



**INTERNATIONAL AROMATHERAPY &  
AROMATIC MEDICINE ASSOCIATION INC**

Incorporated under  
Associations Incorporation Act, 1984

**CONSTITUTION**

# **International Aromatherapy & Aromatic Medicine Association Inc**

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## **CONSTITUTION**

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## **PART A**

### **1. Interpretation**

In this Constitution where not repugnant to the context, the words and expressions following have meanings hereinafter assigned to them respectively:-

“Council”	means the Council of the Association
“Chairperson”	means the person appointed to chair any meeting of The Association in accordance with the provision this Constitution.
“Council Member”	means an elected or co-opted member of the Council
“Association”	means the <i>International Aromatherapy &amp; Aromatic Medicine Association Inc</i>
“Membership”	means all the members of the Association as described in Part B, Section 1 and “Member” shall be construed accordingly
“Code of Ethics and Code of Practice”	means those codes as established by the Council by By-Laws made under this Constitution
“month”	means calendar month
“Special Resolution”	means a special resolution as specified by the Act.
“President”	means the president of the Association
“Secretary”	means the honorary secretary of the Association
“Treasurer”	means the treasurer of the Association
“Administrative Officer”	means an administrative officer appointed by the Council
“Public Officer”	means the public officer appointed in accordance with the Act
“the Act”	means the Associations Incorporation Act 1984 of New South Wales under which the Association is incorporated.
“AGM”	means the Annual General Meeting
“Commissioner”	means the Commissioner of the Office of Fair Trading, NSW

Words importing the masculine gender only shall include the feminine gender.

Words importing the singular number only include the plural number and vice versa.

“Writing” includes any way of representing or reproducing words in a visible form.

### **2. The Name**

The name of the incorporated association is *International Aromatherapy & Aromatic Medicine Association Inc.* hereinafter called “the Association”.

### **3. The Objects of The Association**

The Objects for which the Association is established shall include such activities as determined from time to time and shall include and enable the Association:

- a. to promote the preservation of health by advancing the knowledge, practice of and expertise in Aromatherapy by education and training and other lawfully charitable means.
- b. to promote the establishment and maintenance of a program of professional standards for the practice of Aromatherapy by making available and emanating as widely as possible, all available information relating to the practice of Aromatherapy.
- c. to promote the establishment of ethical and professional standards for the practice of Aromatherapy for the benefits of the general public and the members of the profession.
- d. to promote the support and encouragement of the scientific research applicable to Aromatherapy and its practice.
- e. to promote the establishment and maintenance of a program to inform the general public of the benefits of Aromatherapy and the requirements for the ethical and professional practice thereof.

**4. Income and Property of The Association**

The assets and income of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be distributed directly or indirectly by way of profit or gain to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

**5. Winding up or Dissolution of The Association**

The Association may be wound up voluntarily if the members in general meeting so resolve by special resolution. If upon 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 members of the Association, but shall be transferred to some charitable organisation or organisations having the same or similar objects to the Association.

**6. Liability of Members**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the 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 subscriptions to membership of the Association.

## **PART B**

### **1. Membership**

#### **1.1 Membership Qualifications**

Membership of the Association shall be open to all individuals who meet the professional standards set from time to time by the Council for the practice of Aromatherapy. The Council may also set such additional requirements or conditions for Membership as it may deem necessary in the best interests of the Association and the public.

#### **1.2 Application for Membership**

1.2.1 No person shall be admitted a Member of the Association unless his application for membership is approved in accordance with the regulations set out by Council.

1.2.2 As soon as practicable after receiving a nomination for membership, the Administrative Officer or Secretary must refer the nomination to the Council which is to determine whether to ratify the nomination.

1.2.3 The Administrative Officer or Secretary must, on payment by the nominee of the membership fee, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

#### **.3 Category of Members**

The following are the categories of Members of the Association:

<u>Membership Category/Award</u>	<u>Voting Rights</u>
Fellow	Full
Full Member	Full
Associate Member	None
Student Member	None
Honorary Member	None
Absentee Member	None

#### **1.4 Obligations of Membership**

1.4.1 Every member of the Association shall be bound to further to the best of his ability the objects and interests of the Association and shall fully observe, and be bound by the provisions of this Constitution and all the Association's by-laws and regulations.

1.4.2 All members of the Association shall scrupulously observe the Code of Ethics and the Code of Practice as decided by the Council.

#### **.5 Fees and Subscriptions**

1.5.1 A member of the Association must, on admission to membership, pay to the Association the joining fee as determined from time to time by the Council.

