



## **CONSTITUTION**

# **AUSTRALIAN DENTAL ASSOCIATION SOUTH AUSTRALIAN BRANCH INC**

***Approved 22 September 2021***

Version date: 11 September 2023

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## **1. INTRODUCTION**

### **1.1. Name**

The name of the Branch is "Australian Dental Association South Australian Branch Incorporated", Association number A602, incorporated as an association under the *Associations Incorporation Act 1985* (SA).

### **1.2. Objects**

The objects of the Branch are to:

- (a) promote ethical standards in dentistry;
- (b) improve the oral and general health of the community;
- (c) advance the science and practice of dentistry; and
- (d) advance and represent the interests of Members.

### **1.3. Powers**

The Branch has:

- (a) all the powers conferred by section 25 of the Act, except those which are excluded by the By-Laws; and
- (b) such additional powers as specified in the By-Law 2.1.

### **1.4. Branch Office**

The Branch will conduct its business from the Branch Office and, in the absence of a Council Resolution to the contrary, all meetings of the Branch, the Council and each Committee will be convened at the Branch Office.

### **1.5. Affiliations**

Unless otherwise determined by an Ordinary Resolution or by a Council Resolution, the Branch can:

- (a) enter into affiliations on such terms as determined by a Council Resolution with other organisations in Australia or overseas which have objects compatible with the objects of the Branch; and
- (b) sever any such affiliation with another organisation.

## **2. DEFINITIONS AND INTERPRETATION**

### **2.1. Definitions**

In this Constitution, unless the context otherwise requires:

‘Act’ means the *Associations Incorporation Act 1985* (SA).

‘Annual General Meeting’ means an annual general meeting of Members convened in accordance with clause 5.1.

‘Auditor’ means a person appointed by the Branch to act as the Branch's auditor in accordance with clause 4.10.

‘BDS Degree’ means a Bachelor of Dental Surgery, or an equivalent tertiary qualification.

‘Branch’ means the association to which this Constitution relates, as incorporated pursuant to the Act under the name specified in clause 1.1.

‘Branch Office’ means the premises specified in the By-Law 1.1.

‘Business Day’ means a weekday, other than a public holiday proclaimed in South Australia.

‘By-Laws’ means By-Laws of the Branch affirmed by a Council Resolution in accordance with this Constitution.

‘Chief Executive Officer’ means the senior administrative officer of the Branch.

‘Code of Ethics’ means the Code of Ethics specified in the By-Law 3.1.

‘Committee’ means a Standing Committee or a Special Purpose Committee (By-Law 9.6).

‘Common Seal’ means a common seal having the Branch's name in legible characters (clauses 10.2, 10.3).

‘Constitution’ means this Constitution.

‘Contact Address’ means:

- (a) in respect of the Branch, the contact details of the Branch Office, as specified in the By-Law 1.1; and
- (b) in respect of a Member, the Member's postal address, telephone number, facsimile number or e-mail address (or other point of contact, as specified in the By-Law 8.1) as recorded in the Register of Members.

‘Council’ means the Branch's Council, constituted in accordance with clause 4.1.

‘Council Resolution’ means a resolution passed by the Council in accordance with clause 4.7.

‘Councillor’ means a member of the Council (By-Laws 11.1 and 12.1).

‘Criteria’ means in respect of a category of membership, those criteria specified in this Constitution or in the By-Law 4.2 which must be satisfied to become a Member of that category.

'Dentist' means a person registered under the National Law to practise in the dental profession as a dentist.

'Disciplinary Procedures' means those procedures specified in the By-Law 10.1 in respect of allegations notified to the Branch about alleged breaches of the Code of Ethics.

'Federal Councillor' means a Voting Member who at the relevant time is a member of the Council of the National Association (By-Law 13.1).

'Financial Statements' means those financial statements maintained by the Branch in accordance with clause 7.6.

'Meeting Requisition' means a requisition for an ordinary meeting of Members which complies with the requirements of the By-Laws 15.1 and 16.1.

'Member' means Member (of any category, whether a Voting Member or a Non-Voting Member) of the Branch.

'National Association' means the Australian Dental Association Incorporated ARBN 131 755 989.

'National Law' means the *Health Practitioner Regulation National Law (South Australia) Act 2010*.

'Non-Voting Member' means a Member who does not have the right to vote pursuant to either:

- (a) this Constitution (clause 3.4); or
- (b) the By-Law 8.1.

'Notice' means a written communication sent to a Member's Contact Address by a method of service as specified in clauses 10.5 and 10.6.

'Objects' means the Branch's objects, as specified in clause 1.2.

'Ordinary Resolution' means a resolution passed by a duly convened meeting of the Voting Members if:

- (a) at least 10 Business Days written notice specifying the intention to convene a meeting of Members has been given to all Voting Members; and
- (b) it is passed at such a duly convened meeting of the Voting Members by a simple majority of such Voting Members as, being entitled to do so, vote in person or by proxy at the meeting.

'President' means the Councillor bearing the title of President.

'Presidential Allowance' means such amount of annual remuneration as set out in By-Law 21.1.

'Proxy Form' means such form as specified in By-Law 20.1 for the purpose of a Voting Member appointing another Voting Member to act as proxy at a meeting of Members in accordance with clause 5.6.

'Register of Members' means the Register of Members described in clause 3.10.

'Special Levy' means a payment to be made by Members to the Branch in accordance with clause 7.3.

'Special Purpose Committee' means a committee established for a special purpose and expected to exist for a limited duration.

'Special Resolution' means a resolution passed by a duly convened meeting of the Voting Members if:

- (a) at least 21 days written notice specifying the intention to propose a resolution as a special resolution has been given to all Voting Members; and
- (b) it is passed at such a duly convened meeting of the Voting Members by a majority of not less than three quarters of such Voting Members as, being entitled to do so, vote in person or by proxy at the meeting.

'Standing Committee' means a committee established as such in accordance with By-Law 9.6.

'Subscription Fee' means the fees, as set out in By-Law 6.1 in respect of each category of membership, which are payable by Members:

- (a) to apply for membership of the Branch; and
- (b) to retain membership of the Branch.

'Treasurer' means the Councillor bearing the title of Treasurer.

'Vice President' means the Councillor bearing the title of Vice President.

'Voting Member' means a Member who has the right to vote under this Constitution or under By-Law 19.1.

## **2.2. Interpretation**

In this Constitution unless the context otherwise requires:

- (a) words denoting the singular number include the plural and vice versa;
- (b) words denoting any gender include all genders;
- (c) where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) words which are defined in this Constitution have the same meaning in the By-Laws;
- (e) words denoting natural persons include bodies corporate and vice versa;
- (f) references to clauses are to clauses of this Constitution;

- (g) headings are for convenience only and do not affect interpretation;
- (h) references to any document include references to such document as amended, novated, supplemented, varied or replaced from time to time;
- (i) references to any legislation include any modification or re-enactment of that legislation or legislative provision or any legislation or legislative provision substituted for, and all regulations and instruments issued under, such legislation or provision;
- (j) a reference to a thing (including an amount) is a reference to the whole or any part of it; and
- (k) specifying anything in this Constitution after the words ‘including’, ‘includes’ or ‘for example’ or similar expressions does not limit what else is included unless there is express wording to the contrary.

### **2.3. Construction**

If any provision of this Constitution is found to be invalid or unenforceable in accordance with its terms, all other provisions which are self-sustaining and capable of separate enforcement without regard to the invalid or unenforceable provisions will be and will continue to be valid and enforceable in accordance with their terms.

## **3. MEMBERSHIP**

### **3.1. Categories of Membership**

The categories of membership and the conditions applying to each such category are as specified in By-Law 4.2.

### **3.2. Membership Rights**

In respect of each category of membership the By-Laws 4.2 and 6.1 specify:

- (a) the Criteria required to attain and keep such membership;
- (b) whether such Members are Voting Members or Non-Voting Members;
- (c) the other rights attaching to such Members; and
- (d) the applicable Subscription Fee payable for each year of membership.

### **3.3. Rights of Voting Members**

Voting Members will:

- (a) automatically be granted membership of the National Association; and
- (b) have the right (but not the obligation) to:
  - (i) attend and vote at meetings of Members;
  - (ii) appoint a proxy to vote on the Member’s behalf at meetings of Members;and

(iii) act as a Councillor.

### **3.4. Rights of Non-Voting Members**

Non-Voting Members:

- (a) have the right (but not the obligation) to attend at meetings of Members;
- (b) have no right to vote at meetings of Members (either personally or as proxy for another Member); and
- (c) are not entitled to act as a Councillor.

