



OPEN HEALING ECO-HEALTH LAND L.

CONSTITUTION

Version 1.01, 30/06/10

PREAMBLE

Health, Nature and Humanity  
Open, Simple, in Trust Togetherness

*Let us raise an  
Open Healing Eco-Health Healology Practice  
to which the wise and honest can attain*

*To think about Health requires image, concept and coherent perception of it. To actually know about a thing as complex as Healing, requires a further awareness of something Open, something Simple, and something familiar in Trust. The Organisation 'Eco-Health land model of it represents the successive shift in our consciousness of Health, Nature and Humanity Togetherness, from a mindless entity meaning to a uni-minded awareness of health knowledge, understanding and meaning of being and, finally, to a multi-minded complexity of eco-health fundamental truth of co-existence in trust that always is observed to be valid and for which there is no counterexample or exception.*

*It is in the initiation of the Open Healing Eco-Health Land Organisation to encourage our shareholders, members, patrons, friends, investors, sponsors and supporters to the generosity and help enrichment that is done for their generosity to go beyond an Open Healing Eco-Health Land venture.*

We the founders of the Organisation declare  
the establishment and the ratification of this constitution as follows:

*Andy Freedman*  
*A. C. Hoehn*

*Chantelle*  
*Penelope Korker*  
*Alister*

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### CONSTITUTION

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#### PART I - FUNDAMENTAL PROVISIONS

##### The Organisation

*Open, Simple, in Trust Togetherness*

##### Vision

*Health, Nature and Humanity Wellness*

##### Mission

*Helping People Enriching Health and Life*

##### Directives

*Open Healing Eco-Health Land Ontology, Practices, Paths and Arts*

##### Philosophy

*The "I" in health is isolation, and  
the critical letters in Health, Nature and Humanity Wellness are "We".*

##### School of thought

*Every human being is the author and the healer of his own health or disease within the  
environmental state of health.*

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PART II BY LAWS

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### PART II BY LAWS

#### PRELIMINARY

#### Title A. Definitions and interpretation

##### Article

##### 1. Definitions

In these bylaws, unless the context otherwise requires;

"Chairperson" means the Chairperson of a Board.

"Advisory Council" means the council of Board

"community member" means a member appointed as a community member.

"directors" means the directors of the society for the time being;

"practitioner member" means a member of a Board appointed as a practitioner member.

"registered address" of a member means his address as recorded in the register of members.

"share certificate" means certificate of stock

##### 2. Interpretation

###### o Health Understanding is Not Interpretation

From these premises certain health conclusions follow:

- First, that every health wellness right grows out of a natural right; or, in other words, is a natural health exchange right within the eco-health resource.
- Secondly, that health power properly considered as such is made up of the eco-health aggregate of that eco-health class of the natural health resources rights of man which becomes defective in the individual health in point of health wellness, and answers not his health care purpose, but when collected to a focus, becomes competent to the purpose of every one health.
- Thirdly, that the health power produced from the aggregate of natural health rights, imperfect in power in the individual health, cannot be applied to invade the natural health rights which are retained in the individual health, and in which the power to execute is as perfect as the right itself.

Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

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#### PART VIII - DEFINITIONS AND INTERPRETATIONS

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##### Title - DEFINITIONS

"Annual General Meeting" has the meaning in accordance with the meetings rules.

"Application Fee" has the meaning given by Title Fee Rules Articles

"Law" means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;

"Healology" means the open healing eco-health multidisciplinary study

"Healology reserch" means an open healing eco-health multidisciplinary health research

"By-Laws" means the By-Laws of the Foundation approved in accordance with this constitution

"Board" means the Board of Directors of the Organisation;

"Stakeholders" means stakeholders of the Foundation including but not limited to Directors, Members, Area Committee Members, Area Managers, staff, parents, clients, Government and the community;

"Independent Practitioner" a person who is determined by the Directors to have relevant specialist skills and knowledge and not being a person who is an Committee Member;

"Register" means the register of Members of the Organisation;

"Deputy Chairperson" means the Office Bearer

"Patrons" and/or "Vice-Patrons" means the persons appointed in accordance with patrons Rules

"Directors" means the Directors for the time being of the Organisation or the Directors assembled as a Board;

"Organisation Council" means the Council appointed in accordance with the council rules.

"Chief Executive Officer" means the person appointed in accordance with executives rules.

'Open Healing Eco-Health Practice' means the health fundamental truth that always is observed to be valid and for which there is no counterexample or exception.

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**PART II BY LAWS**

**PRELIMINARY**

**Title B. Replaceable Rules**

**Article**

**1. Replaceable Rules**

The replaceable rules in the Corporations Act do not apply to The Organisation.

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#### PART II BY LAWS

#### PRELIMINARY

#### Title I. The Organisation By Laws

##### Definitions & Interpretations

As used in this section, the term:

'NPO' means Non Profit Organisation

'NGO' means Non Governmental Organisation

1. "Altruistic Organisation" means Organisation showing unselfish concern for the welfare of others.

##### Core, Purpose, Principles and Values

I. The Organisation *core orientation* is and shall be:

- A. Fairness,
- B. Openness,
- C. Altruistic,
- D. Humanitarian,
- E. Multi-cultural,
- F. Multi-spiritual,
- G. Multi-traditional,
- H. Multilingual,
- I. Multi-national,
- J. Multi-ideological,
- K. Multi-layered understanding of health and ecology,
- L. Multi-disciplinary institution,
- M. Mutual Health Togetherness,
- N. Equal Health Resources Opportunity Organisation,
- O. Open Source Eco-Health Org,
- P. Open to challenge, and
- Q. Endeavors to relieve the suffering of individuals, being guided solely by their needs, and to give priority to the most urgent cases of distress.

II. The Organisation Fundamental Principles

- A. From ME to US to ALL of US

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- B. Equal Health Resources Opportunity,
- C. Health and Eco-Health Mutual Togetherness
- D. The health, dignity and rights of every human are to be respected in every circumstance.
- E. Humanity
- F. Humility
- G. Confidentiality
- H. Neutrality
- I. Independence
- J. Universality
- K. Mutual Togetherness
- L. Voluntary participation
- M. Impartiality
- N. Proselytism
- O. Compliance
- P. Humanitarian imperative

##### III. The Organisation *Socio-Cultural-Economic* state is and shall be:

- A. Non Profit Organisation, and
- B. Non Commercial Enterprise, and
- C. Non Employment and/or Financial Scheme, and
- D. Non Governmental Organisation, and
- E. Non Political and/or lobbying and/or politico-promotional, and
- F. Non illegal or against public policy, and
- G. Non ethnic cultural and/or social and/or economic and/or nationalistic and/or race event based Organisation, and
- H. Not a club by any kind and meaning, and
- I. Non society by any kind and meaning, and
- J. Non Discriminative and Non Victimisation Organisation in terms of;
  - a) health resources,
  - b) pregnancy and breastfeeding
  - c) physical disability, impairment/mental disability, or depression
  - d) personal identity, appearance and other features



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- e) age, gender, sex and sexual preference
- f) breed, race and caste,
- g) religious or political beliefs or activity
- h) culture, ethnicity and nationality,
- i) social and/or economic class,
- j) marital, parental or career status,
- k) occupation and/or employment position,
- l) language and socio-linguistic discrimination,
- m) education and qualification,
- n) political and/or economical power ranking and/or labelling,
- o) endogamy,
- p) learning styles,
- q) family responsibilities,
- r) minority discrimination,
- s) criminal record discriminatory,
- t) uninvited comments, slurs, and/or jokes

K. Not primary philanthropic,

L. Not primary for sporting and/or recreational and/or social Organisation,

M. Not to involve in pornographic activities, child sex abuse and molesting,

I. The Organisation shall not be involved in:  
pornographic activities

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#### Article

##### 1. Name, nature, culture and character of The Organisation

- 1.1. The Name of the Organisation is  
"OPEN HEALING ECO-HEALTH ACADEMY"
- 1.2. The Nature of the Organisation is and shall be:
  - a) Open,
  - b) Altruistic,
  - c) Friendly,
  - d) Benevolent,
  - e) Generous,
  - f) Pioneering,
  - g) Enthusiastic,
  - h) Dynamic, and
  - i) Diversity Health Development Institution
- 1.3. The Culture of the Organisation is and shall be:
  - a) Mostly Non Competitive, Non Bureaucratic and Non Authoritarian,
  - b) Caring and Compassionate Cohesive whole,
  - c) imply practical embodiment of the concept that *unity is strength*
  - d) breathe a culture of quality and excellence in practice

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#### PRELIMINARY

- e) productivity, cooperativeness and multidisciplinary talents enabling
- f) utilises adaptive and pro-active capability for keeping The Organisation unity together and the Organisation vision, mission and objectives fully alive,

1.4. The Character of an organisation is and shall be:

1.5. The Organisation Heuristics are and shall be:

- a) ,
- b) intuitive awareness and judgement,
- c) a wholeness sense of domain knowledge,
- d) health diversity, flexibility and curiosity
- e) .

#### 2. ASIC Licence

2.1. The Organisation shall be a Public Company Limited by Guarantee

#### 3. Limited Guarantee

3.1. Each Member undertakes to contribute an amount not exceeding \$10 to the Organisation if the Organisation is wound up:

- a) at a time when that person is a Member; or
- b) within one year of the time that natural and/or entity person ceased to be a Member.
- c) payment of the costs, charges and expenses of winding up the Organisation and adjustment of the rights of the contributories among themselves.

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#### 4. Authority

- 4.1. The Organisation shall conduct its practice and affairs in accordance and within its Objects, Code of conduct, Code of practice and By Laws, Codes, Carters and Articles of the constitution as;
- 4.2. Independent Entity.
- 4.3. Not associated as an affiliate (subsidiary, division, or branch) of any other company and/or Body associate.
- 4.4. Article 4.3 does not prevent the Organisation to collaborate in Implementation, utilisation and joint of a beneficiary Trust and/or conformity to National, International and NGO Protocols and Agreements for cooperation and/or commitment to high quality projects concerning Health, Eco-Health Nature and Humanity.

#### 5. No distribution to Members

- 5.1. Subject to Article 5.2, the Organisation must not make any distributions to any Members of the Organisation and/or the Organisation Network and Council, whether by way of dividend, interest and/or surplus on winding up or otherwise.
- 5.2. Article 5.1 does not prevent the Organisation, with the approval of the Directors and/or the Board of Directors and acting in good faith, paying *"non prompted in any manner by desire for gain"*:
  - a) reasonable *"bona fide"* fair remuneration to a Member of the Organisation and/or of the Council as act of appreciation only;
  - b) out-of-pocket expenses incurred by a Member for, or on behalf of, the Organisation; or

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- c) any other reasonable fair amount of a similar character to those described in this Article compatible and within the ASIC and ATO rules and regulations.

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#### PART II BY LAWS

##### PRELIMINARY

### Title II. Purpose By Laws

#### Definitions & Interpretations

As used in this section, the term:

**Charitable Institution** – means an institution that is established and run to advance or promote a charitable purpose.

