated by either the Director, a MT or ST, seconded by either a MT or ST, and approved by the Director;
- v) In addition to the Elected Board members above, one or two more "Appointed" Board members with relevant skill sets as nominated by the Director or Board Member seconded by a member of the Board and voted in by the majority of the Board;
- vi) The Director can choose to attend a meeting at his or her discretion, but he or she is a member of the Board and has the same voting right as other members including proxy vote.
- vii) Officers of the Board shall consist of a Chair, Vice-Chair, Secretary, and a Treasurer who are each nominated and elected by the Governing Board.

### **Responsibilities of the Governing Board members**

#### ***The Chair***

Presides at all Board meetings,  
Appoints Board members, and  
Performs other duties as associated with the office.

#### ***The Vice-Chair***

Assumes the duties of the Chair in case of the Chair's absence.

Monitors the resolution of Association disputes

Creates an ad-hoc Judicial Board to investigate a dispute and recommend a solution.

### ***The Secretary***

The Secretary shall

- (1) Be responsible for the minutes and agendas of the Board's meetings,
- (2) Keep records of all approved minutes,
- (3) Keep records of all approved actions and decisions
- (4) Send out copies of minutes to all Board members
- (5) Create a summary of Board meetings and other significant actions to be made accessible to all Associates

### ***The Treasurer***

The Treasurer shall

- (1) Keep a record of the organization's accounts showing details of all receipts and expenditures connected with the activities of the association.
- (2) Prepare financial reports as needed
- (3) Ensure that all monies due to the Association are collected and received
- (4) Ensure that all payments authorized by the Association are dutifully made

i) A Board member should be prepared to devote an average of 20 hours per month for the Board.

- ii) The Board member must be up to date with certification; for example, if a MT member is out of date, then he or she will have a grace period of half a year to be updated. If they fail to update in half a year, the Board may extend the grace period another half year after which they will be disqualified.

However if the status of the member is determined at the time of election and it can be changed during the tenure, eg, when a Senior Trainer is promoted to Master Trainer, or became an instructor or student, as long as she or he is current with any one of the status in the institute, the Senior Trainer would still be representing the Senior Trainers and remain a member of the Board.

- iii) All Board members must adhere to the TCHI Code of Ethics for instructors; failure to do so would disqualify them.
- iv) The Board has the power to disqualify the Director and its members; A full Board must cast a vote for removal of any of its member including the Director, a 2/3 majority of the Board is required to decide if a violation of the ethical standard is established, or for any other reason to remove the Director or a Board member.
- v) The Board will make all major decisions of the Institute as specified by this By Laws statement. For example the Board decides how to execute the Scope of the mission. The Board would issue action/s, or view submission/s and decide whether to investigate, reject, refer or defer an action.

## ***Decisions and Approval Process***

- i) All decisions from e) v) are to be approved by the Director before they are to be carried out. The Director can veto or approve the decision/s. If rejected, a reason must be given with appropriate recommendation for modification.
- ii) Then the Board can re-submit the proposal with modification as determined by the Board to the Director for approval. If the Director rejects it again, the Board can decide to accept the Director's decision or refer to a joint meeting. This meeting will consist of the full Board, the Director and the CEO, and will occur within three months. In this meeting the Director would be the chairperson with a casting vote; the end result of the vote would be the final decision.

## ***15. Election of Board members***

- e) Governing Board Officers and election thereof
    - i) The Officers are elected by the Board.
    - ii) Elected Officers of the Board will serve a term of two years and they can be re-elected by the Board to serve additional two-year terms.
    - iii) The Chairperson has a casting vote. In the case of an even vote, the Chairperson has an extra vote.
    - iv) The Board can remove any member, the Chairperson or Director through the voting process outlined at e) iv).
  - f) Tenure of Governing Board Members
    - i) The tenure of the Director and elected Board members is four years; for the first Board, lots will be drawn so that half of the Board members within each category would have two-year tenures, enabling an election after two years, thereby avoiding the potential of a total change of the Board.
    - ii) Terms of the Director and the Board members are based on the calendar year from 1<sup>st</sup> January to 31<sup>st</sup> December. The election of the Board members should be arranged every two years in a Biennial General Meeting.
    - iii) If a Board member resigns before completion of his or her term, or is unable to continue his or her term of office, the Board will decide whether another member is appointed to fill the position or remain open until the next election, depending on the remaining period of the position.
    - iv) All Appointed Board members' tenure shall be two years or the end of the current Board officers' tenure, whichever occurs earlier.
    - v) All Appointed Board members can decide to run for one of the elected positions (four year term) or, at the discretion of the Board, may be re-invited as an Appointed Board member (two year term).
- (1) Nominations of candidates for election as office-bearers of the association or as ordinary Board members:

- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary Board members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of the association must be a member of the association.