### **3.5. Admission to Membership**

3.5.1 Criteria for membership of the Branch will include the following:

- (a) submit to the Branch an application to be a Member in the form specified in By-Law 5.1;
- (b) specify the category of membership sought;
- (c) meet the criteria applicable to that category of membership;
- (d) pay the subscription fee; and
- (e) agree in writing to be bound by this Constitution and the Code of Ethics.

3.5.2 Council has the discretion to refuse any application for membership.

3.5.3 Unsuccessful applicants are entitled to a statement of reasons.

### **3.6. Cessation of Membership**

Membership of the Branch will cease:

- (a) immediately upon the Member's written resignation;
- (b) if the Member fails to pay the Subscription Fee, or any other money payable to the Branch, within one calendar month after delivery of a notice of intention to terminate the Member's membership;
- (c) if the Member ceases to meet the Criteria applicable to any category of membership;
- (d) if, in the opinion of Council, the Member fails to abide by the Constitution and the Code of Ethics; or
- (e) upon the Member's death.

### **3.7. Procedures for Discipline and Expulsion of Members**

By Council Resolution, the Branch may sanction or expel a Member in accordance with the Disciplinary Procedures set out in By-Law 10.1.

### **3.8. Right of Appeal**

All decisions concerning membership and disciplinary action are subject to a right of appeal as set out in the By-Laws.

### **3.9. Register of Members**

The Branch must keep a Register of Members, setting out, in respect of each Member, the following information:

- (a) the Member's name, address (either postal, residential or business, as specified by the Member), Contact Address and date of birth; and
- (b) such other information as specified in By-Law 8.1.

### **3.10. Inspection of Register of Members**

The Branch must allow a Member to inspect during Office Hours at the Branch Office the Member's details as recorded in the Register of Members.

### **3.11. Accuracy of Register of Members**

In the absence of an obvious error, the information contained within the Register of Members is accepted as evidence of the applicable details of each Member, as contained within it.

### **3.12. Contact Address**

In respect of each Member's Contact Address:

- (a) the Member must promptly advise the Branch in writing of any change in the Member's Contact Address; and
- (b) the Branch is entitled to rely upon the Member's most recently advised Contact Address for the purposes of communicating with the Member.

## **4. GOVERNANCE**

### **4.1. Council**

The business of the Branch will be governed by the Council, which will comprise the following positions:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) no fewer than five (5) other Councillors with a maximum number of Councillors as prescribed in the By-Laws,

of whom no fewer than two (2) are appointed as Country Councillors to represent the interests of regional and rural practitioners.

## **4.2. Powers and Duties**

- 4.2.1 The President, Vice President and Treasurer must act only with the authority of Council.
- 4.2.2 The Council has the following powers:
- (a) to plan, manage and implement the affairs of the Branch in a manner which is consistent with the Objects;
  - (b) to exercise all of the legal rights, powers and authorities of the Branch on its behalf to the extent permitted by:
    - (i) this Constitution; and
    - (ii) the Act;
  - (c) to make, amend, repeal and replace By-Laws;
  - (d) to establish such Committees as it sees fit and to delegate, by Council Resolutions, such tasks, duties and powers as it sees fit to a Committee;
  - (e) to manage and control the funds and other property of the Association;
  - (f) to authorise the employment (and dismissal) of the Chief Executive Officer of the Branch on such terms as it sees fit;
  - (g) to invest the assets of the Branch as it sees fit (including selling, disposing of, varying or transposing such investments) to the extent permitted by the laws of South Australia;
  - (h) to discipline Members (by censure, suspension, expulsion or otherwise) in accordance with the Disciplinary Procedures; and
  - (i) to confer awards, including Life Membership, on Members.

## **4.3. Appointment**

- 4.3.1 All Councillors must be Voting Members
- 4.3.2 Subject to clauses 4.4 and 4.5, the Councillors, including the President, are appointed until the next Annual General Meeting either:
- (a) by prior election by the Voting Members and declaration at each Annual General Meeting; or
  - (b) in the event that the number of nominations for Councillor and President does not exceed the number of positions to be appointed, by declaration at each Annual General Meeting; or
  - (c) in the event of any one or more of the positions of President, Vice President or Treasurer being vacant at any time and for any reason, by appointment of one or more Councillors through Council Resolution or
  - (d) in the event of insufficient Voting Members filling the positions of Councillor at any time and for any reason, by appointment of one or more Voting Members through Council Resolution.

- 4.3.3 The positions of Vice President and Treasurer will be filled by members of Council through Council Resolution at the first Council meeting following the Annual General Meeting.
- 4.3.4 A nominee for the position of President must have served at least two years as a Branch Councillor.

#### **4.4. Disqualification**

A Member cannot be entitled to be appointed, or act, as a Councillor if:

- (a) the Member is an undischarged bankrupt; or
- (b) the Member is, in Council's opinion, incapable of satisfactorily carrying out the required duties as a Councillor as outlined.

#### **4.5. Tenure**

Councillors will cease to hold office (or cease to hold a particular office on the Council) if:

- (a) the Councillor is disqualified by virtue of clause 4.4
- (b) the Councillor ceases to be a Voting Member;
- (c) the Councillor tenders a written resignation (either in respect of a particular office on the Council or as a Councillor); or
- (d) the Councillor is dismissed by a Special Resolution (either in respect of a particular office on the Council or as a Councillor).

#### **4.6. Meetings of Council**

Meetings of the Council will be chaired:

- (a) by the President; or
- (b) in the President's absence, by the Vice President; or
- (c) in the absence of both the President and the Vice President, then by a Councillor elected by those present as chair,

and the Council will meet:

- (d) not less frequently than once in any two month period; and
- (e) otherwise on such dates as notified from time to time by either:
  - (i) the President; or
  - (ii) a majority of Councillors.

#### **4.7. Quorum and Council Resolutions**

At any meeting of the Council which is attended by:

- (a) either (or both) the President or the Vice President; and
- (b) not fewer than 6 Councillors in total,

the Council may pass a Council Resolution by either:

- (c) a simple majority of Councillors attending the meeting; or
- (d) the President (or in the President's absence, the person presiding)) has both a deliberative and a casting vote.

#### **4.8. Federal Councillors**

- (a) The Council must nominate Federal Councillors, each of whom may simultaneously be a Branch Councillor, in accordance with By-Law 13.1;
- (b) the Federal Councillors must be notified of any proposed meeting of the Council at the same time that Councillors are notified; and
- (c) at any meeting of the Council, the Federal Councillors are entitled to participate in discussion and debate but are not entitled to vote, except where a Federal Councillor is simultaneously a Branch Councillor.

#### **4.9. Public Officer**

Unless otherwise determined by Council Resolution, the Chief Executive Officer is the Public Officer of the Branch for the purposes of the Act.

#### **4.10. Auditor**

The Branch will appoint each year a person (not being a Member) to act as the auditor of the Branch for the purposes of the Act either:

- (a) by an Ordinary Resolution at the Annual General Meeting; or
- (b) failing such an Ordinary Resolution or upon the position becoming vacant, by a Council Resolution.

#### **4.11. Delegation to Chief Executive Officer**

By Council Resolution, the Council can delegate to the Chief Executive Officer such tasks, duties and powers as it sees fit.

### **5. MEETINGS OF MEMBERS**

#### **5.1. Annual General Meeting**

The Branch will convene an Annual General Meeting of Members:

- (a) during each financial year at a time specified in By-Law 14.1; and
- (b) at which:

- (i) the Members will elect Councillors in accordance with the procedures specified in By-Laws 12.1 and 14.1;
- (ii) the Branch's annual reports will be presented to the Members; and
- (iii) the Members will transact such other business as may be conducted by the Members in general meeting.

## **5.2. Meetings**

The Branch may convene meetings of Members in accordance with By-Law 15.1.

## **5.3. Notice of Meetings**

The Branch will give all Members no less than 10 Business Days written notice of each meeting of Members. This notice must include such information as specified in By-Law 16.1.

## **5.4. Proceedings**

All meetings of Members must be conducted in accordance with the procedures outlined in By-Law 17.1.

## **5.5. Conflict of Interest**

All meetings of the Association are subject to Conflict of Interest principles and procedures as set out in By-Law 18.1.

## **5.6. Voting**

At any Meeting of Members:

- (a) each Voting Member is entitled to cast one vote; and
- (b) subject to clause 5.7, voting must be conducted in accordance with the procedures outlined in By-Laws 14.1 and 19.1.