#### Article

##### 1. The Organisation Sole Charitable Purpose

Open Healing is a lifelong journey for everyone.

- 1.1. The Sole purpose of the Organisation is and shall be a Not for Profit Charitable Health Promotion entity within and by the meaning of item 1 in section 30-15 of the Income Tax Assessment Act 1997, legislated as corporate entity.

##### 2. Not for Profit Orientation

- 2.1. The Organisation may have exceptional Not for Profit Gain activities when viewed in isolation, may not be charitable, so long as they are no more than incidental or ancillary to the Organisation charitable purposes and objectives. They can be done for the sake of not for profit benefit, volunteer disaster services and/or in furtherance of the Organisation charitable purposes only.

##### 3. Not for Employment Orientation

- 3.1. The Organisation is a Not for Employment Gain oriented Health Institution, that does not employ members, and does not sell member's products and services by any kind and meaning and does no distributions to its Members and/or Advisory Council for service participation, except as in good faith "Bona Fide" remuneration and/or Academy Reward.

##### 4. Limited Liability

- 4.1. The liability of the Members is limited.

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##### PRELIMINARY

##### 5. Application of Income and Property [compare Objects By Laws sections ]

- 5.1. The income and property of the Organisation, from wherever it is derived, must be applied solely towards the promotion of the objects of the Organisation set out in Objects By Laws sections.
- 5.2. No portion of the income or property of the Organisation may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Foundation.
- 5.3. Rule 5.2 does not prevent:
  - a) the payment in good faith of remuneration to any Officer, servant or Member of the Organisation in return for any services actually rendered to the Organisation or for goods supplied in the ordinary and usual way of business;
  - b) the reimbursement of expenses incurred by any Member on behalf, and at the request of, the Organisation.

##### 6. The Organisation:

- 1.1. will only apply the income and property of the Organisation in promoting the objects of the Organisation;
- 1.2. must not subscribe to, support with its funds, or amalgamate with, any association or organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its members; and
- 1.3. must not support any activity, or impose on, or procure to be observed by, Members or others, any regulations or restrictions which, if they were an object of the Objects, would make it a trade union within the meaning of the Workplace Relations Act 1996.

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###### 7. Non-Partisan work

- In our work, we are committed to the following core values:
  - Practice should result from an natural and transparent health process;
  - Our Open Healing assistance should be professional and Non-Partisan;
  - Open Healing Arts Programs should incorporate public participation; and
  - Our activities should support, and not displace, local expertise.
- 

Our Open Health program areas include the open eco-health framework for civil health society, civil eco-health society and sustainability, public-health partnerships, self-regulation, eco-health public participation, and health educational initiatives.

##### **ASIC Licence**

1. The Organisation must not:
  - 1.1. breach a condition of the ASIC Licence; or
  - 1.2. pursue objects or purposes that would have prevented its being granted the ASIC Licence; or
  - 1.3. apply its profits or other income to promote objects or purposes that would have prevented its being granted the ASIC Licence; or
  - 1.4. modify its Constitution to allow it to do anything which it is required not to do under this Article or Title Objects By Laws Articles of this constitution.



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#### PART II BY LAWS

#### Title III. Objects By Laws

##### Definitions & Interpretations

As used in this section, the term:

'Act' means the ASIC Act 2001 (Commonwealth) as amended from time to time;

'By-Laws' means the By-Laws made by the Board under the provisions of this Constitution that are for the time being in force;

'Board' means the members for the time being of the Board of Directors as constituted in accordance with this Constitution;

'ASIC' means Australian Securities & Investment Commission

'ATO' means Australian Taxation Office

"Law" means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;

##### Clause

###### I. The Organisation *Core Characteristics By Laws* :

- A. it is a legal *Entity* within the ASIC legal sense of that term; and
- B. it is *Non-Profit* within the ASIC and ATO legal sense of that term; and
- C. its sole purpose is *Altruistic* by and within the ATO legal sense of that term
- D. it is primary established, constituted and run for *Health Charitable* purposes that the law regards as *Charitable and Health Benevolent*; and
- E. it is mainly initialised and constituted as *Health Promotion Charity* entity type within the ASIC, ATO and Commonwealth legal sense of those terms, and
- F. it is instituted to advance, promote the conduct of multi- and interdisciplinary health knowledge in the fields of health education, research and practices for charitable health purposes; and
- G. when it is viewed as a whole it is; an *Altruistic, Health Promotion Charity - Public Benevolent Charitable Health Institution* for public benefit within the

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##### Title III. Objects By Laws

ASIC, ATO and Commonwealth legal sense of those terms, and

- i. its primary existence, core purpose and main principal activities are *promoting the prevention and/or control of diseases in human beings;*
- ii. utilise multidisciplinary approach to Open Healing Eco-Health innovative, traditional and heuristic practical health solutions to reduce or reverse the negative health impacts and be sufficient to deal with various health diseases and their impacts in the biological and social environments
- iii. initialise empowerment, enrichment and advancement of health education, research and practices, throughout diverse areas of Health, Ecology and Humanity co-related Open Healing Eco-Health multiple fields of coherent togetherness of/for healthy co-existence; by
  - a) providing relevant open source health information, guidance, methodologies and health heuristics to sufferers of various chronic, and/or mostly non-curable diseases, as well to non-profit health professionals and organisations and to the general public for non-business and/or commerce or trade use,
  - b) researching how to detect, prevent or treat distinctive chronic and/or mostly non-curable diseases, and
  - c) creating, developing and utilising relevant proto-eco-health and post-rehabilitation environments, health aids and equipment to sufferers of a distinctive chronic and/or mostly non-curable diseases.

H. The Organisation By Laws is and shall be;

- i. *not-profit entity, and*
- ii. *charitable non-governmental organisation, and*
- iii. *non-employment scheme organisation, and*
- iv. *non-business, trade and/or commerce oriented organisation,*

##### Clause

II. The Organisation is and shall be Altruistic Health Promotion Charity and must pursue charitable purposes only and must apply its income, assets and property distributions in promoting, utilising and furtherance of the Organisation purposes within the ASIC, ATO and Commonwealth legal sense of those terms.

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#### Title III. Objects By Laws

##### Article

1. The Major Objects of the Organisation are and shall be:

- 1.1. Contributing to collective Health improvement, empowering enterprise Health solutions and enriching advancement of Health wellness by *promoting the prevention and/or control of diseases in human beings*, mostly locally, nationally as well as internationally as a primary purpose and main objectives of the Organisation. (Open Healing Eco-Health Visionary Therapeutics)
- 1.2. *Promoting empowering and advancing Health wellness and Eco-Health excellence* in enriching altruistic multi- and interdisciplinary health practices, research, education, geronic arts, cultures, traditions and *Health Heuristic Knowledge* on the linkage between human health, conservation medicine and ecosystem health-wise sustainability fulfilment,
- 1.3. *Initialising, developing and foster applications of multi-minded open healing practical Health scholarly disciplines of Health-Benevolences* within the human and environmental multi- and interdisciplinary domain of health, nature and humanity coherent togetherness of healthy co-existence;
- 1.4. *Co-ordinating and stimulating multi-minded Health views, concerns and interests* of multi- and interdisciplinary open health study, research, applications and challenges of common eco-health wellness in practice,
- 1.5. *Disseminating knowledge of Health wellness and Eco-Health togetherness* throughout environmental health guidance, advise and directives to practitioners, researchers, individuals, communities, and to decision and opinion makers and other NPO/NGO Open Health organisations,
- 1.6. *Advocating Multi-minded Open Healing Eco-Health vision, mission, objects and standards of professional ethics and code of conduct and practice* of The Organisation including developing membership and The Organisation outgrowth and cooperativeness with other NPO/NGO rural health, children, disabilities, aging and geronic research educational foundations,
- 1.7. *Initialising, developing, utilising and running Open Healing Eco-Land Health Stations, Campuses and Health Research Retreats* utilising Natural Healing Arts Practice(s) to fulfil the vision, mission and the Objects of the Organisation and the multi-minded practitioners.

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##### Title III. Objects By Laws

While using multiple health strategies and challenges for disease and/or illnesses causing-conditions reversing, and utilisation of open healing eco-health environment, provided for the improvement of chronic, degenerative and other serious geronic conditions and diseases like cancer, asthma, diabetes, arthritis, common cold, premature aging, liver failure and maternity support etc ....

##### 2. Integrated Objects of the Organisation are and shall be:

2.1. While utilising and guiding its multi- and interdisciplinary practice in accordance its main Objects, Code of conduct, Code of practice and the rules defined By Laws and Charters of this constitution,

a) To provide relief of health poverty, geriatric diseases and sickness, and to meet the needs of the people seeking health, and

b) To promote the conduct of awareness, support and establish advancement of multi-minded Open Healing Eco-Health Natural Healing Arts education, multi- and interdisciplinary research and practices, and

c) To create and conduct Health Promotion Eco-Health Charity Events and Campaigns, and

##### 3. Correlated Objects of the Organisation are and shall be;

3.1. To stimulate Altruistic communications among health excellence in open healing eco-health venture enterprises, arts, sciences and talents, and professional competence and integrity of natural healing arts practice of/for and within prevention and control of human diseases on the part of people in need of eco-health, and/or equivalent of substantial health however described as a disease control and/or cure,

3.2. Without limiting the Organisation capacities for pursuing its primary objects, the Organisation shall be favourable to the advancement of multi-minded Open Healing Eco-Health professional cognitive equivalents of

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##### Title III. Objects By Laws

education, multi- and interdisciplinary research and practice of health wisdom dissemination or otherwise make available to the general public, and

- 3.3. Promoting discovery, understanding and activities correlated to multi- and interdisciplinary Open Healing Eco-Health transdisciplinary frameworks across many fields of scholarship (including natural, social and health sciences, and the humanities) sustainability and environmental multidisciplinary health research and study upon air, water and soil, forest trees and biodiversity ecosystems, agriculture, birds, pets, animals and wildlife, fields of fisheries, aquatic ecology, food and nutrition, affected by complex types of diseases, toxins and pollution influencing mostly sustainable health of aged people, people with disability, children and young people, indigenous people, pregnant women and disadvantaged men, people with chronic illnesses and other vulnerable people.
  - 3.4. Striving for prevention of health disadvantages and discriminations, and
  - 3.5. Supporting moral health improvement, traditional and cultural healing arts, public health works and utilities, the provision of eco-care and eco-health support, in the capacity of non profit entity for the public health benefit to assist, educate and develop healthy young people, to prevent cruelty and health exploitation and abuse of children health.
  - 3.6. Provide mechanisms and health forums to facilitate international and interdisciplinary discourse through Open Health teaching for assisting individuals affected by: a particular health disadvantage and/or a need, arising out of a particular disadvantage and/or discrimination, that is not being met for charitable health purposes only, and;
  - 3.7. Supporting the work of The United Nations, World Health Organisation, Red Cross, UNICEF and other non governmental and not for profit charitable Open Health organisations and Eco-Health communities.
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##### 4. The Organisation By Laws;

- 4.1. must and shall apply the income and property of the Organisation in promoting the objects of the Organisation only, and
- 4.2. must and shall not subscribe to, support with its funds, or amalgamate

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##### Title III. Objects By Laws

with, any association or organisation which does not, to the same extent as this Constitution, restrict the application of its income and property and prohibit the making of distributions to its members, and

- 4.3. must and shall not support any activity, or impose on, or procure to be observed by, Members or others, any regulations or restrictions which, if they were an object of the Organisation and/or Organisation Council and/or Organisation Assembly, and/or Alliance would make it a health union and/or trade union and/of body of any kind within the meaning of the Workplace Relations Act 1996, and
- 4.4. must and shall not make distributions to advance other charitable health activities not within its Objects, and
- 4.5. shall improve the viability, sustainability, community access to and equitable distribution of remedy and other Open Health support in communities leading to improved health outcomes to people and cultures, and/or
- 4.6. to actively seek, in partnership with other health promotional and health providers, to improve health outcomes for indigenous people and communities and other health disadvantaged people, and/or
- 4.7. to contribute to policy development and planning related to health initiatives, and to maintain links with relevant Health, Eco-Health and Health Arts stakeholders, and/or
- 4.8. to provide health and arts education, training and relevant Health research where there are identified gaps relating to health provision or in meeting the needs of Natural Healing Arts and Open Health Health Care Practitioners, and/or
- 4.9. to promote The Objects and Activities of the Organisation to the community, governments and other foundations, organizations, entities and bodies; and/or
- 4.10. to do such other things as may be incidental to the attainment of these Objects.