1.5.2 All Members shall pay to the Association such minimum annual subscriptions as may be fixed from time to time by resolution of the Council. Payment is to be made at the due date.

#### **1.6 Register of Members**

1.6.1 The Association shall establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a Member, and other particulars as the Council shall, from time to time, prescribe.

1.6.2 The register of members must be kept at the Administration Office of the Association and must be open for inspection, free of charge, by any member of the Association to view his / her own record during business hours.

#### **.7 Resignation of Membership**

Members may resign from the Association provided notice is given in writing to the Council of the Association, resignation being effective upon the receipt of the said notice by the Honorary Secretary or Administrative Officer, with no refunds to be granted. The membership register is to be amended to reflect the resignation.

## **1.8 Cessation of Membership**

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

- a. dies;
- b. resigns membership;
- c. is not a current financial member, annual subscription having remained unpaid for a period of two (2) months from the due date; or
- d. is expelled from the Association as provided in this Constitution.

## **1.9 Disciplining of members**

1.9.1 A complaint may be made to the Council by any person that a member of the Association:

- a. has persistently refused or neglected to comply with a provision or provisions of these rules;
- b. has persistently refused or neglected to comply with a provision or provisions of the Code of Ethics or The Code of Practice; or
- c. has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

1.9.2 On receiving such a complaint, the Council:

- a. must cause notice of the complaint to be served on the member concerned;
- b. must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Council in connection with the complaint; and
- c. must take into consideration any submissions made by the member in connection with the complaint.

1.9.3 The Council 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.

1.9.4 If the Council expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause notice in writing to be given to the member of the action taken, of the reasons given by the Council for having taken that action and of the member's right of appeal under the next following rule.

1.9.5 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 as hereafter provided, whichever is the later.

## **1.10 Right of appeal of disciplined member**

- 1.10.1 A member may appeal to the Association in general meeting against a resolution of the Council under the preceding rule, within seven (7) days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
  - 1.10.2 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.
  - 1.10.3 On receipt of a notice from a member under this rule, the secretary must notify the Council which is to convene a general meeting of the Association which shall be not later than the date of the next AGM.
- .4 At a general meeting of the Association convened under this rule:
- a. no business other than the question of the appeal is to be transacted;
  - b. the Council 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.
- 1.10.5 If at the general meeting the Association passes a resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **2 The Council**

### **2.1 Powers of the Council**

- 2.1.1 The business of the Association shall be administered and managed by the Council who subject to the provisions of the Constitution may exercise all the powers of the Association.
- 2.1.2 In addition to all powers conferred upon them and without detracting from the generality of their powers under the Constitution, the Council shall have the following powers, namely:
  - a. to expend the funds of the Association in such a manner as they shall consider most beneficial for the achievement of the Objects set out in Part A of the Constitution and to invest, in the name of the Association, such part of the Funds as they see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Constitution; and
  - b. to enter into contracts on behalf of the Association.
- .3 The Council at its sole discretion may award or offer prizes and other honours to members and non-members who further or contribute to the objects of the Association.
- .4 The Council shall have the power to alter, add to or repeal resolutions of Council.

### **2.2 By-Laws**

The Council may from time to time make such by-laws or regulations as they deem necessary or expedient or convenient for the proper conduct and management of the Association provided that no such by-law or regulation shall be inconsistent with generality of the foregoing, they may by such by-laws or regulations regulate or prescribe:

- a. a Code of Ethics and a Code of Practice which shall be binding on all members;



- b. the admission and classification of members of the Association and the rights and privileges of such members, and the conditions of Membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members; and
- c. a recognised procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by the Constitution.

## **2.3 Membership of Council & Election of the Office Bearers**

- 2.3.1 The council shall consist of no less than five (5) members nor more than nine (9) members.
- .2 If the number of members of Council drops below the minimum set in the previous article Council may act to appoint an additional member or members but may not carry on any other business.
- .3 The Members of the Council shall elect a President, Vice President, Treasurer and Secretary from amongst its members.