## **5.7. Appointment of Proxies**

In respect of any meeting of Members, a Voting Member may appoint any other Voting Member as the Absent Member's proxy by completing and signing a Proxy Form (Schedule 2).

## **5.8. Voting by Proxies**

At a meeting of Members in respect of which an Absent Member has appointed a Proxy:

- (a) the Proxy must submit the Absent Member's proxy nomination form to the meeting's Chair before any casting vote;
- (b) the Absent Member is not entitled to personally cast a vote; and
- (c) the Proxy is entitled to:

- (i) cast a vote on behalf of the Absent Member; and
- (ii) cast a vote on the Proxy's own behalf.

## **6. COMMITTEES**

### **6.1. Standing Committees**

- (a) The Branch will establish such Standing Committees as specified in By-Law 9.6.
- (b) The President and the Chief Executive Officer will have the right to attend as a non-voting member of all Standing Committee meetings unless otherwise described in By-Law 9.6.

### **6.2. Standing Committee Details - By-Laws**

In respect of each Standing Committee or Special Purpose Committee established by the Council, the By-Laws must specify:

- (a) the name of the Committee;
- (b) the intended purpose, functions, powers and authority of the Committee;
- (c) the maximum and minimum number of members to comprise the Committee;
- (d) the method by which members of the Committee will be selected;
- (e) the procedures of the Committee, including the voting rights of its respective members;
- (f) the Committee's reporting requirements; and
- (g) such other issues as relevant for the proper functioning of the Committee.

### **6.3. Special Purpose Committees**

The Council may establish Special Purpose Committees as required.

### **6.4. Limitation of Committee Powers**

Except as authorised by a Council Resolution, Committees (including the members of a Committee) are not empowered to:

- (a) enter into contracts on the Branch's behalf;
- (b) offer employment to any person; or
- (c) make any public statement on behalf of the Branch.

### **6.5. Reimbursement of Expenses**

The Branch must reimburse to each Committee, or to any member of a Committee, such expenditure:

- (a) as authorised by Council Resolution; or

- (b) as reasonably incurred in connection with the discharge of the Committee's intended purpose.

## **7. FINANCES**

### **7.1. General Principles**

The income and assets of the Branch must be applied solely towards the Objects and, except as provided in this Constitution or in the By-Laws, no portion of the income or assets of the Branch in accordance with the By-Laws, will be paid to:

- (a) any Member;
- (b) any spouse, child, parent or sibling of a Member;
- (c) any company of which a Member is a shareholder or director; or
- (d) any discretionary trust of which a Member is an appointor, a trustee or a beneficiary.

### **7.2. Subscription Fees**

Members must pay the Subscription Fees when they fall due, or as otherwise prescribed in By-Law 6.1.

### **7.3. Special Levies**

By Council Resolution, the Members must pay as and when directed, a Special Levy:

- (a) on account of extraordinary expenditure regarded by the Branch to be consistent with the Objects; and
- (b) of an amount that does not exceed the maximum amount specified in By-Law 7.1.

### **7.4. Bank Accounts**

The Branch must establish and maintain appropriate bank accounts.

### **7.5. Insurance**

The Branch must maintain insurance policies which are required by law.

### **7.6. Financial Statements**

The Branch must maintain such Financial Statements as:

- (a) Applies to the financial year of the Association which shall be the period of 12 months commencing on 1 July and ending on 30 June of each year.
- (b) required under the Act; and
- (c) otherwise deemed by the Council to be necessary or helpful for the proper conduct of the Branch's activities.

### **7.7. Reporting**

Copies of the Financial Statements must be made available:

- (a) for inspection by a Member at the Branch Office within 5 Business Days after a written request by a Member; and
- (b) for inspection by Members at each Annual General Meeting.

### **7.8. Auditing**

The President must ensure that:

- (a) the Financial Statements are audited annually by the Auditor; and
- (b) the most recently audited financial statements are made available for inspection by Members at each Annual General Meeting.

## **8. BY-LAWS**

### **8.1. Constitution to Prevail**

To the extent of any inconsistency between By-Laws and this Constitution, this Constitution prevails.

### **8.2. Procedure to Make, Amend or Revoke by Council**

Subject to clause 8.3, By-Laws may be made, amended, added to or revoked by the Council at any time by a Council Resolution.

### **8.3. Procedure to Make, Amend or Revoke by Members**

Subject to the procedures in clause 8.4, the By-Laws may be created, amended, added to or revoked by the Members at any time by an Ordinary Resolution. Following any such replacement of a By-Law by the Members, the Council is prohibited from amending, adding to or revoking that By-Law under clause 8.2 until after the first anniversary of the relevant Ordinary Resolution.

### **8.4. Notification to Members Creation, Amendment, Addition or Revocation**

Within one month after any creation, amendment, addition to or revocation of a By-Law, the Branch must send to each Member at the Member's Contact Address:

- (a) In the case of a new By-Law, a copy of that By-Law;
- (b) In the case of an amendment or addition copies of the relevant By-Law immediately prior to and after the amendment or addition; and
- (c) In the case of a revocation a copy of the replacement By-Law, if there is one.

## **9. CODE OF ETHICS**

### **9.1. Purpose**

Subject to clause 9.2, Members agree to:

- (a) observe the Code of Ethics;
- (b) practise dentistry in a manner consistent with the Code of Ethics; and
- (c) treat other Members in a manner that is consistent with the Code of Ethics.

### **9.2. Constitution to Prevail**

To the extent of any inconsistency between the Code of Ethics and this Constitution, this Constitution prevails.

### **9.3. Notification to Members**

The Branch must provide a copy of the Code of Ethics to each Member to the Member's Contact Address:

- (a) with an application for membership;
- (b) promptly following a request from a Member; and
- (c) within one month after any amendment of the Code of Ethics.

## **10. PROCEDURES**

### **10.1. Amending Constitution**

This Constitution may be amended by a Special Resolution of voting Members.

### **10.2. Branch to have Common Seal**

The Branch must have a Common Seal, which may be affixed in accordance with clause 10.3 to a document to which the Branch intends to be legally bound.

### **10.3. Use of Common Seal**

The Common Seal:

- (a) must not be used without the express authorisation of a Council Resolution; and
- (b) when used, must be witnessed by:
  - (i) either the President or the Vice President; and
  - (ii) another Councillor.

#### **10.4. Dispute Resolution**

Any dispute arising between the Branch and a Member, or two or more Members in connection with the Branch or the Code of Ethics:

- (a) will be referred to the President; or
- (b) in the event that the President is a party to the dispute, then to the Vice President (or such other Councillor as determined by the Council) for mediation on such terms as Council determines.

#### **10.5. Notices to Branch**

Service of any Notice to be given by a Member to the Branch for the purposes of this Constitution must be in writing and may be effected by:

- (a) serving the Notice personally on the public officer or a member of the Council;
- (b) serving the Notice by email or facsimile or post on the public officer at the Branch's contact address; or
- (c) leaving the Notice at the Branch's contact address with any person apparently over the age of 18 years.

#### **10.6. Notices to Members**

Service of any Notice to be given to a Member by the Branch for the purposes of this Constitution must be in writing and may be effected by:

- (a) serving the Notice personally upon the Member;
- (b) serving the Notice by email or facsimile or post or electronic transmission on the Member at the Member's contact address; or
- (c) leaving the Notice at the Member's contact address with any person apparently over the age of 18 years.

#### **10.7. Effective on Receipt**

10.7.1 A Notice given in accordance with clauses 10.5 and 10.6 takes effect when taken to be received in accordance with clause 10.7.2.

10.7.2 A Notice given is taken to be received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post, on the second Business Day after the date of posting (or on the seventh Business Day after the date of posting if posted to or from a place outside Australia);
- (c) if sent by facsimile, when the sender's facsimile system generates a message confirming successful transmission of the entire Notice unless, within eight Business Hours after the transmission, the recipient informs the sender that the entire Notice has not been received; or

- (d) if sent via electronic transmission, upon the sender's computer recording that the message has been successfully transmitted.
- (e) If the delivery, receipt or transmission is not on a Business Day or is after 5.00 pm on a Business Day, the Notice is taken to be received at 9.00 am on the next Business Day.

## **11. STATUTORY COMPLIANCE**

### **11.1. No Profits to Members**

Subject to clause 7.1, the income and capital of the Branch must be applied exclusively to the promotion of the Objects in accordance with the Branch's powers (refer to clause 1.3) and no portion of either the Branch's income or capital can be paid or distributed directly or indirectly to Members or to any Member's associate.