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#### Article

##### 5. Application of Income, Assets and Property Distributions

- 5.1. The income, assets and property of the Organisation, from wherever it is derived, must be applied solely towards the promotion, utilisation and furtherance of the objects of the Organisation.
- 5.2. *No distribution to Members:* No portion of the income, assets or property of the Organisation may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Organisation.
- 5.3. Subject to Article 5.4, the Organisation must not make any distributions directly or indirectly to any Member of the Organisation, whether by way of dividend, surplus on winding up or otherwise.
- 5.4. Article 5.3 does not prevent the Organisation, with the approval of the Directors and acting in good faith 'bona fide', paying:
  - i. the payment in good faith of remuneration to any Officer, Servant or Member of the Organisation in return for Altruistic services actually rendered to the Organisation or for special goods supplied in the ordinary course and usual way of business;
  - ii. \$1 fixed interest rate, on any amount of money borrowed by the Organisation from a Member;
  - iii. \$1 fixed rent for premises and/or assets leased to the Organisation by a Member;
  - iv. out-of-pocket expenses incurred by a Member for, or on behalf of, the Organisation; or
  - v. any other reasonable amount of a similar character to those described in this Article 5.3.
  - vi. The assets and income of the Organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the division members and/or branches of the organisation except as 'bona fide' compensation for actual services rendered or expenses incurred on behalf of the organisation.
  - vii. The Organisation can still make a profit, but this profit must be used to carry out its purposes. As explained earlier, the profits must not be distributed to owners, members, divisions, branches or other private people, legal entities and bodies.

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#### PART II BY LAWS

#### Title - Annual General Meeting

#### Dictionary & Interpretations

As used in this section, the term:

"AGM" means annual general meeting

#### Article

1. The Organisation must hold an AGM if required by, and in accordance with, the Corporations Act.
2. The business of an AGM may include any of the following, even if not referred to in the notice of the meeting:
  1. the consideration of the annual financial report, the Directors' report and the auditor's
  2. report for the Organisation;
  3. the appointment of the auditor of the Organisation; and the fixing of the remuneration of the auditor of the Organisation.



## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Adjourned, cancelled and postponed meetings

##### Article

1. Subject to the Corporations Act,
  - 1.1. the chairperson may; and
  - 1.2. must, if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so,  
adjourn a meeting of Members to any day, time and place.
2. No person other than the chairperson of a meeting of Members may adjourn that meeting.
3. The Organisation is only required to give notice of an adjourned meeting if the period of adjournment exceeds the Prescribed Period.
4. Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment.
5. Subject to the Corporations Act and this Article 1., the Directors may at any time postpone or cancel a meeting of Members by giving notice, not less than 5 Business Days before the time at which the meeting was to be held, to each person to whom the notice of the meeting was required to be given.
6. A general meeting called under Article 1.2 must not be cancelled by the Directors without the consent of the Members who requested the meeting.
7. A general meeting called under Article 1.3 must not be cancelled or postponed by the Directors without the consent of the Members who called the meeting.
8. A notice adjourning or postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in two or more places, the technology that will be used to facilitate this).

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### CONSTITUTION

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#### PART II BY LAWS

##### Title - Audit and Accounts

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Definitions and Introspections of the Constitution.

1. Company accounts
  - 1.1. The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the Corporations Law.
2. Company to audit accounts
  - 2.1. The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations
3. Law.
  - 3.1. Auditor-General will be appointed as the auditor of the Company (subject to the consent of the Auditor- General to act as auditor of the Company).

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### CONSTITUTION

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#### PART II BY LAWS

##### Title - Branch and Branch Councils

##### Dictionary & Interpretations

As used in this section, the term:

'Branch Council' means the committee of open healing eco-health land management for a particular Branch the members of which are appointed by the members of that Branch;

'Branch' means a Branch of members residing or employed in a state or other geographical area established with the approval of the Board;

##### Article

1. The Board may at any time establish in any State or Territory (or combination thereof) a Branch for the State/Territory or other place and the Branch Council may exercise the powers, authorities and discretions conferred on it by the Board. Branch Councils are responsible to the Board for the implementation of policy and delivery of services in accordance with approved budgets. Branch Councils will constitute a sub-committee of the Board.
2. The Board may also dissolve a Branch or Branch Council. The appointment and composition of each Branch Council of each Branch and requirements for Branch meetings of members shall be as provided in the By-Laws.
3. The Board has the right to and may from time to time, re-define or alter the geographic area or boundaries of any Branch.
4. The office of a member of Branch Council is vacated if the person holding the office:
  - 4.1. Ceases to reside in the Branch, or
  - 4.2. Resigns his/her seat on the Council, or
  - 4.3. Is absent from three consecutive meetings without the consent of the Council, or
  - 4.4. Becomes bankrupt or insolvent under administration, or
  - 4.5. Becomes a patient or a protected person or an incapable person within

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- the meaning of any Mental Health Act, or
- 4.6. Is no longer a financial member, or
  - 4.7. is requested by notice in writing to resign by the majority of members of council

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### CONSTITUTION

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#### PART II BY LAWS

##### Title - By-Laws and Regulations

##### Article

1. Any subjects under the provisions of the Constitution calling for more detailed rules shall be set forth by By-laws and regulations. Such rules shall be decided upon by the Board and must not be at variance with the Constitution.
2. Proposed amendments to the By-laws and regulations may be initiated by members of the Board, or through a petition signed by no less than five percent of the General Assembly and submitted to the Board for approval.
3. By-laws and regulations approved by the Board may be considered valid until such time as they are duly ratified or rejected by the next General Assembly. The Board must fully advertise proposed amendments to all members 90 days in advance of General Assembly meetings.

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#### PART II BY LAWS

##### Title - Capital Funds and Shares

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Interpretation

'Share forfeiture' is the process by which the directors of the company when a shareholder fails to pay calls, the company empowered by its articles, may forfeit the shares.

##### Article

###### 1. Capital:

- 1.1. the nominal company shares capital is minimum of \$1000 AU; that can be increased at any time;
- 1.2. the company assume capital liability guarantee by shares based on the Organisation Open Health Eco-Health Land fund provision program for promotion of the prevention and the control of human diseases fund in any shares initiation.
- 1.3. there shall be no limit on the ability of the Organisation to raise and borrow eco-health land funds from the members, shareholders and public.

###### 2. Shares:

- 2.1. the nominal share capital of \$1000 is divided into 1000 shares of \$1 each.
- 2.2. the nominal value must be stated for the shares in the application for their issue:
- 2.3. the shares must be Ordinary Registered Shares and not divided into classes of different value.
- 2.4. the shares have to be paid up in full.
- 2.5. some of the shares can be issued and registered as Open Healing Eco-Land certificates - without voting rights.

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- 2.6. The registered shares are registered in the name of the owner not by any kind of bearers.
  - 2.7. the company must maintains a share registry in which the name, gender, birth date and address as well residential address and number of shares of each stockholder are recorded.
  - 2.8. only those listed in the share registry are considered stockholders by the company
  - 2.9. a registered stock certificate shall be normally only evidence of eco-health land share title, and a record of the true holders of the company shares will appear in the eco-health land stockholder's register of the organisation.
  - 2.10. Subject to the rights of persons (if any) entitled to shares with special rights or not as to dividend and to the terms of any issue of shares no any dividends are to be paid and no interest is to be payable by the Company on a dividend if any.
  - 2.11. No shares and shares dividend distribution to shareholders and members
    - a) no any dividend, interest or other money payable in cash or any other profit gain in respect of shares shall not be paid to shareholders, members and/or joint holders.
  - 2.12. the company will give 30 days notice, after 30 days if shareholder did not pay and provide eco-health land contracting equivalent document then company will forfeit his shares and cut off his name from the register of shareholder. Company will not pay his received fund from shareholder.
  - 2.13. company calls can only be made when the share has not been fully paid by the subscriber at the date of issue of the shares.
  - 2.14. calls can be made by the liquidator during a winding-up, as regards shares which are not fully paid at the date of the winding-up, where there is a deficit of assets to pay creditors.
3. Shares and variation of rights
    - 3.1. Directors shall issue shares, and
    - 3.2. Variation of rights
  4. Transfer of shares

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- 4.1. Forms of instrument of transfer must be within the
- 4.2. Registration procedure, and
- 4.3. The Directors' powers to decline to register

#### 5. Transmission of shares

- 5.1. shall be on death of holder, and
- 5.2. right to registration on death or bankruptcy, and any other
- 5.3. effect of transmission applicable for:
  - a) devolution by death
  - b) succession
  - c) inheritance
  - d) bankruptcy
  - e) marriage, etc.
- 5.4. Company will give 30 days notice, after 30 days if shareholder did not register the transfer and/or the transmission of the shares, then company will forfeit the transition shares and cut off his name from the register of shareholder. Company will not pay his received fund from shareholder.



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#### PART II BY LAWS

##### Title - Chief Executive Officer

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Organisation.

##### Article

1. The Directors may appoint a person as the Chief Executive Officer CEO, for any period and on any terms (but not including as to remuneration) as the Directors resolve.
2. Subject to any agreement between the Organisation and the Chief Executive Officer, the Directors may remove or dismiss or suspend the Chief Executive Officer at any time, with or without cause.
3. The Directors may delegate any of their powers (including the power to delegate) to the Chief Executive Officer as provided in Article 7.3.
4. The Directors may revoke or vary:
  - 4.1. the appointment of the Chief Executive Officer; or
  - 4.2. any power delegated to the Chief Executive Officer.
5. The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Directors.
6. The exercise of a delegated power by the Chief Executive Officer is as effective as if the Directors exercised the power.
7. The Board of Directors may appoint the Chief Executive Officer as a Director.
8. If the Chief Executive Officer is appointed as a Director, the Chief Executive Officer will cease to be a Director if the Chief Executive Officer is removed or dismissed for any reason, or otherwise resigns as Chief Executive Officer, but will not, for that reason alone, be rendered ineligible for appointment as a Director under any other Article.
9. No Chief Executive Officer is entitled to attend or vote at any meeting of the Board of Directors whilst under suspension from office.

