By-Laws
Dr. Paul Lam Tai Chi for Health Institute
As Approved 7 April 2013

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

1) *Definitions*

a) Dr. Paul Lam Tai Chi for Health Institute may be referred to throughout this document as TCHI or the Institute.

b) Tai Chi for Health refers to Dr. Paul Lam's Tai Chi for Health programs.

c) The Institute consists of a Director, a Chief Executive Officer (CEO), a Governing Board (the Board), Members, and Associates. The composition and duties of each constituent are defined in subsequent sections of this document.

d) Master Trainers are persons certified under the rules of the Institute to oversee the training and certification of instructors in the Tai Chi for Health programs.

e) Senior Trainers are persons certified under the rules of the Institute to assist the Master Trainers in the training and certification of instructors in the Tai Chi for Health programs.

f) A Master Trainer Emeritus is a Master Trainer who no longer conducts workshops but wishes to continue involvement with the Institute. Master Trainer Emeritus status is non-voting, and is initially awarded by the Board.

2) *Objectives of the Tai Chi for Health Institute*

a) Training effective and safe teachers of the Tai Chi for Health programs;

b) Developing effective Tai Chi for Health programs though research and development;

c) Making the world aware of tai chi as a modality that promotes health;

d) Providing support to Tai Chi for Health programs and instructors.

3) *Membership*

a) Membership shall consist of all certified Tai Chi for Health Instructors/Leaders. Membership is automatic upon certification.

b) The Board may approve additional classifications of members and define the attributes of such classes of membership.

c) The Board may approve membership fees for the different classifications of members.

d) The Board may approve non-certified Tai Chi for Health Instructors/Leaders as Associates of the Institute.

e) The CEO shall maintain a roster of all Institute members.

4) The Director

a) The Director of the Institute is elected by a majority of the certified Master Trainers for Tai Chi for Health. The Director shall be nominated by a Master Trainer, with that nomination seconded by another Master Trainer.

b) The Director shall serve renewable four year terms.

c) Should the Director be unable to carry out his or her duties, resign, or is removed by the Board, an Interim Director shall be elected by a majority vote of the Board to fill the remainder of the current term.

d) Should the Director be unable to carry out his or her duties, the Chair of the Board will become the Acting Director for a period of up to six months, pending the return of the Director or the election of an Interim or new Director.

e) The Director may be removed by a two-thirds vote of the Board.

f) The Director is the official spokesperson for the Institute and bears the highest responsibility for carrying out the objectives of the Institute.

5) The Chief Executive Officer (CEO)

a) The CEO shall be appointed by the Director.

b) The CEO shall be responsible for the day-to-day operation of the Institute, as determined by the Board and the Director.

c) The CEO shall be the Public Officer of the Institute, or shall designate a resident of New South Wales to be the Public Officer.

d) The CEO shall maintain the official roster of Members as required by law.

e) The CEO may be removed by a majority vote of the Board.

6) The Governing Board

a) Membership on the Board shall consist of the following:
   i) Three current Master Trainers, one each from the USA/Canada region, one from the Europe/Asia region, and one from the Australia/New Zealand/Other region.
      (1) Master Trainer members are nominated by a Master Trainer from the region, seconded by another Master Trainer from the region, and elected by a majority of the Master Trainers of that region.
   ii) Two current Senior Trainers from any country.
      (1) Senior Trainer members are nominated by a Senior Trainer, seconded by another Senior Trainer, and elected by a majority of the Senior Trainers.
   iii) One current Certified Instructor/Leader from any country.
      (1) The Instructor member is nominated by the Director, Master Trainer, or Senior Trainer, seconded by another Master or Senior Trainer, and appointed by the Director.
   iv) One current student of Tai Chi for Health classes taught by a certified Instructor, from any country.
      (1) The student member is nominated by the Director, Master Trainer, or Senior Trainer, seconded by another Master or Senior Trainer, and appointed by the Director.
   v) Up to two additional members of the Board shall be chosen for their business or other expertise.
      (1) The expert members shall be nominated either by the Director or a Board member, and elected by a majority of the Board.
   vi) The Director shall be a voting member of the Board.
   vii) At least three members of the Board shall be residents of Australia.

b) Term of Board Service:
   i) Elected members of the Board serve renewable four year terms.
      (1) For the first term, half of the elected Board members will serve two year terms in order to establish a staggered set of terms.
   ii) Appointed members of the Board serve renewable two year terms.
   iii) The terms of Board members commence on February 1 and end on January 31 of the relevant years for service.
   iv) If a Board member resigns, is removed, or is unable to complete his or her term of office, the Board shall have the discretion to appoint a replacement or leave the position open until the next election.

c) Removal of Board Members:
   i) Board members may be removed for statutory cause, for violating the TCHI code of ethics, or for failure to attend to the duties of the Board.
   ii) A two-third majority of all Board members is required to remove a Board member.

d) Duties of the Board:
   i) Subject to the requirements of law and the constitution, the responsibility of the Board:
      (1) Is to control and manage the affairs of the Institute, and
      (2) Has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Institute.
   ii) Decisions of the Board shall be presented to the Director for implementation. Should the Director veto the Board's decision, the Director must provide an explanation and appropriate recommendations for modification. The Board will then re-submit the proposal, with the modifications it deems appropriate, to the Director. Should the Director veto again, the Board may accept the Director's decision or refer the matter to a joint meeting of the full Board and the CEO. In the event of a tie vote at this meeting, the Director shall cast an additional vote.

e) Officers of the Board:
   i) Officers of the Board shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer.
   ii) Officers are elected by the Board to serve renewable two year terms, and may be removed under the provisions of §6(c) above.

f) Duties of the Officers of the Board:
   i) The Chair shall
      (1) Preside at Board meetings.
      (2) In the event of a tie vote of the Board, the Chair shall cast an additional vote to break the tie.
      (3) Appoint Committee members.
      (4) Carry out other duties as associated with the office.

   ii) The Vice-Chair shall
      (1) Assume the duties of the Chair in the event of the Chair's absence.
      (2) Preside over the Harmonization Committee, as established in §7, below.

   iii) The Secretary shall
      (1) Prepare the agendas for Board meetings.
      (2) Prepare the minutes of Board meetings.
      (3) Keep the official records of all Board meetings and actions.
      (4) Send copies of agendas and minutes to all Board members.
      (5) Create a summary of Board meetings and significant actions to be posted electronically for all members.

   iv) The Treasurer shall
      (1) Keep the record of the Institute's financial transactions.