### **11.2. Bona fide Remuneration and Reimbursement**

Clause 11.1 does not prevent the Branch either:

- (a) paying fair and reasonable remuneration to a Member for services properly rendered; or
- (b) reimbursing to a Member any expenses properly incurred on behalf of the Branch.

### **11.3. Winding up**

The Branch may be wound up in the manner provided for in the Act.

### **11.4. Application of Surplus Assets**

If following the winding up of the Branch, there remains "surplus assets" (as that expression is defined in the Act), such surplus assets must be distributed to either:

- (a) the National Association; or
- (b) if the National Association does not exist, then to any organisation which:
  - (i) has similar objects to the Objects of the Branch (refer to clause 1.2);
  - (ii) has a Constitution (or rules) which prohibit the distribution of its assets and income to its members; and
  - (iii) is approved for the purposes of this clause by an Ordinary Resolution.



## **BY-LAWS**

**AUSTRALIAN DENTAL ASSOCIATION  
SOUTH AUSTRALIAN BRANCH INC**



## **By-Law 1.1 – Branch Office**

**Purpose:** A By-Law to confirm:

- (a) the location of the Branch Office;
- (b) the Branch's Contact Address; and
- (c) Branch office hours.

**Applicable Reference:** Clause 1.4 of the Constitution

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### **Operative Provisions**

The Branch's Contact details are as follows:

Address: 62 King William Road, Goodwood SA 5034

Postal: PO Box 858, Unley SA 5061

Telephone: (08) 8272 8111

Facsimile: (08) 8272 4357

E-mail: [admin@adasa.asn.au](mailto:admin@adasa.asn.au)

## **By-Law 2.1 – Powers**

**Purpose:** A By-Law to confirm the Branch's powers.

**Applicable Reference:** Clause 1.3 of the Constitution

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### **Operative Provisions**

None of the powers conferred by section 25 of the Act are excluded and the Branch has no additional powers.

## By-Law 3.1 – Code of Ethics

**Purpose:** A By-Law to establish the Code of Ethics to which members are obliged to conform.

**Applicable Reference:** Clause 2.1 and 9. of the Constitution

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

#### CODE OF ETHICS

##### 1.0 OBLIGATIONS TOWARDS PATIENTS

The primary responsibility of dentists is the health, welfare and safety of their patients.

- 1.1 Except in emergencies, or where they would be failing in their duties on humanitarian grounds, dentists have a right to decline to treat a patient provided that the reason for refusal does not contravene any legislation or principle of law.
- 1.2 Dentists should perform treatment only within areas of their competence. If appropriate, referral for advice and/or treatment to other professional colleagues should be arranged.
- 1.3 Dentists must accept responsibility for all treatment undertaken by themselves and as permitted by law, by allied dental personnel acting under their supervision.
- 1.4 No service or treatment will be delegated to a person who is not qualified or is not permitted by the Laws of the Commonwealth, State or Territory to undertake that service or treatment.
- 1.5 Records that are comprehensive, accurate and respectful must be created and safeguarded for all patients.
- 1.6 Confidentiality and privacy with respect to both clinical and non-clinical information must be maintained except where the Laws of the Commonwealth, State or Territory dictate otherwise. It should be recognised that patients have the right to access their personal records and/or receive copies of them. Care should also be exercised to make certain that the issuing or transferring of personal records can only occur with the proper authority of the patient concerned and that the process of the transfer is undertaken securely and without disclosure of the content of the personal records. It is the obligation of dentists to ensure that allied dental personnel, contractors and other service providers under their supervision observe that same confidentiality.

- 1.7 Dentists should ensure that they provide patients with clear information about their dental condition and proposed treatment options so that patients are then able to make decisions that lead to informed consent for a particular option, without which it should not proceed.
- 1.8 Members must recognise that patients are entitled to consult any dentist and change their dentists at will, even during a course of treatment.

## **2.0 OBLIGATIONS TOWARDS EMPLOYEES**

- 2.1 Owners of dental practices must not aid, abet, counsel or induce an employee dentist or other health care worker to:
  - 2.1.1 provide treatment that might be knowingly or likely to be deleterious to a patient or:
  - 2.1.2 provide treatment that does not meet reasonable standards of professional competence or best practice as may prevail from time to time.

## **3.0 ATTITUDES TOWARDS COLLEAGUES**

Dentists should build their professional reputation on merit.

- 3.1 Dentists should be reasonably willing to assist their colleagues, including allied dental personnel, by the provision of professional services and in the furtherance of the principles set out in this Code of Ethics.
- 3.2 When a patient seeks advice from dentists other than their usual dentist:
  - 3.2.1 if the dentist is consulted in an emergency by the patient of another dentist, the consulted dentist should relieve any immediate problem and notify the patient's usual dentist of that treatment;
  - 3.2.2 if the patient is seeking an opinion about their oral condition, the dentist should endeavour not to say anything which calls into question the integrity of their usual dentist;
  - 3.2.3 if the patient is consulting a specialist dentist, the specialist should inform the usual dentist of the results of such consultation, including any diagnoses made, treatments, investigations or referrals recommended and of any treatments completed.
- 3.3 Dentists should make the results of personal research freely available and should be prepared to share any scientific, clinical or technical knowledge whilst being able to preserve whatever proprietary rights they hold in the personal research as Intellectual Property or otherwise.
- 3.4 Dentists should only delegate tasks to allied dental personnel who are legally authorised, formally educated, trained and competent to complete the task delegated.

## **4.0 THE PRACTICE OF THE PROFESSION**

- 4.1 Dentists should act at all times in a manner that will uphold and enhance the integrity, dignity and reputation of the profession.
- 4.2 Dentists should express opinions, make statements, quote fees or give evidence in an objective and truthful manner.
- 4.3 Dentists should maintain professional competence throughout their careers by active and continual advancement of their knowledge of scientific, clinical and technical developments.
- 4.4 Dentists must not advertise in a manner which is false or misleading, is harmful to the reputation of the profession, is inconsistent with reasonable standards of advertising of goods or services ordinarily undertaken by the profession as a whole or is in poor taste.
- 4.5 Dentists must be familiar with and comply without exception with all relevant legislation, regulations, codes and guidelines governing dentistry including but not limited to the Dental Code of Conduct for Health Practitioners published by the Dental Board of Australia as may be varied from time to time.

## By-Law 4.2 – Categories of Membership

**Purpose:** A By-Law to confirm the categories of membership available to Members of the Branch and the Criteria for such categories.

**Applicable Reference:** Clause 3.1 of the Constitution.

**Passed by:**  Council Resolution on the 19<sup>th</sup> day of September 2022  
 Council Resolution on the 25<sup>th</sup> day of October 2021  
 Council Resolution on the 24<sup>th</sup> day of April 2020  
 Council Resolution on the 16<sup>th</sup> day of April 2020  
 Council Resolution on the 23<sup>rd</sup> day of June 2015  
 Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

There will be the following categories of Branch Membership:

Voting membership categories:

- (1) Active (Full) Member
- (2) Concessional Member
- (3) Life Member
- (4) Leave of Absence Member

Non-Voting membership categories:

- (5) Student Member
- (6) Honorary Member
- (7) Associate Member

The Branch may issue a Certificate of Membership to Voting Members. This Certificate shall remain the property of the Branch and shall be forfeited at the Branches discretion upon cessation of Membership.

### DEFINITIONS

- (1) Full Member - A person who, being registered as a Dentist in Australia, is admitted in accordance with the Constitution and By-Laws
- (2) Concessional Member- These are the following categories of concessional membership:

- (a) A dentist eligible for registration within Australia, who has bona fide retired from the active practice of dentistry;
  - (b) A member who has attained the age of 70 years and has been an Voting Member for not less than 30 years;
  - (c) A dentist who is a full-time graduate or undergraduate student proceeding to a formal degree or qualification related to dentistry and who is also engaged in paid dental employment exceeding 385 hours per subscription year. This form of concessional membership will be limited to a period not exceeding three years;
  - (d) A member who works less than 770 hours per subscription year whether the reckoning of hours includes any and all paid duties undertaken by the member where being a registered dentist is a requisite for those duties.;
  - (e) A dentist joining the Association within six months of successful primary degree completion.
    - at no subscription until the commencement of the first complete subscription year;
    - at reduced subscription rates for the ensuing two membership years.
  - (f) A dentist who, is unemployed as a dentist for more than two months and is actively seeking employment as a dentist in Australia.
- (3) Student Member - this form of membership is available to:
- (a) A dental student in a dentistry course conducted in any university in Australia.
  - (b) A dental student in the last year of a dentistry course conducted in any university in Australia.
  - (c) A candidate actively participating in the Australian Dental Council examination programme provided always that the candidate is resident in Australia and has passed the Part A Assessment. This form of concessional membership will be limited to a period not exceeding four years.
  - (d) A dentist who is a full-time graduate or undergraduate student proceeding to a formal higher degree or qualification related to dentistry and who is not engaged in paid dental employment exceeding 385 hours per subscription year.
- (4) Life Member – A member or former member of the Branch who, having rendered longstanding and meritorious service to the Branch or the Association or to the art and science of dentistry, is admitted as a Life Member in accordance with the Constitution and By-Laws.
- (5) Honorary Member – a person other than a Dentist who has rendered distinguished service to dentistry and is admitted as an Honorary Member in accordance with the Constitution and By-Laws.