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### CONSTITUTION

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#### PART II BY LAWS

#### Title - Chairperson

##### Article

1. The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members.
2. If at a meeting of Members:
  - 2.1. there is no Chair;
  - 2.2.
  - 2.3. the Chair is not present within 15 minutes after the time appointed for the holding of a meeting of Members; or
  - 2.4.
  - 2.5. the Chair is present within that time but is not willing to chair all or part of that meeting,

the Directors present may, by majority vote, elect another Director or another person present to chair all or part of the meeting of Members.

3. Subject to Article 1.1, if at a meeting of Members:
  - 3.1. a chairperson of that meeting has not been elected by the Directors under Article 1.2; or
  - 3.2. the chairperson elected by the Directors is not willing to chair all or part of a meeting of Members,

the Members present must elect another person, present and willing to act, to chair all or part of that meeting.

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PART II BY LAWS

Title - Common Seal

Article - The common seal of the Organisation:

1. shall be kept in the custody of the Board Secretary;
2. shall not be affixed to any instrument except by authority of a resolution of the
3. Board and shall be attested to by the signatures of
  - 3.1. any two Members of The Board.
  - 3.2. a Director and a Secretary of the Organisation.
4. The Common Seal may not be fixed to any document except by the authority of a resolution of the Directors or of a Committee of the Directors duly authorised by the Directors.

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#### PART II BY LAWS

#### Title - Construction of Rules

##### Article

1. The Organisation Board, Assembly and the Council, or the Executive Committee, may refer any question concerning the interpretation of these rules to the solicitor for the time being acting for the Organisation Council, being a solicitor of not less than 10 years' standing, and the written determination of that solicitor on the question shall be final and binding and shall be given effect in accordance with its terms.
2. The books and records of the Organisation shall be available for inspection free of charge by any Member of Organisation at any reasonable hour.

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### CONSTITUTION

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#### PART II BY LAWS

#### Title - Core Duties of the Company Secretary

##### Article

##### 1. Core Duties of the Company Secretary

The core duties of the company secretary of the company are as follows:

##### 2. Board Meetings

Co-ordinating the operation of the company's formal decision making and reporting machinery; formulating meeting agendas with the chairman and /or the chief executive; attending and minuting of the meetings; maintaining minute books; certifying copies of minutes; and ensuring that correct procedures are followed.

##### 3. General Meetings

Originating and obtaining internal and external agreement to all documentation for circulation to shareholders; co-ordinating the administration and minuting of meetings; and ensuring that correct procedures are followed.

##### 4. Company Constitution

Ensuring that the company complies with its constitution; drafting and incorporating amendments in accordance with correct procedures.

##### 5. General Compliance

Monitoring and ensuring compliance with relevant legal requirements, particularly under the Companies Act.

##### 6. Statutory Registers and Books

- \* Maintaining the following books and statutory registers
- \* a share register
- \* company records
- \* accounting records
- \* register of charges created by the company, Companies(Registration of Charges) Act.

##### 7. Statutory Returns

Filing information with the Registrar of Companies to report certain changes regarding the company or to comply with requirements for periodic filing. Of particular importance in this regards are:

- any changes in the director(s) of a company or particulars relating to director(s)
  1. changes to a directors name or residential address
  2. removal from office in accordance with the Act or constitution

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- 3. disqualification from holding office
- 4. appointments/resignations/deaths
  - \* annual return
  - \* change of company name
  - \* adoption, alteration and revocation of constitution
  - \* issue of shares

#### 8. Report and Accounts

Co-ordinating the publication and distribution of the company's annual report and accounts and interim statement in consultation with the company's internal and external advisers and, in particular preparing the directors' report.

##### Share Registration

Maintaining the company's register of members; dealing with transfers and other matters affecting shareholdings; and dealing with queries and requests from shareholders.

#### 9. Shareholder Communication

Communicating with the shareholders (i.e. through circulars); payment of dividends and interest; issuing documentation regarding rights issues and capitalisation issues; general shareholder relations; and relations with institutional shareholders and their investment protection committees.

#### 10. Shareholder Monitoring

Monitoring movements on the register of members to identify an apparent '????stake-building' in the company's shares by potential takeover bidders; and making inquiries of members as to beneficial ownership of holdings.

##### Share and Capital Issues and Restructuring

Implementation of changes in the structure of the company's share and loan capital and devising; implementing and administering directors' and employees' share participation schemes.

#### 11. Acquisitions and Disposals

Participating as a key member of the company team established to implement corporate acquisitions and disposals; protecting the company's interests by ensuring the effectiveness of all documentation and that due diligence disclosures enable proper commercial evaluation prior to completion of the transaction.

##### Corporate Governance

Reviewing developments in corporate governance and advising and assisting the directors with respect to their duties and responsibilities and compliance with their personal obligations under company law and, if applicable Stock Exchange requirements.

#### 12. Non-Executive Directors

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Acting as a channel of communication and information for non-executive directors.

##### **13. Company Seal**

Ensuring the safe custody and proper use of the company seal if provided for in the company constitution.

##### **14. Registered Office**

The establishment and administration of the registered office; the receipt, co-ordination and distribution of official correspondence received by the company at its registered office; and ensuring the provision of facilities for the public inspection of company documents.

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### CONSTITUTION

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#### PART II BY LAWS

#### Title - Deductible gift recipients and gift certificates

#### Definitions & Interpretations

As used in this section, the term:

**GRC** – means Gift Recipient Certificate issued by the Organisation for a gift of any kind, gift card, stored value card, or similar instrument purchased for a gift and/or a gift of monetary consideration when the gift certificate, card, or similar instrument is redeemable for merchandise, food, or services regardless of whether any cash may be paid to the owner of the certificate, card, or instrument as part of the redemption transaction, but this term shall not include tickets as specified by Organisation discounts and coupons.

**DGR** – means a deductible gift recipient (DGR) is an organisation which can receive income tax deductible gifts and deductible contributions.

**DGR endorsement** is the approval process for organisations that wish to be endorsed by the Tax Office as DGRs.

**Endorsement as a DGR** – means that ATO allows donors to claim tax deductions for most types of gifts or donations they make to the organisation.

**GCR** – means a Gift Certificates for Recognition often given to acknowledge Member and/or partner and/or associate achievement as Organisation internal awards.

#### Article

##### 1. DGR - the Organisation must:

- 1.1. have and Australian business number (ABN)
- 1.2. be in general DGR category set out in the ATO item 1 in section 30-15 of the Income Tax Assessment Act 1997 and to satisfy the gift fund requirements (unless endorsed as DGR as a whole), and
- 1.3. the establishment and control must be in Australia, and its purposes or beneficiaries must be in Australia and utilise its DGR in Australia, and
- 1.4. as is required in PART II - By Laws Title – Wound Up of this constitution ruling the Organisation activities to transfer the following assets to another DGR if the organisation is to be eventually wound up or the Organisation endorsement is to be eventually revoked:



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- a) surplus gifts and deductible contributions made for the principal purpose of the organisation, and
- b) money received by the organisation because of such gifts of contributions.

#### 2. GRC - the Organisation must:

- 2.1. Issue Gift Recipient Certificate GRC for any kind of gift resived, and
- 2.2. the GRC ID, name, ABN, the amount of money donated, a description of any gifts of property, and the date of the gift shall be stored in the Organisation gifts register books, and
- 2.3. the gift certificates are not to be redeemable for cash per purchase, and
- 2.4. unused balances of gift certificates shall be automatically credited on delivery

#### 3. GCR – the Organisation shall utilise its recognition programs;

- 3.1. by recognition awards, including gift certificates for recognition, given to acknowledge achievement and contribution to the Organisation Vision, Purpose and Objects.
- 3.2. the monetary awards are allowed only when they are made according to the Organisation Code of Conduct recognition policy that is in place prior to the performance of the activities for which the gift payment is being awarded,
  - a) For Outstanding Organisation Prosperity achievements
  - b) Health, Security and Safety achievements
  - c) Teaching and practice service anniversaries
  - d) Outstanding proprietary contributions
  - e) Outstanding public contributions for advancement of the Organisation Vision, Mission and Objects.

#### 4. Any Members and/or Shareholders recognition programs should be documented and describe the types of achievement, contribution or service for which recognition awards, including gift certificates, may be made. The executives are encouraged to consult their Human Resources Recognition Guide for assistance in establishing an members recognition program.

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5. Gift certificates that can be converted into cash, in whole or in part, are always taxable to the recipient for the full value.
6. All other cash converting gift certificates will be reported to the Organisation Gifts Payroll by Gifts Accounts Payable.
7. Receipt must state:
  - 7.1. the name of the fund, authority or member or institution to which the gift has been made
  - 7.2. the DGR's ABN (if any – some DGRs listed by name might not have an ABN), and
  - 7.3. the fact that the receipt is for a gift.
8. Deductible contributions

When a DGR issues a receipt for a deductible contribution, the receipt must specify:

  - 8.1. the name and ABN (if any –some DGRs listed by name might not have an ABN) of the DGR
  - 8.2. the fact that the contribution was made for
    - a) a right to attend a specified fund-raising event, or
    - b) the purchase of goods and services as a successful bidder at a fund-raising auction.
  - 8.3. the amount of the contribution (if money), and
  - 8.4. the GST inclusive market value of the right or the goods or services received in return for the contribution.
  - 8.5. the date the contribution was made, and
  - 8.6. a description of the contribution if it was property.

Enforcement of this section shall be as provided in Organisation Code of Conduct.

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#### PART II BY LAWS

##### Title - Directors

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Organisation.

##### 1. Payment to Directors prohibited

- 1.1. The Organisation must not pay any fees to a Director for performing his or her duties and responsibilities as a Director.
- 1.2. A payment of the kind referred to in By Laws Articles ( Title - No distribution to Members) may be made to a Director if that payment has been approved by the Directors as 'bona fide' reward.

##### 2. Maximum term for a Director

- 2.1. Subject only to Articles 2.2 and By Laws Title Chairperson, no Director may serve more than two Terms and no Director (other than the Chief Executive Officer) may serve as a Director for more than seven years in total.
- 2.2. In the case of a person appointed as a Director to fill a vacancy, the period between the appointment of that person as a Director and the first meeting of the Board of Directors after the next AGM following that appointment, will not be counted as a Term or part of a Term and will not be included in determining whether a Director has served as a Director for seven years, for the purposes of this Article or, in the case of the Chair seven years, for the purposes of Article Title CEO.