## **.2 Election of Members of Council**

- 2.4.1 All Voting members shall be notified of the number of Council positions declared vacant sixty (60) days prior to the AGM.
- .2 Any Fellow or Full member has to be a full member of the Association for at least twelve (12) months to be eligible for nomination or to nominate another full member, with their consent, for election to Council.
- .2.3 Nomination, in writing, to the Association must be made no later than thirty (30) days prior to the AGM. Each nomination must be accompanied by a statement of intent, biographical notes or similar, of not more than three hundred (300) words, for distribution to the voting members. The voting statement will include the nominator's name.
- .3 No paid officer of the Association shall be eligible for election to the Council.
- .4 No person who normally resides outside Australia more than three (3) months each year shall be eligible for election to the Council.
- .5 Election to Council is for a two-year term but Council Members shall be eligible to serve a second two (2) year term if offering and if re-elected.
- .6 A Council member shall not be eligible to be elected for more than two (2) consecutive terms.
- .7 A former Council member may re-stand for election to Council at the fourth (4<sup>th</sup>) Annual General Meeting after expiry of their previous elected second (2<sup>nd</sup>) two (2) year term.
- .8 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- .9 If insufficient further nominations are received, any vacant positions remaining on the Council are taken to be casual vacancies.
- .10 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- .11 The ballot for the election of Members of the Council is to be conducted at the annual general meeting in such usual and proper manner as the Council may direct.

## **.2 Secretary**

2.5.1 The Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

2.5.2 It is the duty of the secretary to keep minutes of:

- a. all appointments of office-bearers and members of any Councils;
- b. the names of members of the Council present at a Council meeting or a general meeting;
- c. all proceedings at Council meetings and general meetings; and
- d. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **.2 Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- a. that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- b. that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## **2.7 Administrative Officer**

The Council may appoint and remunerate an Administrative Officer who shall be responsible for the administration and organisation of its affairs in such a manner as the Council shall direct. An Administrative Officer may attend Council Meetings if so agreed by the Council but shall have no voting rights.

## **.8 Public Officer**

2.8.1 The Council shall appoint the Public Officer who shall be a Member of the Association or the administrative officer of the Association and who shall reside in the State of New South Wales.

2.8.2 The Public Officer shall have the responsibilities as defined in the Act.

2.8.3 The Public Officer shall give notice to the Director-General of his appointment in the approved form.

## **.9 Casual Vacancies**

.9.1 The office of a Member of Council shall be vacated and there shall be a casual vacancy in that office if the member:

- a. dies;
- b. ceases to be a member of the Association;
- c. resigns office by notice in writing given to the secretary;
- d. is removed from office under this Constitution;
- e. becomes a mentally incapacitated person; or
- f. without the consent of The Council, has been absent from two consecutive Council meetings and The Council for that reason has declared his office vacant.

.2Where a vacancy so occurs Council at its discretion may co-opt a member to fill that vacancy.

- .3 This co-opted Council Member shall hold Office until the next Annual General Meeting and shall vacate office at the conclusion thereof unless reappointed at the Annual General Meeting.
- .4 Notice of the change on Council will be posted in the first newsletter of membership news after the change occurs.

**.10 Removal of Council Members**

- .1 The Association in general meeting may by resolution remove any member of the Council from the office 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 Council to whom a proposed resolution referred to in the previous clause relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the secretary or the president 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.

**.11 Meetings and Quorum**

- .11.1 The Council shall meet as and when required by the President or vice President, but not less frequently than four times per annum.
- .11.2 No less than twenty one (21) days notice is to be given of any Council Meeting, except in case of emergency, or except if all members of the Council expressly waive such notice for that meeting.
- .11.3 A quorum which will constitute a minimum of not less than fifty percent (50%) of Council Members, must be present at a duly called meeting for a voting motion to be carried.
- .11.4 No business is to be transacted by the Council 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 a date decided by Council Members present at the meeting.
- .11.5 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.
- .11.6 The Council, committees and sub-committees of the Association must keep accurate and detailed records of all deliberations, resolutions, appointments and attendance at meetings which shall be entered into books kept for that purpose.
- .11.7 The Council Meetings will be conducted with reference to recognised meeting procedures.
- .11.8 The Council will cause proper accounting and auditing procedures to be followed.
- .11.9 At a meeting of the Council:
  - a. the president or, in the president's absence, the vice-president is to preside; or
  - b. if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting is to preside.
- .11.10 If after any meeting of Council Members it is discovered that there was some defect in the appointment or election of a person as a Council Member, or that a person so appointed or elected was ineligible, or had vacated office or was not entitled to vote, all acts done at that meeting of the Council are as valid as if that person had been duly appointed or elected and was eligible to be a Council Member.
- .11.11 The Council shall notify members in the various states where Council meetings are held and invite the local members to meet with them outside of Council Meeting times.

.11.12 Non elected persons may be invited to address Council Meetings, by prior agreement of the Council, but shall have no voting rights.