- (6) Leave of Absence - A member who intends to or has left Australia or has taken maternity or paternity leave and is not working at all or is unable to work because of illness and has been granted leave of absence (for a period not exceeding two years).
- (7) Associate Member - In accordance with Clause 8 of the Constitution, this form of membership will be available to:
- (a) Overseas registered dentists who have:
- their principal practice location outside of Australia;
  - provided a certificate of good standing as a dentist from the appropriate regulatory authority for dentists in the country of their principal practice location; and
  - provided evidence they are a member of a recognised national dental association in the country in which their principal practice location is sited.
- (b) Overseas final year dentist students who have:
- provided evidence of attending an approved course of study in an overseas course leading to the attainment of the qualification of dentist;
  - provided a certificate of good standing as a student by the institution at which the student is completing their dentist training; and
  - provided evidence from an appropriate regulatory authority that the course being undertaken is one approved by that Authority as one leading to a dentist qualification.

## By-Law 5.1 – Application for Membership

**Purpose:** A By-Law to describe the procedure for applying for Branch Membership

**Applicable Reference:** Clause 3.5 of the Constitution.

**Passed by:**  Council Resolution on the 28<sup>th</sup> day of October 2019

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

Application forms for membership are available on the Branch website or can be obtained from the ADASA Branch office.

Address: Unit 2, 62 King William Road, Goodwood SA 5034

Postal: PO Box 858, Unley SA 5061

Telephone: (08) 8272 8111

Email: [admin@adasa.asn.au](mailto:admin@adasa.asn.au)

Website: [www.adasa.asn.au](http://www.adasa.asn.au)

## **By-Law 6.1 – Subscription Fees**

**Purpose:** A By-Law to describe the Subscription Fees applicable when applying for membership of the Branch; and to retain annual membership of the Branch.

**Applicable Reference:** Clause 3.5(d) of the Constitution.

**Passed by:**  Council Resolution on the 28<sup>th</sup> day of October 2019  
 Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### **Operative Provisions**

Current Subscription Fees are available on the Branch website or can be obtained from the ADASA Branch office.

**Address:** Unit 2, 62 King William Road, Goodwood SA 5034

**Postal:** PO Box 858, Unley SA 5061

**Telephone:** (08) 8272 8111

**Email:** [admin@adasa.asn.au](mailto:admin@adasa.asn.au)

**Website:** [www.adasa.asn.au](http://www.adasa.asn.au)

## **By-Law 7.1 – Special Levies**

**Purpose:** A By-Law to confirm the maximum value of Special Levies payable to the Branch by Members.

**Applicable Reference:** Clause 7.3 of the Constitution

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### **Operative Provisions**

The maximum amount payable by a Member as a Special Levy in any 12 month period will not exceed an amount equivalent to 50% of that Member's annual Subscription Fee.

## By-Law 8.1 – Register of Members

**Purpose:** A By-Law to confirm the details to be kept by the Branch in respect of each Member on the Register of Members.

**Applicable Reference:** Clause 3.9 of the Constitution.

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

In addition to the information set out in clause 3.10 of the Constitution, the Register of Members will include the following:

- (a) The member's current membership status, including the member's category of membership, and whether the member is a voting member or a non-voting member.
- (b) (to the extent that each is relevant to a member) the dates on which the member:
  - (i) was admitted to membership of the Branch;
  - (ii) met the criteria required to attain membership for a particular category of membership; and
  - (iii) ceased to meet the criteria required to attain membership for a particular category of membership; and
  - (iv) ceased to be a member.

## By-Law 9.6 – Standing Committees

- Purpose:** A By-Law to:
- (a) identify the Standing Committees of the Branch;
  - (b) confirm each Standing Committee's functions; and
  - (c) confirm in respect of each Standing Committee, the content and form of its reports to Council.

**Applicable Reference:** Clause 4.2 and Clauses 6.1 and 6.2 of the Constitution.

<b>Passed by:</b>	<input checked="" type="checkbox"/>	Council Resolution on the 11 <sup>th</sup>	day of September	2023
	<input checked="" type="checkbox"/>	Council Resolution on the 19 <sup>th</sup>	day of September	2022
	<input checked="" type="checkbox"/>	Council Resolution on the 25 <sup>th</sup>	day of October	2021
	<input checked="" type="checkbox"/>	Council Resolution on the 10 <sup>th</sup>	day of May	2021
	<input checked="" type="checkbox"/>	Council Resolution on the 14 <sup>th</sup>	day of September	2020
	<input checked="" type="checkbox"/>	Council Resolution on the 22 <sup>nd</sup>	day of June	2020
	<input checked="" type="checkbox"/>	Council Resolution on the 3 <sup>rd</sup>	day of February	2020
	<input checked="" type="checkbox"/>	Council Resolution on the 28 <sup>th</sup>	day of October	2019
	<input checked="" type="checkbox"/>	Council Resolution on the 19 <sup>th</sup>	day of March	2018
	<input checked="" type="checkbox"/>	Council Resolution on the 18 <sup>th</sup>	day of January	2016
	<input checked="" type="checkbox"/>	Council Resolution on the 19 <sup>th</sup>	day of October	2015
	<input checked="" type="checkbox"/>	Council Resolution on the 28 <sup>th</sup>	day of September	2015
	<input checked="" type="checkbox"/>	Council Resolution on the 15 <sup>th</sup>	day of June	2015
	<input checked="" type="checkbox"/>	Council Resolution on the 20 <sup>th</sup>	day of October	2014
	<input checked="" type="checkbox"/>	Ordinary Resolution on the 29 <sup>th</sup>	day of August	2014

### Operative Provisions

The Branch will have the following Standing Committees:

- Finance, Audit, Risk and Investment Committee
- Aboriginal and Torres Strait Islander Inclusion Committee
- Environmental and Sustainability Committee
- Practice Support Committee
- Recent Graduates Committee
- Awards Committee
- Constitution Committee
- Nomination Committee
- Communications Committee

The terms of reference of these committees are as follows:

## **TERMS OF REFERENCE FINANCE, AUDIT, RISK AND INVESTMENT COMMITTEE**

### **1. Establishment**

The Finance, Audit, Risk and Investment Committee (the ‘Committee’) is established by Council and its Terms of Reference require the approval of Council.

### **2. Objectives and Responsibilities**

The objective of the Committee is to assist Council in carrying out its duties in the areas of financial management, investment, risk management and legal compliance.

It is acknowledged that the day-to-day responsibility of all elements of the financial management rests with the Chief Executive Officer.

The responsibilities of the Committee include the following:

#### Finance

- Oversight of the maintenance of the accounts and other financial records of the ADASA
- Assessment of the financial management of the ADASA
- Review the annual financial statements prior to presentation to Council
- Review interim financial information from time to time
- Review of ADASA accounting policies
- Oversight of compliance with financial statutory obligations

#### Audit

- Development and review of the internal audit process
- Review the appointment of the external auditors and their fees
- Review the annual audit plan through liaising with the external auditors
- Review the audit findings
- Ensure internal and external audit recommendations are addressed

#### Risk

- Make recommendations to Council with respect to the risk appetite of the ADASA
- Monitoring and periodical assessment of the level of corporate risk of the ADASA
- Ensuring that internal controls for workplace health and safety and financial misstatement have been instituted and are regularly monitored and assessed
- Supervision and management of special investigations if so directed by Council

#### Investment

The Committee’s primary responsibilities with respect to investment include the following:

- At the direction and approval of Council, engage an external organisation to monitor and provide advice on ADASA’s Investment portfolio
- Oversight of the management of those funds surplus to the day-to-day cash flow requirements of the ADASA
- Ensure sufficient liquidity to meet liabilities as they fall due
- Pursue maximum rates of return subject to acceptable risk parameters and achievable diversification

- Aim for a net (after related costs) rate of return of at least 3 per cent per annum above CPI over a rolling 5-year period which includes a realistic expectation that there may be periods where the portfolio has negative short-term returns in order to achieve the rate of return objective
- Amend specific investment objectives in accordance with the ADASA's changing requirements over time

In addition, the Committee will examine any other matters referred to it by Council.