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#### PART II BY LAWS

##### Title - Disclosure of conflict of interest

##### Article

1. (1) If--
  - 1.1. a member has a direct or indirect pecuniary or other interest in a matter being considered or about to be considered at a meeting of the Organisation Board; and
  - 1.2. the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter;  
the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Organisation Board.
2. Particulars of any disclosure made under this clause must be recorded by the Organisation Board in a book kept for the purpose.
3. After a member has disclosed the nature of an interest in any matter, the member must not, unless the Organisation Council or the Organisation Board otherwise determines--
  - 3.1. be present during any deliberation of the Organisation Board with respect to the matter; or
  - 3.2. take part in any decision of the Organisation Board with respect to the matter.
4. For the purposes of the making of a determination by the Organisation Board under sub-clause (3), a member who has a direct or indirect pecuniary or other interest in a matter to which the disclosure relates must not--
  - 4.1. be present during any deliberation of the Organisation Board for the purpose of making the determination; or
  - 4.2. take part in the making by the Organisation Board of the determination.

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#### PART II BY LAWS

##### Title - Electronic Communication

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Organisation.

##### Article

1. If the Board or the Board or the Division Council holds a nominated electronic address for a member who has not indicated that they do not wish to receive communications electronically, that member is deemed to have requested that all communications, including those required to be sent under these By-Laws be sent to the member electronically.
2. A notice or other transmission sent by electronic means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice or transmission was sent to the correct electronic address.
3. A member may provide a new electronic address for receipt of such information or amend their preference to receive such information electronically at any time. Where a member notifies the Board or the Division Council of a change in electronic address, or a change in preference to receive such information electronically, during the Voting Period, service of the ballot papers to the old electronic address constitutes valid service.
  - 3.1. The Board or the Division Council will to the extent reasonably practicable also send the ballot papers to the new electronic or postal address provided by the member.
4. Procedural irregularities, such as the provision by a member to the Board or Board or the Division Council of an inaccurate electronic address or failure by a member to submit an electronic vote due to human error or technological failure, will not invalidate the election process.
5. Appointment of Board or the Division Council Members by the Board of the Division Council.
  - 5.1. A Board of the Division Council shall have the power at any time, and from time to time, to appoint any member of the Division to the Board or the Division Council, to fill a casual vacancy, but so that:
    - a) The total number of office-bearers or other members of the Board or the

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Division Council shall not at any time exceed the number provided for in By-law sections.

b) Any office-bearer or other member of the Board or the Division Council so appointed shall hold office only from the date of his appointment until the next Retirement Date.

5.2. The Board or the Division Council shall have the power at any time, and from time to time, to appoint any member of the Division to the Board or the Division Council as an addition to the existing office-bearers or other members of the Board or the Division Council, as contemplated by By-law articles, but so that:

a) The total number of office-bearers or other members of the Board or the Division Council shall not at any time exceed the number provided for in By-law sections.

b) Such appointment may only be made by a majority vote of the members of the Board or the Division Council.

c) A Board or the Division Councillor so appointed shall serve for a term of not more than three (3) years, as determined by the Divisional Council.

d) Any office-bearer or other member of the Board or the Division Council so appointed must retire on or before the conclusion of their term. Subject to By-law articles they may be eligible for reappointment under this By-law, or election as a Councillor under By-law sections.

e) The Divisional Council retains the right to remove any office-bearer or other member of the Board or the Division Council appointed under this By-law at any time prior to the end of their term, by a majority vote of Councillors (not including the Councillor the subject of the relevant vote).

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### CONSTITUTION

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#### PART II BY LAWS

#### Title - Executives

#### Article

1. There shall be four Executive Officers – President, Treasurer, and Secretary and CEO. Each Executive Officer shall be elected for a term of 4years and in maximum in position 7 years. The Executive of the Charter Board will be by nomination and election by the Charter Board. Thereafter, nominees for the Executive Officers shall be put forward by the current Board to be considered by the general assembly. Further nominations for Executive Officers can be put forward from the remainder of the Board by the membership at the General Assembly. If there are no further nominations, then the Executive is established by a motion carried at the General Assembly. If other nominations are put forward, then there will be a secret ballot at the General Assembly to determine the executive.
2. Nominees for these positions will be drawn from individuals who currently serve on Board.
3. Should an Executive Officer position become vacant between elections, the Board shall elect a Board member to serve the remaining term.

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#### PART II BY LAWS

##### Title – Fellow Member

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##### Article

A Fellow is an appropriately qualified practitioner and/or experienced director of one or more entities that the Organisation carry on activities under the leadership of a CEO, who reports to a board of directors that meets regularly and functions under appropriate corporate governance principles.

Entry to the category of Fellow shall be by the following methods:

1. Standard Method – Applicants for admission to the category of Fellow shall be admitted provided that the Membership Committee is satisfied that they are fit and proper persons and meet the following criteria:
  - 1.1. have completed the Eco-Health Practitioner Course or equivalent courses determined by the Board of Directors and passed all required assessments; and
  - 1.2. have had five (5) years experience as a director of a significant Eco-Health foundation, non-government business enterprise or not-for-profit entity,
  - 1.3. have had five (5) years experience as a senior Eco-Health executive accountable to the board of a significant Organisation, non-government not for profit enterprise or other altruistic Open Healing business undertaking;
  - 1.4. for the purposes of this By-Law, a “significant organisation” means an incorporated eco-health organisation with in excess of 100 or more eco-health participant. Non-trading family investment, private hospitals, health care companies, sole director health companies and small health consultancies do not qualify. To be taken into account, non-government business enterprises and other non-corporate business undertakings (such as schools, charities or associations) should have comparable standards of corporate governance to the “significant organisation” above.

To ensure the suitability of the applicant from a professional and ethical point of view as a Fellow, two references from referees who are Fellows of the Organisation must be obtained.

Concurrent memberships may not be added together in determining years of experience.



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### CONSTITUTION

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#### PART II BY LAWS

2. By Special Exemption – Applicants for admission to the category of Fellow by special exemption shall be admitted if the Membership Committee is satisfied that they are fit and proper persons and have had at least ten (10) years experience as an open healing eco-health founder and/or director of:
  - 2.1. one or more listed public health organisation; or
  - 2.2. a non-profit eco-health company, non-government business enterprise or not-for-profit organisation with a turnover in excess of twenty (20) million dollars in eco-health practice and/or one hundred (100) employees in open healing usual business. Non-trading family investment companies, sole director companies and small consultancies do not qualify. To ensure the suitability of the applicant from a professional and ethical point of view as a director, two references from referees who are Fellows of the Organisation must be obtained. Concurrent directorships may not be added together in determining years of experience.
3. By Special Invitation – The Board of Directors may, at any time by resolution, invite a person to become, and admit such a person as a Fellow on the grounds of expertise, experience of standing although they have not satisfied the prescribed conditions of admission.

#### 4. Life Fellow

The Board of Directors may appoint a Fellow of the Organisation who has been eminent in the field of founder or directorship who has provided distinguished service to the Organisation as a Life Fellow.

#### 5. Method of Fellow Admission

Persons desirous of being admitted to membership of the Organisation will complete an application form as prescribed by the Board of Directors from time to time.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - Finance

##### Article

1. Board has fiscal responsibility for the Organisation. The Organisation shall be financed by:
  - a) Members and public subscriptions and generosity ;
  - b) Promotion of Open Healing Eco-Health sessions, lectures and seminars;
  - c) Promotion of Open Healing Eco-Health publications;
  - d) Donations, contributions and sponsorships; and
  - e) Other altruistic lawful means.

Members of the Board shall serve in an altruistic honorary capacity.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - General Structure

##### Dictionary & Interpretations

As used in this section, the term:

##### Article

1. The organisation shall have the following statutory bodies defined in this Constitution:
  - 1.1. Assembly – on demand;
  - 1.2. Board;
  - 1.3. Executives;
  - 1.4. Council – on demand;

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - Graduate Member

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Organisation.

##### Article

1. Entry to the category of Graduate Member shall be by application by persons who meet the general membership criteria and who have passed the Open Healing Eco-Health Academy Course Diploma examination or an equivalent course, but do not yet qualify as a Fellow and/or Practitioner.
2. Entry to the category of Graduate Member shall be by application by persons who:
  - (i) have been Open Healing Eco-Health practitioner or teachers for minimum of (3) or more years; or
  - (ii) are senior health executives with eco-health managerial responsibilities equivalent to those of an executive director or members of local Health Boards; or
  - (iii) are partners or sole proprietors of health research and education professional practices or unincorporated eco-health academic businesses for minimum of (5) years; or
  - (iv) are academic health personnel at the level of, or equivalent to Graduated Teacher, Doctor, Professor or Master in Health and Eco-Health multidisciplinary study (Heads of appropriate faculties in Health and Eco-Health Colleges are included under Code of conduct category).

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

#### Title - Indemnity and insurance

##### Indemnity

Every Member of The Organisation, its Division, Council and Assembly shall be indemnified by the The Organisation against, and it shall be the duty of the Organisation out of the funds of the Organisation to pay, all damages, costs, losses and expenses which any such person may incur or in respect of which the person may become liable by reason of any contract entered into or any act or thing done (whether negligently or otherwise) by the person as such Member of Organisation, or in any way in the practice of Open Healing Eco-Health Arts of the person's duties including travelling expenses, unless such damages, costs, losses and expenses shall have been incurred by such person through person's own dishonesty, wilful act or default.

No Member of The Organisation shall be liable for the acts, receipts, neglects or defaults of himself or any other person or for loss, damage or expense howsoever arising as the result of any act, omission or default of any person (including himself) or for any loss occasioned by any error of judgement or neglect on his part or for any other loss or damage whatsoever which shall happen in the performance of his duties or in relation thereto unless the same shall happen in the performance of his duties through his own dishonesty, wilful act or default.

##### Indemnity and Insurance

1. To the extent permitted by law, the Organisation must indemnify each Relevant Officer against:
  - 1.1. a Liability of that person; and
  - 1.2. Legal Costs of that person.
2. To the extent permitted by the law, the Organisation may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
3. To the extent permitted by the law, the Organisation may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against:
  - 3.1. a Liability of that person; and

## OPEN HEALING ECO-HEALTH LAND LTD

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- 3.2. Legal Costs of that person.
4. To the extent permitted by law, the Organisation may enter into an agreement or deed with:
  - 4.1. a Relevant Officer; or
  - 4.2. a person who is, or has been, an officer of the Organisation or a related body corporate of the Organisation, under which the Organisation must do all or any of the following:
    - 4.3. keep books of the Organisation and allow that officer, and his or her advisers, access to those books on the terms agreed;
    - 4.4. indemnify that officer against any Liability of that officer;
    - 4.5. make a payment (whether by way of advance, loan or otherwise) to that officer in respect of Legal Costs of that officer; and
    - 4.6. keep that officer insured in respect of any act or omission by that officer, while a Relevant Officer or an officer of the Organisation or a related body corporate of the Organisation, on the terms agreed (including as to payment of all or part of the premium for a contract of insurance).

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### CONSTITUTION

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#### PART II BY LAWS

##### Title - Inspection of records

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Article

1. Subject to the Corporations Law, the Directors may determine whether and to what extent, and at what time and places and under what conditions, the accounting, members and shareholders records, financial and other documents of the Company or any of them will be open to the inspection of Members (other than Directors), and a Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

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**CONSTITUTION**

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**PART II BY LAWS**

**Title - Inspection of Books**

The books and records of the Organisation and/or Council shall be available for inspection free of charge by any Member of Organisation at any reasonable hour.