### ***Casual vacancies***

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19. Removal of Board members**

- (1) The association in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Chair (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the Chair may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20. Board meetings and quorum**

### **g) Meetings**

- i) The Board should meet at least once per month either by email, phone, videoconference, or in person.
  - ii) The quorum for a meeting is four (4).
  - iii) In an emergency situation the Chair calls for a meeting of the Executive Board for quick decision/s. This Executive Board shall consist of the Chairperson, the Director and Vice Chair. Then this decision will be carried out as soon as necessary but will need to be endorsed by the above stated procedure within three months.
- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
  - (2) Additional meetings of the Board may be convened by the Chair or by any member of the Board.
  - (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
  - (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
  - (5) Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
  - (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
  - (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
  - (8) At a meeting of the Board:
    - (a) the Chair or, in the Chair's absence, the Vice-Chair is to preside, or

- (b) if the Chair and the Vice-Chair are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by Board to sub-Board**

- (1) The Board may, by instrument in writing, delegate to one or more sub-Boards (consisting of such member or members of the association as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Board under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Board in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Board acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Board may meet and adjourn as it thinks proper.

The standing Boards are as follows:

- iv) Training & Education Board
- v) Research & Development Board
- vi) Promotion & Resources Board
- h) The Board will appoint the Chair of each Board.
- i) The membership of each Board is recommended by the Chair of that Board and approved by the Board.
- j) The Board Chairs will be responsible for organizing monthly meetings of their Board and keeping the Board informed of progress.
- k) Sub-Boards
  - i) Each Board shall recommend to the Board any necessary sub-Boards they require (either standing or ad hoc).
  - ii) All Sub-Board Chairpersons shall be members of the primary Board.
  - iii) Board Chairs will seek recommendations from the Board for membership to their Board and Sub-Boards.
  - iv) The Board shall approve Sub-Board Chairpersons.
  - v) The Sub-Board Chairpersons will be responsible for organizing meetings of their sub-Board as they see appropriate and keeping their Board Chairperson informed of actions.
  - vi) Sub-Board members are recommended by the Sub-Board Chairperson and approved by the Board Chairperson.

- vii) The Board shall approve any sub-Board members who are not current associates of TCHI.

## ***22. Voting and decisions***

- (1) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-Board present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-Board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-Board.

## **Part 4 - General meetings**

### **23. Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary Board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25. Special general meetings - calling of**

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.



## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated 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 a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or 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.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **31. Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

## **32. Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **33. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

*Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.*

### **34. Postal ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Insurance**

The association may effect and maintain insurance.

### **36. Funds – source**

Funds – Sources.

- i) Funding for the Association is to be derived from:
  - (1) Certificate fees
  - (2) Continuing Education fees
  - (3) Donations
  - (4) Other sources as approved by the Board
- ii) All monies received shall be deposited, without deduction, as soon as possible to the Association's bank or financial institute's account.

### **37. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of the association, being members or employees authorised to do so by the Board.

### **38. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

### **39. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

#### **40. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all Board meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

#### **41. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **Financial arrangements**

There is no payment for the Board members; they are entitled to attend all workshops by Dr Lam or other Master Trainers with free tuition fees (they may have to pay for the costs in association with it), cost of travel (upon application to the Chief Executive Officer (CEO) and approved by both the CEO, the Board and the Director) and enjoy other privileges that are associated with their significant contributions to the Tai Chi for Health vision.

ii) The membership of the Board is, therefore, an honorary capacity; its liability by Australian law is limited to the assets of the Institute.

### **Section 7 Participation in the Institute's activities**

- a) Certified Instructors / Leaders who have successfully completed any TCHI training program and agreed to observe the TCHI Code of Ethics are considered Members and Associates of the Institute and have the opportunity

- to actively participate in the Institute.
- b) The participation is voluntary. It can be applied for by checking on the certification application form for Tai Chi for Health instructors
- c) Certified Instructors / Leaders who wish to be actively involved in the Institute must be up to date with at least one Tai Chi for Health certification.
- d) The benefits of being Members and Associates of TCHI include the accessibility of information on resources on the website and access to Master and Senior Trainers for advice and assistance on TCHI tai chi programs
- e) If a Member or Associate of TCHI is not up to date with his or her certification, or have had a significant breach of the Code of Ethics, then the Board can decide to disallow their participation in the activities of the Institute.

### ***Section 8 Information Update Meetings***

- a. An electronic Information Update Meeting for all Members and Associates of the Institute will be held at a minimum every two years for the following purpose.
  - i. Receive biennial reports from the Board including activities of Boards and sub-Boards
  - ii. Election of Board members
  - iii. Receive Treasurer's report
  - iv.
- b. A summary of this meeting shall be available electronically to all Members and Associates
- c. The notice of the Information Update Meeting will be posted on line two months prior to the date for all members and associates of TCHI, and the minutes of the Information Update Meeting will also be posted on-line through the Institute's newsletter.
- d. A Board member will present a summary of this meeting at a suitable time during the next weeklong TCHI workshops in both Australia and USA.

### ***42. Financial year***

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

*Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.*

### ***Amendments***

These By-Laws may be amended by a two-third vote of the full Board membership at any meeting or by electronic means, approved by the Director as in other matters,

and a copy of the proposed amendment(s) are provided to each Board member at least two weeks prior to the meeting.

This document is effective on date ?

## Appendix 1 Application for membership of association

(Clause 3 (1))

### APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....

[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

Date

I, .....

[full name]

a member of the association, nominate the applicant for membership of the association.

.....

Signature of proposer

Date

I, .....

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date