### **3. Membership**

The Committee will have a minimum of four members, at least one of whom will be a non-voting nominee representing the ADASA external accountants.

The remaining three members are the only voting members and must be members of the Branch who will be appointed annually by Council.

Of these three:

- one must be the Treasurer who will be the Committee Chair;
- one must be a second Councillor; and
- one is to be a member who has been an ADASA Councillor, but is not currently a Councillor.

The Committee may also invite the following as non-voting participants at any meeting of the Committee:

- the ADASA Chief Executive Officer and its internal accountant;
- the external auditor; and
- any other person it considers necessary to provide appropriate information and advice.

In the event that persons giving advice to the Committee in relation to specific accounting or specific investment matters are representatives of the same organisation, they will not normally be invited to attend a meeting of the Committee at the same time.

### **4. Meetings**

The Committee will meet at least four times a year having regard to ADASA's reporting and audit cycle. Any member of Council, the Chief Executive Officer, or the external auditors may request a meeting at any other time.

Reasonable notice of meetings and the business to be conducted will be given to the members of the committee, all other members of Council, the Chief Executive Officer, and the external auditors.

Minutes of all meetings will be kept and will be distributed to members of the committee within two weeks of the meeting.

### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed by Council in consultation with the Chief Executive Officer and with any other person Council considers appropriate.

## **6. Reporting Procedures**

The Chief Executive Officer is responsible for drawing to the Committee's immediate attention any material matter that relates to the financial condition of ADASA or any other matters exceeding the ADASA's risk profile, any material breakdown in internal controls, and any material event of fraud or malpractice.

After each committee meeting the Chair will report the committee's findings and recommendations to Council.

Copies of Committee's minutes will be made available to members of Council, to the Chief Executive Officer, to the external auditors and to such other persons as Council directs. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

The Chair will present an annual report to council summarising the committee's activities during the year and any related significant results and findings.

## **7. Authority**

The Committee is authorised by Council to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any lawful request made by the Committee.

Subject to the approval of Council for any expenditure incurred, the Committee is authorised to obtain external legal or other independent professional advice and to arrange for the attendance at meetings of outside parties with relevant experience and expertise if it considers this necessary.

## **TERMS OF REFERENCE AWARDS COMMITTEE**

### **1. Establishment**

The Awards Committee ('Committee') is established by Council and its Terms of Reference require Council's approval.

### **2. Objectives and Responsibilities**

The Committee's role is to make recommendations to Council of suitable persons for Life Membership, Distinguished Service Award and such other Awards as may be considered appropriate.

Any person may be proposed to the Committee for a suitable Award by any Voting Member. Any such proposal must be treated in the strictest confidence and under no circumstances should the proposed person be aware of such proposal.

### **3. Membership**

The Committee consists of five Members, one of whom must be the Chief Executive Officer.

The remaining four must be members of the Branch who are appointed every two years by Council.

Of these four:

- one must be a member with between 10 to 25 cumulative years of ADASA membership;
- one must be a member of 25 cumulative years of ADASA membership;
- one must be a current ADASA Councillor; and
- the remaining member will be the Chair, appointed by Council, who must be a member with at least 15 cumulative years of ADASA membership.

### **4. Meetings**

The Committee will meet at least annually, in the first half of the year. Minutes of all meetings will be kept.

### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed by Council, the Chief Executive Officer and any other person Council considers appropriate.

### **6. Reporting Procedures**

Copies of the Committee's minutes will be made available to all Council members. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

Recommendations must be presented to Council.

## **7. Criteria for Awards**

To be eligible for Life Membership a member or former member of the Branch must have given longstanding and meritorious service to the Branch or the Association or to the art and science of dentistry.

To be eligible for the Distinguished Service Award a member or former member of the Branch must have given distinguished service to the dental profession or to the art and science of dentistry.

To be eligible for the Award of Merit a member or former member of the Branch must have provided significant service to the Branch or to the art and science of dentistry.

To be eligible for the Honorary Member Award – a person other than a Dentist who has rendered distinguished service to dentistry.

## **TERMS OF REFERENCE**

### **ABORIGINAL AND TORRES STRAIT ISLANDER INCLUSION COMMITTEE**

#### **1. Establishment**

The Aboriginal and Torres Strait Islander Inclusion Committee ('Committee') is established by Council and its Terms of Reference require Council approval.

#### **2. Objectives and Responsibilities**

The objectives and responsibilities of the Committee are to assist Council by providing information and advice on Aboriginal and Torres Strait Islander matters pertaining to the practice of Dentistry from both a practitioner and patient perspective. These objectives are, but are not limited to:

- The promotion of professional and vocational pathways for indigenous students in the oral health industry
- Networking and collaboration across practical resources for Aboriginal and Torres Strait Islander oral health practitioners and students to access
- Research and development of cultural competency education modules for the Membership and their Teams.
- The collation and promotion of resources which enable Members to provide a culturally safe environment for care provision to Aboriginal and Torres Strait Islander people.

#### **3. Membership**

The Committee consists of no fewer than five (5) members with a maximum of nine (9) members appointed by Council, one of whom should be a representative of the Adelaide Dental School teaching faculty and one a representative of Council.

#### **4. Meetings**

The Committee will meet at least two (2) times a year (February to December). Reasonable notice of meetings and the business to be conducted will be given to the members of the Committee. Minutes of all meetings will be kept.

#### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities.

#### **6. Reporting Procedures**

Copies of the Committee's minutes will be made available to Council. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## **TERMS OF REFERENCE CONSTITUTION COMMITTEE**

### **1. Establishment**

The Constitution Committee ('Committee') is established by Council and its terms of reference require Council's approval.

### **2. Objectives and Responsibilities**

- a) The objective of the Committee is to provide Council with advice about the necessity for changes to the Constitution and By-Laws and the form those changes should take.
- b) Submit a draft of any proposed changes to the Constitution and By-Laws to Council for discussion.
- c) To prepare all notices of motion in regard to any prepared amendments.
- d) To draw the attention of Council or the Chief Executive Officer to any procedure in the conduct of the Branch which is not in accordance with the Constitution and By-Laws.
- e) To carry out such other functions as may be referred to it by Council or the Chief Executive Officer.

### **3. Membership**

The Committee will have up to six members, appointed by Council.

### **4. Meetings**

The Committee will meet at least once a year. Reasonable notice of meetings and the business to be conducted will be given to the members of the Committee.

Minutes of all meetings will be kept.

### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities.

### **6. Reporting Procedures**

Copies of the Committee's minutes will be made available to all Council members. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## **TERMS OF REFERENCE**

### **ENVIRONMENTAL AND SUSTAINABILITY COMMITTEE**

#### **1. Establishment**

The Environmental and Sustainability Committee ('Committee') is established by Council and its Terms of Reference require Council approval.

#### **2. Objectives and Responsibilities**

The objectives and responsibilities of the Committee are to assist Council by providing information and advice on environmental and sustainability matters pertaining to the practice of Dentistry. These objectives are, but are not limited to:

- The preparation and/or review of environmental and sustainability strategies and policies
- The coordination, liaison and communication with Council and ADASA administration on all environmental and sustainability matters
- The consideration and recommendation of options for future strategic work that will enhance and improve organisational and professional environmental sustainability
- The provision of information to Council for the ADASA website and other publications

#### **3. Membership**

The Committee consists of no fewer than five (5) members with a maximum of nine (9) members appointed by Council, one of whom must be the Chief Executive Officer and, one must be a current ADASA Councillor.

#### **4. Meetings**

The Committee will meet at least three (3) times a year (February to December). Reasonable notice of meetings and the business to be conducted will be given to the members of the Committee. Minutes of all meetings will be kept.

#### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities.

#### **6. Reporting Procedures**

Copies of the Committee's minutes will be made available to Council. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## **TERMS OF REFERENCE NOMINATION COMMITTEE**

### **1. Establishment**

The Nomination Committee ('Committee') is established by Council and its Terms of Reference require Council approval.