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CONSTITUTION

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PART II BY LAWS

Title - Loans and Bonds

1. The Organization may borrows Loans and Bonds only;
  - 1.1. Unsecured Loans and/or Bonds,  
(unsecured loans are for which the organization does not have a mortgage or other security, and ignore bank deposits or cash at bank.) and
  - 1.2. the Loans and/or Bonds are not to be paid back in regular *installments*, or partial repayments, and
  - 1.3. the Loans and/or Bonds are not under agreements or additional obligations and restrictions known as loan covenants and/or other agreements of this kind, and
  - 1.4. the Loans and/or Bonds are not under specific time period and/or have fixed dates for repayment, and
  - 1.5. the Loans and/or Bonds are not credit facilities or lines of credit agreements, and
  - 1.6. not under Predatory lending agreements and;
  - 1.7. not under interest rate, and lender's gross income agreements, and
  - 1.8. not tax deductible business activity, and
  - 1.9. not with an intent to defraud the lender.
2. The Section 1.1 to 1.9 should be applicable for property and assets as well.
3. Any loans, borrowings and repayments must be approved by the Board.
4. Any land, loans and/or borrowings and/or repayments are not permitted by any kind and/or meaning.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - Meeting at more than one place

##### Article

1. A meeting of Members may be held in two or more places linked together by any technology that:
  - 1.1. gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
  - 1.2. enables the chairperson to be aware of proceedings in each place; and
  - 1.3. enables the Members in each place to vote on a show of hands and on a poll.
2. If a meeting of Members is held in two or more places under Article 4.5(a):
  - 2.1. a Member present at one of the places is taken to be present at the meeting; and
  - 2.2. the chairperson of that meeting may determine at which place the meeting is taken to have been held.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title – Meeting Proceedings

##### Article

##### 1. Who can call meetings of Members

- 1.1. Subject to the Corporations Act, the Directors may call a meeting of Members at a time and place as the Directors resolve.
- 1.2. The Directors must call and arrange to hold a general meeting on the request of Members made in accordance with the Corporations Act.
- 1.3. The Members may call and arrange to hold a general meeting as provided by the Corporations Act.

##### 2. How to call meetings of Members

- 2.1. The Organisation must give not less than Prescribed Notice of a meeting of Members.
- 2.2. Notice of a meeting of Members must be given to each Member, each Director, each Alternate Director and any auditor of the Organisation.
- 2.3. Subject to cancelled meetings, a notice of a meeting of Members must:
  - a) set out the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - b) state the general nature of the business of the meeting; and
  - c) set out or include any other information or documents specified by the Corporations Act.
- 2.4. Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid if either or both a person does not receive notice of the meeting or the Organisation accidentally does not give notice of the meeting to a person.

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### CONSTITUTION

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#### PART II BY LAWS

##### 3. Right to attend meetings

- 3.1. Each Member and any auditor of the Organisation is entitled to attend any meetings of Members.
- 3.2. Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

##### 4. Meeting at more than one place

- 4.1. A meeting of Members may be held in two or more places linked together by any technology that:
  - a) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
  - b) enables the chairperson to be aware of proceedings in each place; and
  - c) enables the Members in each place to vote on a show of hands and on a poll.
- 4.2. If a meeting of Members is held in two or more places under Article 4.1:
- 4.3. a Member present at one of the places is taken to be present at the meeting; and
- 4.4. the chairperson of that meeting may determine at which place the meeting is taken to have been held.

##### 5. General conduct of meetings

- 5.1. Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.
- 5.2. The chairperson of a meeting of Members may delegate any power conferred by this Article to any person.
- 5.3. The powers conferred on the chairperson of a meeting of Members under this Article 5 do not limit the powers conferred by law.

**OPEN HEALING ECO-HEALTH LAND LTD**

**CONSTITUTION**

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**PART II BY LAWS**

**Title – Member Resignation**

**Article**

1. A Member may resign as a Member by giving the Organisation notice in writing.
2. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Organisation.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - Members Certificates

1. The Organisation may issue to each Member, free of charge, a certificate evidencing that person as a Member.
2. The Organisation may issue a replacement certificate of being a Member if
  - 2.1. the Organisation receives and cancels the existing certificate; or
3. the Organisation is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Directors resolve.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Members Classes Applications

#### Dictionary & Interpretations

As used in this section, the term:

'scholars', 'teachers', 'students', 'administrators', 'executives', 'alliances', 'partners', 'associates', 'artisans' and 'artist' membership classes means as defined within the Code of Conduct.

#### Article

##### 1. Classes of Membership:

- 1.1. students
- 1.2. teachers
- 1.3. scholars
- 1.4. practitioners
- 1.5. partners
- 1.6. associates
- 1.7. alliances
- 1.8. administrators
- 1.9. executives
- 1.10. artisans
- 1.11. artist

2. Any person who agrees in writing to be bound by, and to comply with, the Code of Conduct, is eligible to apply to become a Member.

3. Each applicant to become a Member must:

- 3.1. sign and deliver to the Organisation an application in the form (including in electronic form); and
- 3.2. pay any initial fee; which the Directors determine, from time to time.

4. The Directors determine whether an applicant may become a Member.

5. The Directors are not required to give any reason for the rejection of any application to become a Member.

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#### PART II BY LAWS

6. If an application to become a Member is accepted, the Organisation must:
  - 6.1. give written notice of the acceptance to the applicant including details of the class of membership and the rights that are then attached to that class;
  - 6.2. request payment of any amount owing for the initial fee and annual subscription fees (being a pro rata sum if so determined by the Directors); and
  - 6.3. upon payment of that amount, enter the applicant's name in the Register.
  
7. If an application to become a Member is rejected, the Organisation must:
  - 7.1. give written notice of the rejection to the applicant; and
  - 7.2. refund in full any fees paid by the applicant.
  
8. Membership No transfers
  - 8.1. The rights of being a Member are not transferable whether by operation of law or otherwise.
  
9. Ceasing to be a Member
  - 9.1. A person will cease to be a Member if:
    - a) that person resigns in accordance with Article 10;
    - b) that person is expelled under the Expulsion or suspension Articles ; or
    - c) a Cessation Event occurs in respect of that person.
  
  - 9.2. The estate of a deceased Member is not released from any liability in respect of that person being a Member.
  
10. Member Resignation
  - 10.1. A Member may resign as a Member by giving the Organisation notice in writing.
  - 10.2. Unless the notice provides otherwise, a resignation by a Member takes effect immediately on the giving of that notice to the Organisation.



## OPEN HEALING ECO-HEALTH LAND LTD

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#### PART II BY LAWS

##### Title - Members Guarantee

##### Dictionary & Interpretations

As used in this section, the term:

"Member" means a Member for the time being of the Foundation.

##### Article

1. Every Member of the Organisation undertakes to contribute an amount not exceeding \$10 to the property of the Organisation in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:
  - 1.1. of the debts and liabilities of the Foundation (contracted before the Member ceases to be a Member); and
  - 1.2. of the costs, charges and expenses of winding up.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title – Members Polls

###### Article

1. A poll may be demanded on any resolution at a meeting of Members except:
  - 1.1. the election of a chairperson of that meeting; or
  - 1.2. the adjournment of that meeting.
2. A poll on a resolution at a meeting of Members may be demanded by:
  - 2.1. at least three Members present and entitled to vote on that resolution;
  - 2.2. Members with at least 5% of the votes that may be cast on the resolution on a poll; or
  - 2.3. the chairperson of that meeting.
3. A poll on a resolution at a meeting of Members may be demanded:
  - 3.1. before a vote on that resolution is taken; or
  - 3.2. before, or immediately after, the result of the vote on that resolution on a show of hands is declared.
4. A demand for a poll may be withdrawn.
5. A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson directs.
6. The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting.
7. A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

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#### PART II BY LAWS

#### Title - Members Quorum for a meeting

##### Article

1. Subject to Article 5, a quorum for a meeting of Members is ten Members entitled to vote at that meeting.
2. In determining whether a quorum for a meeting of Members is present:
  - 2.1. where a person is present as a Member and as a proxy or attorney of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
  - 2.2. where a person is present as a proxy or attorney for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
3. A quorum for a meeting of Members must be present at the commencement of the meeting. If a quorum is present at the commencement of a meeting of Members, it is taken to be present throughout the meeting unless the chairperson otherwise determines.
4. If a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
  - 4.1. if the meeting was called under *Subject to the Corporations Act*, or an arrangement *to hold a general meeting as provided by the Corporations Act*, the meeting is dissolved; and
  - 4.2. any other meeting is adjourned to the date, time and place as the Directors may, by notice to the Members, appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
5. If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members:
  - 5.1. if there are not less than five Members present, they shall constitute a quorum; and
  - 5.2. otherwise, the meeting is dissolved.

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### CONSTITUTION

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#### PART II BY LAWS

#### Title – Members Variation of Classes and class rights

##### Article

1. Subject to the Corporations Act and the terms of a particular class of membership, the Institute may:
  - 1.1. vary or cancel rights attached to being a Member of that class; or
  - 1.2. convert a Member from one class to another, by special resolution of the Institute and:
  - 1.3. a special resolution passed at a meeting of the Members included in that class; or
  - 1.4. the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of membership of that class.
2. The provisions in this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under Article 1.3.

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### CONSTITUTION

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#### PART II BY LAWS

##### Title – Members Vote and Votes

##### Article

1. Subject to this Constitution and any rights or restrictions attached to a class of Membership, on a show of hands or on a poll at a meeting of Members, every Member present has one vote.
2. In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chairperson has in respect of that resolution.
3. A Member present at a meeting of Members is not entitled to vote on any resolution if any amount due and payable in respect of that person's Membership has not been paid.
4. A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction.
5. The Organisation must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Member where that person is not entitled to vote on that resolution.
6. The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.
7. Objections to qualification to vote
  - 7.1. An objection to the qualification of any person to vote at a meeting of Members may only be made:
    - a) before that meeting, to the Directors; or
    - b) at that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting.
  - 7.2. Any objection under Article 7.1 must be decided by the Directors or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive.

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#### Title - Membership Applications

##### Article

1. Any person who agrees in writing to be bound by, and to comply with, the Code of Conduct, is eligible to apply to become a Member.
2. Each applicant to become a Member must:
  - 2.1. sign and deliver to the Organisation an application in the form (including in electronic form); and
  - 2.2. pay any initial fee;  
which the Directors determine, from time to time.
3. The Directors determine whether an applicant may become a Member and class of Member in accordance with the Code of Conduct.
4. The Directors are not required to give any reason for the rejection of any application to become a Member.
5. If an application to become a Member is accepted, the Organisation must:
  - 5.1. give written notice of the acceptance to the applicant including details of the class of membership and the rights that are then attached to that class;
  - 5.2. request payment of any amount owing for the initial fee and annual subscription fees (being a pro rata sum if so determined by the Directors); and
  - 5.3. upon payment of that amount, enter the applicant's name in the Register.
6. If an application to become a Member is rejected, the Organisation must:
  7. give written notice of the rejection to the applicant; and
  8. refund in full any fees paid by the applicant.