## **.12 Delegation by Council to Sub-committee**

- .12.1 The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
  - a. this power of delegation; and
  - b. a function which is a duty imposed on the Council by the Act or by any other law.
- .12.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- .12.3 A delegation under this section 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.
- .12.4 Despite any delegation under this rule, the Council may continue to exercise any function delegated.
- .12.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.
- .12.6 The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- .12.7 A sub-committee may meet and adjourn, as it thinks proper.

## **.13 Voting and Decisions**

- .13.1 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council are to be determined by a majority of the votes of members of the Council or sub-committee present at the meeting.
- .13.2 Each member present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second (2<sup>nd</sup>) or casting vote.
- .13.3 Subject to the provisions as to quorum, the Council may act despite any vacancy on the Council.
- .13.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-Council.

## **.14 Circulated Resolutions.**

- .14.1 The Council Members may pass a resolution without a meeting if all the Council Members sign a document containing a statement that they are in favour of the resolution set out in the document.
- .14.2 Separate copies of a document may be used for signing by Council Members if the wording of the resolution and statement is identical in each copy.
- .14.3 The resolution is passed when the last Council Member signs.

## **2.15 Council Members' Expenses**

- 2.15.1 The Council Members may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Council or Committees of Council or general meetings or otherwise in connection with the discharge of their duties.

## **2.16 Council Members' Interests and Liability**

- 2.16.1 No Member of Council shall receive any remuneration for his services unless these were of a specific nature beyond the roles and responsibilities of his position and such remuneration must be approved by Council.
- 2.16.2 A Council Member who has a material personal interest (including as a member of the governing body of any other organisation having similar purposes to those of the Association) in a matter that is being considered at a Council meeting must not:
  - a. be present while the matter is being considered at the meeting;
  - b. vote on the matter; unless; and
  - c. the other Council Members have passed a resolution that:
    - i. identifies the Council Member, the nature and extent of the Council Member's interest in the matter and its relation to the affairs of the Association; and
    - ii. states that those Council Members are satisfied that the interest should not disqualify the Council Member from voting or being present.
- 2.16.3 In the administration and organisation of the affairs of the Council and powers thereof no Council Member shall be liable for any loss to the property of the Association arising by reason of:
  - a. any improper investment made in good faith (so long as professional advice has been sought before making such investment);
  - b. any negligence or fraud of any agent employed by the council in good faith (provided reasonable supervision shall have been exercised);
  - c. any mistake or omission made in good faith; or
  - d. any other matter or thing other than any that will constitute individual fraud or wrongdoing or wilful omission on the part of the Council Member who is to be made liable.

## **2.17 Register of Council Members**

- 2.17.1 In accordance with the Act the Association shall keep a register of members of the Council containing:
  - a. the names and residential address of each Council Member;
  - b. the date on which the person became a member of the Council;
  - c. the names of the Council Members who hold the positions of President, Vice President, Secretary and Treasurer;
  - d. the date on which such members were elected to such positions;
  - e. the date on which such members ceased to hold such positions.
- .2 The Register of Council Members must be kept at the residential address of the Public Officer.

## **3. General Meetings**

### **3.1 Annual general meetings – holding of**

- 3.1.1 The Association must, at least once in each calendar year and within the period of six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 3.1.2 The preceding clause has effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **3.2 Annual general meetings – calling of and business at**

- 3.2.1 The annual general meeting of the Association is, subject to the Act and to the preceding clause, to be convened on such date and at such place and time as the Council thinks fit.
- .2In 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 Council reports on the activities of the Association during the last preceding financial year; and
  - c. to elect Members of the Council.
- .3The Treasurer shall present the audited annual accounts and a projected budget.
- .4An annual general meeting must be specified as such in the notice convening it.

### **.2 Special general meetings – calling of**

- 3.3.1 The Council may, whenever it thinks fit, convene a special general meeting of the Association.
- .2.2The Council must, on the requisition in writing of at least ten (10) per cent of the total number of members, convene a special general meeting of the Association.
- .2.3A requisition of members for a special general meeting:
  - a. must state the purpose or purposes of the meeting;
  - b. must be signed by the members making the requisition;
  - 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.
- 3.3.4 If the Council fails to convene a special general meeting to be held within one (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 three (3) months after that date.
- 3.3.5 A special general meeting convened by a member or members as referred to in the preceding clause must be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

### **.3 Notice**

- 3.4.1 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 one (1) month 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.
- .3.2If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, notice to be given to each member must specify, in addition to the preceding clause the intention to propose the resolution as a special resolution.