(2) Ensure that all monies due to the Institute are collected and received, and that all payments authorized by the Institute are dutifully made.
(3) Prepare financial statements and reports as necessary or as directed by the Board.

g) Meetings of the Board

i) The Board shall meet at least four times per calendar year.
ii) Additional meetings may be convened by the Chair, the Director, or by any Board member.
iii) The Board may meet by telephone or by web conference. A physical meeting is not required under this constitution.
iv) The quorum for a meeting is four Board members.
v) In an emergency situation, the CEO may convene a meeting of the Director and the Chair to act in the absence of the full Board. Any emergency decision must be ratified by majority vote of the Board within three months.

h) Limitation of Liability

i) Membership on the Board is unpaid.
ii) Board members shall bear no personal liability in connection with their service to the Institute. In accordance with Australian law, liability is limited to the assets of the Institute.

7) Committees

a) The Board may appoint standing and *ad hoc* committees as needed to assist in managing the affairs of the Institute.
i) The Board will appoint the Chair of each standing or *ad hoc* committee.
ii) The Committee Chair will recommend members for the committee, who shall be approved by the Board.
iii) The Committee Chair is responsible for organizing the work of the committee and keeping the Board informed of its progress.

b) Standing Committees of the Institute.

i) The Training and Education Committee.
(1) The purpose of the Training and Education Committee is to maintain and improve the standards for instruction in Tai Chi for Health programs, and to oversee the credentialing of instructors, Senior Trainers, and Master Trainers.
(2) The Committee shall be chaired by a Master Trainer.

ii) The Research and Development Committee.

(1) The Purpose of the Research and Development Committee is to support scientific research into Tai Chi as a modality for improved health, and to work with the Education and Training Committee to ensure that scientific knowledge is incorporated into Tai Chi for Health Programs.
(2) The Research and Development Committee shall be chaired by a Member with professional background in medicine or the allied health professions.

iii) The Promotion and Resources Committee.
(1) The purpose of the Promotion and Resources Committee is to link the members of the Institute with each other, provide information and resources to improve the professional standing of Institute members, and to link the Institute to wider promotions of Tai Chi as a modality for health and wellness.

iv) The Harmonization Committee.
(1) The purpose of the Harmonization Committee is to resolve complaints against Master Trainers, Senior Trainers, and certified Instructors, and to uphold the Code of Ethics of the Institute.
(2) The Committee shall be chaired by the Vice Chair of the Board.
(3) In resolving disputes, the Harmonization Committee follow the processes outlined in § 9 below.

c) Sub-Committees

i) Committees may recommend to the Board any sub-committees that would be useful in the completion of their work. Upon Board approval, the Committee chair shall appoint the members of the subcommittee and be responsible for the oversight of that sub-committee's work.

8) Annual Meeting of the Membership

a) An annual meeting of the Membership of the Institute shall be held in January of each year for the following purposes:
i) Receive any reports from the Board and its committees and subcommittees.
ii) Receive the Treasurer's Report.
b) Members of the Institute and the Board may participate electronically in the meeting.
c) Notice of the meeting will be posted on the Institute's web site at least one month prior to the date of the meeting.
d) Minutes of the meeting shall be available to Members at the Institute's web site.
e) A summary of the meeting will be presented at the annual workshops in Australia and North America.

9) Resolution of Internal Conflicts

a) Disputes between Members of TCHI, and disputes between Members and TCHI shall be referred to the Vice Chair of the Board.
b) If the Vice Chair cannot resolve the dispute informally, she or he shall convene the Harmonization Committee to investigate the dispute, attempt to reach a solution acceptable to both sides, or if not resolvable amicably, to recommend an action to the Board and the Director.
c) The primary objective of the dispute resolution process shall be to reach a mutually acceptable solution to the complaint at hand. Should that not be possible, the Board shall have the authority to take disciplinary actions against a Member, including but not limited to:
   i) Verbal or written reprimand.
   ii) Required written apology to parties involved.
   iii) Revocation or suspension with conditions for reinstatement of Institute membership.
   iv) Revocation or suspension with conditions for reinstatement of certification as an Instructor/Leader, Senior Trainer, or Master Trainer.

10) Miscellaneous

a) The Institute may effect and maintain insurance.

b) The Institute is authorized to raise funds from:
   i) Donations
   ii) Membership fees
   iii) Certificate fees
   iv) Continuing education and conference fees
   v) Other sources as approved by the Board.

c) Funds Management

   i) Subject to any resolution passed by the Institute, and as deemed appropriate, the Board shall use Institute funds to further the objectives of the Institute.

d) Amendments

   i) The By-Laws may be amended by a two-thirds vote of the full Board membership at any meeting, or by electronic means.
   ii) Amendments shall be approved by the Director, as provided in § 6 (d)(ii) above.
   iii) Notice of amendments to this document must be provided to each Board member no less than two weeks before the meeting considering changes to this document.

e) This document is effective on April 8, 2013.