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#### PART II BY LAWS

#### Title - Membership Expulsion or suspension

#### Article

1. (a) Subject to Article (3), the Directors may resolve to:
  - 1.1. expel a Member; or
  - 1.2. suspend a Member:
    - a) for such period; and
    - b) from enjoying such rights and privileges of membership, as the Directors may determine;if:
    - 1.3. an Expulsion Event (other than the non payment of a Fee) occurs in respect of the Member; and
    - 1.4. the Organisation gives that Member at least 10 Business Days notice in writing:
      - a) stating the Expulsion Event and that the Member is liable to be expelled; and
      - b) informing the Member of his or her right under Article (3)(9).
2. The Directors may resolve to expel a Member if the Member does not pay a Fee within 20 Business Days after the due date for its payment.
3. Before passing any resolution under Article (1), the Directors:
  - 3.1. must allow the Member to give to the Directors, either orally or in writing, any explanation or defence of the Expulsion Event; and
  - 3.2. may adopt other procedures to aid the resolution of complaints against the Member, including the appointment of complaints committees, conciliators and mediators.
4. Where a resolution is passed under Article (1) or (2), the Organisation must give the Member, notice ("Discipline Notice") in writing of the expulsion or suspension,

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within 10 Business Days of the resolution.

5. A Member may, by notice in writing to the Organisation within 10 Business Days of receipt of a Discipline Notice, request that a resolution for expulsion (but not suspension) of that Member under Article (1) be reviewed by the Organisation at the next general meeting.
6. If a request under Article (5) is made, the Directors must propose at the next general meeting of the Organisation that a resolution be moved to confirm the expulsion of the Member concerned.
7. A resolution under Article (1) takes effect:
  - 7.1. if the Member gives a notice under Article (5), the date (if any) the resolution is confirmed by a general meeting of the Organisation; or
  - 7.2. if the Member does not give a notice under Article (5), the date of the resolution.
8. A resolution under Article (2) takes effect on the date of the resolution.
9. The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.



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### CONSTITUTION

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#### PART II BY LAWS

#### Title - Membership Fees

#### Article

##### 1. Fees

1.1. The Organisation may require the payment of fees or levies by Members in the amounts and at the times as the Directors resolve.

1.2. The Organisation may make Fees payable for one or more Members, or classes of Members, for different amounts and at different times.

1.3. Pursuant to Article 1.1, the Directors may, from time to time, give notice to Members:

- a) revoking or postponing Fees;
- b) extending the time for payment of Fees;
- c) allowing for payment of Fees by instalments; or
- d) stipulating the amount, the time, the method and the place of payment of Fees.

2. The Directors may waive payment of all or any part of an amount payable under Article 1.1.

##### 3. Exercise of powers

The powers of the Organisation under this Article 1 may only be exercised by the Directors.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - No Distribution to Shareholders

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Article

1. The board of directors must not;
  - 1.1. approve and make any distributions to its shareholders and members, and
  - 1.2. the corporation must not conduct any distributions to its shareholders and members subject to restriction by the articles of this Constitution, Corporations Act and ATO, and
  - 1.3. must not transfer of the assets of a dissolved corporation land and/or branch to a trust or other successor entity, and
  - 1.4. must not make a distribution of a "dividend in kind" — which is a property distribution:
    - a) bonds issued by the government;
    - b) real property;
    - c) real arts;
    - d) corporation's land bonds;
    - e) another corporation's bonds;
    - f) assumption of the indebtedness to a third party of a shareholder;
    - g) transferable vouchers enabling shareholders to receive company products or
    - h) healing arts, and health services discounts;
    - i) promissory notes from customers or other corporate asset purchasers;
    - j) accounts and bills receivable;
    - k) issued transferable vouchers for transportation, by an airline company;
    - l) acquisition options for another corporation's stock; and
    - m) rare health remedies
    - n) coins having a value that exceed their value as legal tender.
  - 1.5. The corporation must not distributes any shares, eco-land bonds, property and/or assets that has increased in value.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

### Title - Notice and Time of Service

#### Article

##### 1. Notice to the Organisation

A person may give notice to the Organisation

- 1.1. by leaving it at the registered office of the Organisation;
- 1.2. by sending it by prepaid post to the registered office of the Organisation;
- 1.3. by sending it to the fax number at the registered office of the Organisation;
- 1.4. by sending it to the electronic address (if any) nominated by the Organisation for that purpose; or
- 1.5. by any other means permitted by the Corporations Act.

##### 2. Time of service

- 2.1. A notice sent by prepaid post to an address within Australia is taken to be given:
  - a) in the case of a notice of meeting, one Business Day after it is posted; or
  - b) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
  - c) A notice sent by prepaid post to an address outside Australia is taken to be given:
    - d) in the case of a notice of meeting, three Business Days after it is posted; or
    - e) in any other case, at the time at which the notice would be delivered in the ordinary course of post.
- 2.2. A notice sent by fax or electronic means is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number or electronic address.
  - a) The giving of a notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
    - was addressed to the correct address of the recipient; and
    - was placed in the post.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Notice to Directors

##### Article

The Organisation may give notice to a Director or an Alternate Director:

1. by hand delivery;
2. by sending it by prepaid post to the usual residential address of that person or the alternative address (if any) nominated by that person
3. by sending it to the fax number or electronic address (if any) nominated by that person; or
4. by any other means agreed between the Organisation and that person.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

### Title - Notice to Members

#### Article

1. The Organisation may give notice to a Member:
  - 1.1. by hand delivery;
  - 1.2. by sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that Member;
  - 1.3. by sending it to the fax number or electronic address (if any) nominated by that Member; or
  - 1.4. with the approval, given by special resolution, of the Directors, by advertisement in accordance with this Title Articles.
  
2. If the address of any Member in the Register is not within Australia and that Member does not nominate an alternative address within Australia, unless otherwise specified by the Corporations Act, the Organisation may (in addition to any method of service specified in this Article) give a notice to that Member by:
  - 2.1. posting it on the Organisation's internet website (if any); or
  - 2.2. advertisement in accordance with Articles.
  
3. Any notice allowed to be given by the Organisation to Members by advertisement is sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia.
  
4. A notice sent by prepaid post may be included:
  - 4.1. separately with; or
  - 4.2. as part of the text of, any other article, sent by prepaid post, including the Company Directors Journal or any other publication sent by the Organisation to Members.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Obligations of Fellows

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Organisation.

1. Fellows shall complete at least ten (10) hours of Continuing Professional Development each year to keep themselves up-to-date as professional open healing eco-health directors and to maintain and improve their directorship health skills.
2. Fellows may satisfy their Continuing Professional Development obligations by completing any combination of courses, conferences and briefings provided by The Organisation and formal programs on board matters offered by other educational providers of appropriate professional standing. Such programs may be delivered either privately to boards or as events open to the public.
3. Fellows are responsible for selecting and monitoring their own Continuing Professional Development from the activities described in By-law and are expected to attest that they will undertake ten (10) hours of such activities per year as part of their annual membership renewal.
4. In any year a Division Council may ask a Fellow to provide details in writing of their completed Continuing Professional Development activities during that year. If a Division Council is not satisfied with the details provided by a Fellow, that Council may recommend to the Board of Directors that it downgrade the Fellow to a Member or Graduate Member. A decision to downgrade a Fellow under this By-law can only be made by the Board of Directors.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Ownership and Copyright

##### Dictionary & Interpretations

As used in this section, the term:

##### Article

1. The ownership and copyright of any products, intellectual property, ideas, and services developed by any members either collectively or individually will vest with the Organisation unless a prior written agreement has been entered into between the relevant parties.
2. The Board may deem certain information obtained or collected as part of the activities of the Organisation to be privileged and confidential and such information may not be disclosed by any member to any party unless prior written permission is granted by the Board.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Payment to Directors prohibited

#### Article

1. The Organisation must not pay any fees to a Director for performing his or her duties and responsibilities as a Director.
2. A payment of the kind referred to in Article (No distribution to Members) may be made to a Director if that payment has been approved by the Directors as a 'bona fade' grant.



## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Powers and duties of Directors

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Article

###### 1. Directors duties

- 1.1. The operativeness of the Company is to be managed by the Directors, who may exercise all such powers of the Company as are not, by the Corporations Law or by this Constitution, required to be exercised by the Company in general meeting.
- 1.2. The Directors must not sell of the Company's any land, assets, funds and/or undertaking.
- 1.3. The Directors may not dispose of the Company's any undertaking unless the disposal is approved by, or subject to ratification by, the Company in general meeting.

Without limiting the generality of Article

- 1.4. Directors may exercise all the powers of the Company to borrow or raise land, assets and funds for \$1.

###### 2. Appointment of attorney

- 2.1. The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.
- 2.2. Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Proceedings of Directors

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Article

###### 1. Directors' meetings

- 1.1. The Directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- 1.2. A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

###### 2. Minutes

- 2.1. The Directors must cause minutes of meetings to be made and kept in accordance with the Corporations Law.

###### 3. Decision-making

- 3.1. Arising matters at a meeting of Directors are to be decided by a minimum of 2/3 majority of votes of Directors present and entitled to vote and any such decision is for all purposes to be deemed a decision of the Directors.
- 3.2. A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy, and if that person is also a Director has one vote as a Director in that capacity.