### **2. Roles and Responsibilities**

The role of the Committee is to assist and advise Council in fulfilling its responsibilities to the ADASA members with respect to:

- matters relating to the Council's composition and structure
- matters relating to the selection and performance of the Chief Executive Officer (CEO)
- matters relating to the selection, remuneration, and performance of the Community Relations Officer/s
- other matters as required

In discharging their responsibilities, the Committee members have a duty to act in the best interests of the Branch and its members, irrespective of personal, professional, commercial, or other interests, loyalties or affiliations.

### **3. Objectives**

The Committees objectives include but are not limited to:

#### **Council objectives**

- provide assurance that Council has the appropriate composition, size and commitment to discharge its responsibilities and duties
- conduct searches for new council members and recommending preferred candidates to Council
- recommending remuneration of the CEO
- assessing the extent to which the necessary and desirable competencies are represented on Council
- ensuring Council succession plans are in place to maintain the required mix of skills and experience
- continually monitor council membership and structure to ensure that there is appropriate representation on council from across the membership
- developing a process for evaluating council performance
- assess and advise Council regarding the Presidential honorarium

#### **Chief Executive Officer (CEO) objectives**

- conducting searches for the CEO and recommending preferred candidates to Council
- evaluating the CEO's performance against established and agreed key performance indicators (KPIs)
- ensure that succession plans are considered and in place

**4. Membership**

The Committee will consist of no fewer than three (3) with a maximum of five (5) members, appointed by Council. At least one member will be a non-Council member of the Branch who has been a member of Council.

**5. Meetings**

The Committee will meet at the direction of Council and as required. The notice of meetings and agenda will include relevant supporting papers. The Committee may invite other people to attend as it sees fit and consult with other people or seek any information that will help it to fulfil its responsibilities. The CEO may only attend a meeting of the Nomination Committee at the invitation of the Chair of the Committee. Minutes of all meetings will be kept and be distributed to the members of the Committee

**6. Review of the Committee**

The Committee will periodically undertake a review of its objectives and responsibilities. Such objectives and responsibilities will also be reviewed by Council and any other person Council considers appropriate.

**7. Reporting Procedures**

Copies of the Committee's minutes will be made available to all Council members. All matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## **TERMS OF REFERENCE PRACTICE SUPPORT COMMITTEE**

### **1. Establishment**

The Practice Support Committee ('Committee') is established by Council and its terms of reference require Council's approval.

### **2. Objectives and Responsibilities**

The objective of the Committee is to prepare information – clinical or administrative - that will assist ADASA members in the practice of dentistry, and make recommendations to Council for the dissemination of such information to members.

The Committee will provide general advice on matters relating to dental practice, clinical and administrative and may raise matters for considerations by Council and/or Members.

The range of topics will include, but is not limited to:

- State and Federal legislative changes
- AHPRA and the Dental Board of Australia
- Third party influences on dentistry
- Continuing professional development
- Practice Management
- Clinical issues
- Policy maintenance

### **3. Membership**

The Committee will have up to eight members, appointed by Council.

### **4. Meetings**

The Committee will meet at least two times a year. Reasonable notice of meetings and the business to be conducted will be given to the members of the committee.

Minutes of all meetings will be kept.

### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities.

### **6. Reporting Procedures**

Copies of the Committee's minutes will be made available to all Council members. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## **TERMS OF REFERENCE COMMUNICATIONS COMMITTEE**

### **1. Establishment**

The Communications Committee ('Committee') is established by Council and its terms of reference require Council's approval.

### **2. Objectives and Responsibilities**

The objectives of the Committee include:

- External Branch Communications: to provide a constant and regular source of Oral Health Education throughout the year to establish and maintain our position in the public arena as the first point of contact and authority on dental matters in this state of South Australia.

-Internal Branch Communications: to provide advice and feedback to the Branch Team on effective internal communications with the member across the various membership categories and demographics.

The Committee will assess both public attitudes and gauge member feedback, to identify the policies and procedures of the Association with the relevant interest, and plan and execute a program of action to earn public and member understanding for all matters relating to oral health and dentistry.

The Committee with the Branch Team will liaise with the Federal ADA Oral Health Promoter to ensure a timely and collaborative approach to our public Oral Health campaigns.

### **3. Membership**

The Committee will have up to eight members, appointed by Council.

### **4. Meetings**

The Committee will meet at least five times a year. Reasonable notice of meetings and the business to be conducted will be given to the members of the Committee. Minutes of all meetings will be kept.

### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities.

### **6. Reporting Procedures**

Copies of the Committee's minutes will be made available to all Council members. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## **TERMS OF REFERENCE RECENT GRADUATES COMMITTEE**

### **1. Establishment**

The Recent Graduates Committee ('Committee') is appointed by the ADASA Council. The Committee will be providing reports together with any recommendations to Council. Council will also refer items to the committee.

### **2. Objectives and Responsibilities**

The Committee encourages the transition from student to a professional member of the dental community.

The Committee's main goals are:

- To introduce new graduates to ADASA and ADA Inc;
- To provide a framework for formal and informal interaction between students, graduates and the wider dental community;
- To act as a liaison with the Adelaide University Dental Students Society.

### **3. Membership**

The Committee consists of no fewer than five members with a maximum of nine members who are within 10 years of qualification, plus a member of Council who may have been qualified more than 10 years.

In addition, two ADASA Student Members may be invited to attend meetings on a non-voting basis.

### **4. Meetings**

The Committee will meet at least five times a year (February to December). Reasonable notice of meetings and the business to be conducted will be given to the members of the Committee. Minutes of all meetings will be kept.

### **5. Review of the Committee**

The Committee will undertake an annual review of its objectives and responsibilities.

### **6. Reporting Procedures**

Copies of the committee's minutes will be made available to Council. Any matters requiring a decision or authorisation by Council will be placed on the Council agenda.

## By-Law 10.1 – Disciplinary Procedures

**Purpose:** A By-Law to confirm the Disciplinary Procedures which are to apply upon an allegation being reported to the Branch in relation to alleged professional or ethical breaches by Members, including alleged breaches of the Code of Ethics.

**Applicable Reference:** Clause 3.7 of the Constitution

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

1. Upon receipt of a recommendation from a Committee appointed by Council to consider disciplinary matters, Council will consider that recommendation at a meeting held as soon thereafter as is reasonably practicable.
2. Where a meeting of the Council is convened under the By-law, the member who is the subject of the recommendation must be told that the meeting is to be held and given the opportunity to make verbal or written submissions to it (or, if the member wishes, both verbal and written submissions).
3. After considering the recommendation of the Committee, and having considered all written or verbal submissions, the Council will by resolution determine whether to adopt that recommendation or to take such action as the Council deems fit and the Council will exercise its powers in accordance with that decision.
4. The Council will convey its determination, in writing, to both the member concerned and the Committee which made the recommendation within 7 days.

## By-Law 11.1 – Maximum Number of Councillors

**Purpose:** A By-Law to specify the maximum number of Councillors.

**Applicable Reference:** Clause 4.1 of the Constitution

**Passed by:**  Council Resolution on the 3<sup>rd</sup> day of August 2020

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

There will be a maximum of 13 Councillors, including the President, the Vice President, and the Treasurer. In the unlikely event that a President is appointed without being elected as Councillor, the President will take the position of a 14<sup>th</sup> Councillor.

## By-Law 12.1 – Councillor Tenure Restrictions

**Purpose:** A By-Law to restrict Councillors' maximum tenure.

**Applicable Reference:** Clause 4.5 of the Constitution

**Passed by:**  Council Resolution on the 3<sup>rd</sup> day of August 2020  
 Council Resolution on the 19<sup>th</sup> day of March 2018  
 Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

1. A Voting Member who holds, or has held, the office of President will only be eligible to nominate for one additional one-year term, either as an additional year immediately after the current term, or at any other time.
2. There are no tenure restrictions for any other Council positions.
3. A Councillor will cease to hold his or her position on Council if the Councillor fails to attend:
  - (a) three consecutive meetings of the Council; or
  - (b) more than 50 percent of the Council's meetings in any 12-month period, without approval by a Council Resolution (whether made prior to, during or after such absences).

## By-Law 13.1 – Federal Councillors

**Purpose:** A By-Law to specify the procedure in nominating Federal Councillors.

**Applicable Reference:** Clause 4.8 of the Constitution

**Passed by:**  Council Resolution on the 19<sup>th</sup> day of March 2018

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

In each even-numbered year ADASA Council will elect two Branch members (or such other number as may be required by the Constitution of the Federal Association) as Federal Councillors, with the ballot to be declared at the June ADASA Council meeting.