- .3.3 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 the preceding clause.
- .3.4 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.

#### **.4 Procedure**

- 3.5.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- .4.2 Twenty (20) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- .4.3 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, or if the chairperson so determines, is to be dissolved.
- .4.4 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 five [5]) are to constitute a quorum.

#### **.5 Making of Decisions**

- 3.6.1 A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.
- .5.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by at least three (3) members present in person or by proxy at the meeting.
- .5.3 If a poll is demanded at a general meeting, the poll must be taken:
  - a. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - b. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

#### **.6 Special resolution**

A resolution of the Association is a special resolution:

- a. if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b. where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in the preceding clause if the resolution is passed in a manner specified by the Commissioner.

## **.7 Voting**

- 3.8.1 On any question arising at a general meeting of the Association a member who is entitled to vote has one (1) vote only.
- .7.2 Only Fellow and Full Members are entitled to vote.
- .7.3 All votes must be given personally or by proxy.
- .7.4 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.
- .7.5 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- .7.6 No member may hold more than five (5) proxies.

## **.8 Appointment of Proxies**

- 3.9.1 Each member entitled to vote is to be entitled to appoint as proxy another member who is entitled to vote by notice given to the secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- .8.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.
- .8.3 A proxy shall only be valid for the nominated meeting or an adjourned meeting of the same.

## **4 Regional Branches**

- 4.1 Any Fellow or Full Member may request council to form a recognized regional group to organize meetings to further the interests of the Association locally.
- 4.2 The Council shall recognize such a group if such a group can demonstrate written support by a representative number of members within an area designated as local by the Council.
- 4.3 Such regional group shall elect its own co-ordinator who must be a Full Member of the Association.
- 4.4 Voting members of the group may only be Fellows and Full Members of the Association.
- 4.5 Each group is responsible for its own financial affairs as authorised by the Association Treasurer.
- 4.6 Such regional group may not authorise expenditure or cost on behalf of the Association and may not represent itself as having any executive authority to bind the Association to any agreement financial or otherwise.
- 4.7 The objects of a recognised branch will remain assisting the development of the practice of Aromatherapy in the local region, fund raising, membership recruitment and support, publicity for Aromatherapy, the exchange of information, issue news in the membership journal, promote the dignity and quality of the profession and liaise with other health-care bodies on a local basis.
- 4.8 Meetings may be held on a regular basis and include talks, lectures and demonstrations in accordance with guidelines.
- 4.9 Regional Coordinators shall send in minutes of meetings and reports on group activities to the Council.

## **5 Insurance**

The Association may effect and maintain insurance.

## **6 Funds – source**



- 6.1 The funds of the Association are to be derived from professional development fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Council determines.
- 6.2 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 6.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **7. Funds – management**

- 7.1 Subject to any resolution passed by the Association in Council meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Council determines.
- 7.2 The funds of the Association shall be kept in a current account and a deposit account with one of the established and reputable financial institutions.
- 7.3 Cheques may be signed by the Association's appointed Treasurer, President or a person nominated by the Council.
- 7.4 Cheques will require two (2) signatures, including that of the Treasurer.
- .5Transfer of money between two (2) accounts shall be on the authorisation of the Council.
- .6Council may appoint an accountant to perform such duties and functions in relation to the Association's accounts and balance sheet as desired by the Council.
- .7The Council shall appoint accountant / auditor to examine and report annually upon the financial records of the Association for presentation to the members at the AGM.
- .8Such appointment must be agreed by vote at the AGM.

## **8. Alteration of Constitution**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

## **9. Common Seal**

- 9.1 The common seal of the Association must be kept in the custody of the person or persons as the Council shall determine.
- 9.2 The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two (2) members of the Council or of one (1) member of the Council and the public officer.

## **1. Inspection of Books**

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

## **2. Service of Notices**

- 11.1 For the purpose of these rules, a notice may be served on or given to a person:
  - a. by delivering it to the person personally;
  - 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.
- 11.2 For the purpose of these rules, 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;
- 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.

**Appendix 1**

**FORM OF APPOINTMENT OF PROXY**

I,.....  
*(full name)*

of .....  
*(address)*

being a current full or fellow member of International Aromatherapy & Aromatic Medicine Association Inc

hereby appoint .....  
*(full name of proxy)*

of .....  
*(address)*

being a current full or fellow member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the

.....day of.....200.....  
*(month) (year)*

and at any adjournment of that meeting.

- \* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).
- \* to be inserted if desired.

.....  
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may only be given to a person who is a member of the Association and who is entitled to vote.