###### 4. Chairman's casting vote

- 4.1. The chairman of the meeting does not have a casting vote.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Provisions for Amending the By-Laws

##### Dictionary & Interpretations

As used in this section, the term:

"Law" means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;

"Board" means the Board of Directors of the Organisation;

"By-Laws" means the By-Laws of the Organisation approved in accordance with this constitution

##### Article

1. Proposed amendments to the By-laws may be initiated by members of the Board or through a petition signed by no less than five percent of the Board Assembly. Such amendments must be approved by the Board. By-laws approved by the Board may be considered valid until such time as they are duly ratified or rejected by the next Board Assembly. The Board must fully advertise proposed amendments for all members six months in advance of Board Assembly meetings. This provision safeguards the legal validity of the Organisation to respond and comply with requirements for its functioning in reference to its purpose as set in the Constitution.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Proxies and attorneys

##### Article

1. A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:
  - 1.1. in person;
  - 1.2. by not more than one proxy; or
  - 1.3. by not more than one attorney.
2. A proxy or attorney of a Member need not be a Member.
3. A Member may appoint a proxy or attorney for:
  - 3.1. all meetings of Members; or
  - 3.2. any one or more specified meetings of Members.
4. An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains:
  - 4.1. the name and address of that Member;
  - 4.2. the name of the Organisation;
  - 4.3. the name of the proxy or the name of the office held by the proxy; and
  - 4.4. the meetings of Members at which the proxy may be used.
5. The chairperson of a meeting of Members may determine that an instrument appointing a proxy is
6. valid even if it contains only some of the information specified in Article 4.
7. An instrument appointing an attorney must be in a form as the Directors may prescribe or accept, from time to time.
8. Subject to the Corporations Act, the decision of the chairperson of a meeting of Members as to the validity of an instrument appointing a proxy or attorney is final and conclusive.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

9. Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may:
- 9.1. agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution;
  - 9.2. agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than the Prescribed Period is given;
  - 9.3. speak on any resolution at a meeting of Members on which the proxy or attorney may vote;
  - 9.4. vote at a meeting of Members (but only to the extent allowed by the appointment);
  - 9.5. demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote; and
  - 9.6. attend and vote at any meeting of Members which is rescheduled or adjourned.
10. Unless otherwise provided in the Corporations Act or in the appointment, a proxy or attorney may vote on:
- 10.1. any amendment to a resolution on which the proxy or attorney may vote;
  - 10.2. any motion not to put that resolution or any similar motion; and
  - 10.3. any procedural motion relating to that resolution, including a motion to elect the chairperson of a meeting of Members, vacate the chair or adjourn that meeting, even if the appointment directs the proxy or attorney how to vote on that resolution.
11. The Organisation must only send a form of proxy to Members in respect of a meeting of Members which provides for the Member:
- 11.1. to appoint a proxy of the Member's choice, but may specify who is to be appointed as proxy if the Member does not choose; and
  - 11.2. to vote for or against each resolution, and may also provide for the Member to abstain from voting on each resolution.
12. If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is:
- 12.1. the person specified by the Organisation in the form of proxy in the case

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

- the Member does not choose; or
- 12.2. if no person is so specified, the chairperson of that meeting.
13. A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members but, unless specified, the proxy or attorney may vote as he or she thinks fit.
- 13.1. An appointment of proxy or attorney for a meeting of Members is effective only if the Organisation receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) not less than 24 hours before the time scheduled for commencement of that meeting (or any adjournment of that meeting).
14. Unless the Organisation has received notice in writing before the time scheduled for the commencement or resumption of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy or attorney is, subject to this Constitution, valid even if, before the person votes, the appointing Member:
- 14.1. dies; or
- 14.2. is mentally incapacitated; or
- 14.3. revokes the appointment of that person; or
- 14.4. revokes the authority under which the person was appointed by a third party.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Resolutions of Members

##### Article

1. Subject to the Corporations Act, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution.
2. Unless a poll is requested in accordance with Title – Polls Articles, a resolution put to the vote at a meeting of Members must be decided on a show of hands.
3. A declaration by the chairperson of a meeting of Members that a resolution has on a show of hands been passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Secretary

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Constitution of the Organisation.

##### Article

1. As at the date of adoption of this Constitution, the Secretary is the person specified as company secretary in the ASIC Register.
2. A Secretary or Secretaries may be appointed by the Board of Directors for any period and on any terms as the Directors resolve.
3. Subject to any agreement between the Organisation and a Secretary, the Directors may remove or dismiss a Secretary at any time, with or without cause.
4. The Directors may revoke or vary the appointment of a Secretary.



## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Service of documents

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Definition

Shareholder Member(s) means a Shareholder/Member(s).

##### Article

##### Service of documents

1. This Part does not apply to a notice of a meeting of Shareholder/Members.
2. The Company may give a document to a Member:
  - 2.1. personally;
  - 2.2. by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
  - 2.3. by sending it to a fax number or electronic address nominated by the Member.
3. If a document is sent by post, delivery of the document is deemed to be effected by properly addressing, prepaying and posting the envelope containing the document, and the document is deemed to have been delivered on the day after the date of its posting.
4. If a document is sent by facsimile or electronic transmission, delivery of the document is to be deemed:
  - 4.1. to be effected by properly addressing and transmitting the facsimile or electronic transmission, and
  - 4.2. to have been delivered on the day following its despatch.
5. A document may be given by the Company to the joint holders of a share by giving the document to the joint holder first named in the Register in respect of the share.
6. person who by operation of law, transfer or other means whatsoever becomes entitled to any share is absolutely bound by every document given in accordance with this Article to the person from whom that person derives title prior to registration of that person's title in the Register.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Signatures

#### Article

1. The Directors may decide, generally or in a particular case, that a notice given by the Organisation be signed by;
  - 1.1. electronic signature,
  - 1.2. mechanical sign, or
  - 1.3. other specific symbolic means.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Sovereignty

Any term used in these By-laws and not otherwise defined has the same meaning given to it in the Title Definitions and Interpretations.

##### Article

1. The Organisation Sovereignty is and shall be:  
Exclusivity De jure and De facto Sui Generis independent corporate entity  
sovereignty, within all By Laws corporate, financial, actual an factual aspects.
2. Every and each entity of the Organisation is to comply with the Organisation  
Constitution, Codes, Guidance and Directives resolute by the Organisation Board.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

##### Title - Transaction of activities outside meetings or by telephone

##### Article

1. The Organisation Board may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the Organisation Board for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the Organisation Board.
2. The Organisation Board may, if it thinks fit, transact any of its business at a meeting at which members (or some members) participate by telephone, closed-circuit television or other means, but only if any member who speaks on a matter before the meeting can be heard by the other members.
3. For the purposes of--
  - 3.1. the approval of a resolution under subclause (1); or
  - 3.2. a meeting held in accordance with subclause (2);the Chairperson and each member have the same voting rights as they have at an ordinary meeting of the Organisation Board.
4. A resolution approved under subclause (1) is, subject to any directions of the Organisation Council, to be recorded in the minutes of the meetings of the Organisation Board.
5. Papers may be circulated among the members for the purposes of subclause (1) by facsimile, email or other transmission of the information in the papers concerned.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

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#### PART II BY LAWS

##### Title - Vacancy in office of member

##### Article

1. The office of a member becomes vacant if the member--
  - 1.1. completes a term of office; or
  - 1.2. resigns the office by instrument in writing addressed to the Chairperson of the Board; or
  - 1.3. is removed from office by the Chairperson of the Board under this clause; or
  - 1.4. is absent, without leave first being granted by the Chairperson of the Board, from 3 or more consecutive meetings of the Board of which reasonable notice has been given to the member personally or by post; or
  - 1.5. dies.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

#### Title - Winding Up

1. If the Organisation is wound up and/or if the endorsement of the Organisation as a Deductible Gift Recipient is revoked, the following assets remaining after payment of the Organisation's liabilities shall be transferred to one or more Open Healing Eco-Health NPO and (NGO and/or NGO fund) and/or Open Healing Eco-Health NPO foundation, person and/or body, NGO authority or institution to which income tax deductible gifts can be made:
  - 1.1. Gifts of money or property for the principal purpose of the Organisation
  - 1.2. Contributions made in relation to an eligible fund-raising event held for the principal purpose of the Organisation; and
  - 1.3. Money received by the Organisation because of such gifts and contributions.
2. The Board and the Shareholders and/or Members Assembly shall determine the identity of the open health institution or institutions for the purpose of Rule 1 at the time of dissolution.
3. If the Board and the Shareholders and/or Members Assembly fails within 365 Actual Days to determine the identity of the foundation, institution or institutions under Rule 2, the Supreme Court of Australia may make that determination.
4. Transfer of surplus
  - 4.1. On a winding up of the Organisation, the Board, the Shareholders and the Members Assembly must determine within minimum one actual year in advance, one or more Open Health Eco-Health actual practices that are; NPO and NGO and/or foundations, associations or institutions with similar to the Organisation vision, core purpose and mission whose constitutions and code of conduct and code of practice:
    - a) require them to pursue only objects and practices similar to those of this Organisation and to apply their income in promoting those objects;
    - b) prohibit them from making distributions to their members to at least the

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART II BY LAWS

same extent as in this constitution; and

- c) if organisations, prohibit them from paying fees to their directors and Shareholders and Members and require their directors to approve all other payments the organisation make to their directors,

to whom the liquidator must give or transfer any surplus on winding up.

#### 5. Shares

- 5.1. Calls can be made by the liquidator during a winding-up, as regards shares which are not fully paid at the date of the winding-up, where there is a deficit of assets to pay creditors.

- 6. Application to Supreme Court If the Shareholders and/or Members fail to make a determination under this Title Articles within 365 Actual Days of the winding up of the Organisation, the liquidator must make an application to the Supreme Court of the Australia to make that determination.

## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART VIII - DEFINITIONS AND INTERPRETATIONS

##### Title - DEFINITIONS

"Annual General Meeting" has the meaning in accordance with the meetings rules.

"Application Fee" has the meaning given by Title Fee Rules Articles

"Law" means the Corporations Act 2001 and includes any amendment or re-enactment of it or any legislation passed in substitution for it;

"By-Laws" means the By-Laws of the Foundation approved in accordance with this constitution

"Board" means the Board of Directors of the Organisation;

"Stakeholders" means stakeholders of the Foundation including but not limited to Directors, Members, Area Committee Members, Area Managers, staff, parents, clients, Government and the community;

"Independent Practitioner" a person who is determined by the Directors to have relevant specialist skills and knowledge and not being a person who is an Committee Member;

"Register" means the register of Members of the Organisation;

"Deputy Chairperson" means the Office Bearer

"Patrons" and/or "Vice-Patrons" means the persons appointed in accordance with patrons Rules

"Directors" means the Directors for the time being of the Organisation or the Directors assembled as a Board;

"Organisation Council" means the Council appointed in accordance with the council rules.

"Chief Executive Officer" means the person appointed in accordance with executives rules.

'Open Healing Eco-Health Practice' means the health fundamental truth that always is observed to be valid and for which there is no counterexample or exception.



## OPEN HEALING ECO-HEALTH LAND LTD

### CONSTITUTION

*Version 1.01, 30/06/10*

#### PART VIII - DEFINITIONS AND INTERPRETATIONS

#### INTERPRETATIONS

*What is an eco-health open healing ontology?* The academy accepted definition of ontology is the "an explicit health specification of eco-health conceptualization" to further refine the term conceptualization as "the health objects, concepts, and other entities that are assumed to exist in some area of health promotion interest and the relationships that hold among them.

"Open Healing Eco-Health Ontology Practice" means a Health-Wise Practice framework within the "the Organisation objects, Eco-Health concepts, multi- and trans-disciplines and other health studies, arts and practices that are assumed to exist in open healing eco-health area of health, nature and humanity togetherness and the health relationships that hold among them.

1. Reference to:

- 1.1. one gender includes the others;
- 1.2. the singular includes the plural and the plural includes the singular; and
- 1.3. a person includes a body corporate.

2. Except so far as the contrary intention appears in this Constitution:

- 2.1. an expression has in this Constitution the same meaning as in the Law; and
- 2.2. if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

3. "Including" and similar expressions are not words of limitation.

4. Headings are for convenience only and do not form part of this Constitution or affect its interpretation.

'Operational Infrastructure (Open Health Exchange)' In a sense, the healing activities of an open health entity are a sequence of exchanges of health resources – the process of giving up some resources to obtain others. Therefore, we have to not only keep track of increases and decreases in the health resources that are under the control of the open healing entity but also identify and record which resources were exchanged for which others.

'Eco-Health agreement' means health duality contract agreement of health flow resources.