If a casual vacancy for a Federal Councillor occurs, ADASA Council will appoint a replacement for the remainder of the term.

If a Federal Councillor is unable to attend any meeting of Federal Council ADASA may appoint one of its members as an alternate Federal Councillor.

### Procedural

If more than two nominations are received, the positions of Federal Councillor will be determined by a secret vote of the Branch Council. A current Branch Councillor is eligible to vote if they are also a nominee for the position of a Federal Councillor.

In the event of a tied ballot a second ballot will be required between the tied nominees. The President may have a vote in both ballots but will also have a casting vote in the second ballot if required.

## By-Law 14.1 – Annual General Meetings

- Purpose:** A By-Law to confirm:
- (a) the time at which Annual General Meetings will be convened; and
  - (b) the procedures for nominating and electing Councillors or appointing Councillors by declaration.

**Applicable Reference:** Clause 5.1 of the Constitution

- Passed by:**
- Council Resolution on the 19<sup>th</sup> day of September 2022
  - Council Resolution on the 3<sup>rd</sup> day of August 2020
  - Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

Unless otherwise resolved by a Council Resolution made before 1 October in any calendar year, Annual General Meetings of the Branch will be convened in November of that calendar year on a date to be decided by Council.

### Nominations for President and Councillors

Nominations for President and Councillors must be made on the Nomination Form (see Schedule 1). Nominations must be made by two Voting Members with the written consent of the nominees. The Nomination Form will be enclosed with a regular edition of the Branch magazine sent to members at least thirty business days before the date of the meeting. Nominations will close at 5.00 p.m. on a date, specified on the Nomination Form, which falls at least ten business days before the date of the meeting.

If a vote is required, at all elections the Chief Executive Officer is the Returning Officer. To assist the Returning Officer, scrutineers will be appointed by the Council in such number as Council may determine.

All questions of validity of nominations are decided by the Council.

The Returning Officer will enter the name of each nominee with the names of the proposer and seconder in a "Nomination Book". The book will be open to inspection by any member of the Branch at the office at all reasonable times. At all elections, only the votes of financial Voting Members are valid.

### Electronic Voting

If a vote is required for President or Councillor positions, at least ten business days before the date of the Annual General Meeting, the Returning Officer will provide information to Voting Members about how to vote electronically using an online voting system.

The order of the names of candidates in the online voting system will be chosen by lot conducted by the Returning Officer in the presence of a witness.

The Member will vote by checking the boxes next to their preferred 13 Councillor candidates, and further, next to the box for their preferred candidate for the position of President if required.

Electronic voting will close two business days before the day of the Annual General Meeting and members will be advised of the outcome at the Annual General Meeting.

If an appropriate online voting system cannot be used, members will be required to vote by post.

### **Postal Voting**

The Returning Officer will post to each Voting Member two envelopes, **one addressed to the Returning Officer at ADASA, and the other marked "Ballot Paper"**. The latter will enclose the voting paper with the names of the candidates printed thereon and clearly indicating the rules for voting. The order of the names of candidates on each ballot paper will be chosen by lot conducted by the Returning Officer in the presence of a witness.

The Member will vote by checking the boxes next to their preferred 13 candidates, and further, next to the box for their preferred candidate for the position of President if required.

The voting papers will be enclosed in the envelope marked "Ballot Paper" which must be sealed and enclosed in the envelope addressed to the Returning Officer. The name of the member voting and his or her signature must be written inside the flap of the last-mentioned envelope which must also be sealed.

Ballot papers must be returned to the office of the Branch by 5.00 pm at least two business days before the Annual General Meeting. Members will be advised of the outcome of the Ballot at the Annual General Meeting.

### **Procedural**

Any retiring Councillor or a member of a Committee is eligible for re-election without formal nomination if he or she notifies the Chief Executive Officer in writing, at any time prior to the deadline for nomination that he or she is willing to stand.

The Returning Officer will place the result of the ballot in a sealed envelope and hand it to the Chairperson of the Annual General Meeting before the commencement of the meeting.

The Chairperson has a casting vote in case of equality of votes.

The Returning Officer will have a casting vote where scrutineers are equally divided on questions relating to technical matters.

The Returning Officer will make available to a candidate on request the number of votes

he or she received together with the number of votes polled by each other candidate where applicable.

#### Declaration

Where there is only one candidate for the position of President, that candidate will be appointed as President by declaration by the Chairperson at the Annual General Meeting.

Where there are no more than 13 nominations for the positions as Councillors, those nominees will be appointed as Councillors by declaration by the Chairperson at the Annual General Meeting.

## By-Law 15.1 – Meetings of Members

**Purpose:** A By-Law to confirm the time at which meetings of Members, other than the Annual General Meeting, will be convened.

**Applicable Reference:** Clause 5.2 of the Constitution

**Passed by:**  Council Resolution on the 19<sup>th</sup> day of September 2022

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

1. By a Council Resolution, the Branch may convene a meeting of Members, other than the AGM.
2. The Branch will convene a meeting of Members within 21 business days after the Branch's receipt of a meeting requisition, which must:
  - (a) specify with reasonable particularity (in 300 words or less) the business that is proposed to be the subject of discussion at such meeting;
  - (b) include the wording of any motion that is proposed to be put to the Members at such a meeting; and
  - (c) be signed by no less than 15 Voting Members.

## By-Law 16.1 – Notice of Meetings

**Purpose:** A By-Law to confirm the information to be provided by the Branch to Members with respect to meetings of Members.

**Applicable Reference:** Clause 5.3 of the Constitution

**Passed by:**  Council Resolution on the 3<sup>rd</sup> day of August 2020

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

Unless otherwise resolved by Council, the Branch must include with each notice of a meeting of Members:

1. The time, date and venue of the meeting;
2. A Proxy Form to enable any Member to appoint a Voting Member to act as proxy;
3. The meeting agenda;
4. If the meeting is the Annual General Meeting, the nominations for President and other Councillors (including in respect of each nominee a brief biography);
5. The wording of any motion that is proposed to be put to the Members at the meeting; and
6. Such supporting documentation as may reasonably be expected to enable Members to properly consider:
  - (a) the business that is proposed to be the subject of discussion at the meeting; and
  - (b) any motion that is proposed to be put to the Members.

## By-Law 17.1 – Procedures at Meetings

**Purpose:** A By-Law to confirm the procedures to be adopted in respect of meetings of Members.

**Applicable Reference:** Clause 5.4 of the Constitution

**Passed by:**  Council Resolution on the 19<sup>th</sup> day of September 2022

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

Unless otherwise resolved by a Council Resolution in respect of any proposed meeting of Members, the following procedures will be adopted at each meeting of Members:

- The quorum for a Council Meeting will be six members.
- The quorum for the Annual General Meeting or any meeting described in By-law 15.1 will be twenty Voting Members.
- The quorum for any Committee will be one-half of the members of the Committee, rounded up where appropriate.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members will be dissolved. In any other case it will stand adjourned to the same day in the next week and at the same time and place or to such other day time and place as the Chairperson may by notice to the members appoint. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting it will be dissolved.

Except where otherwise provided in these by-laws all matters will be decided on a show of hands unless (whether before the taking of the vote or on the declaration of the result of the show of hands) at least two members present call for a secret ballot.

If a secret ballot is demanded it will be taken in such manner as the Chairperson directs and the result of the secret ballot will be deemed to be the resolution of the meeting at which the secret ballot was demanded.

A resolution to which all members of the Council signify in writing their approval will be deemed to be a valid resolution of the Council notwithstanding that a formal meeting of the Council as the case may be has not been held.

Except where otherwise provided in these by-laws all debates will be regulated by the Chairperson according to rules for meetings of Societies as defined by the latest edition of "The Law and Procedure at Meetings" by P.E. Joske; provided however that no resolution to suspend or vary any standing order will be deemed to have been carried unless carried by a three-fourths majority of those present and voting at the meeting.

The consent of the Chairperson must be obtained before introducing a visitor at any

meeting.

The minutes of all meetings of the Branch will be read and confirmed at the next meeting of the Branch, and the Minutes of each Annual General Meeting will be read at each succeeding Annual General Meeting for the information of members there present unless in each case the Minutes are available in written form to each Member present and the Members present resolved to dispense with the reading of the Minutes.

The Branch, Council and Committees are not obliged solely to convene meetings in person but may also meet together by any form of electronic communication for the dispatch of notified business, and may adjourn and otherwise regulate business as it thinks fit.

The Council and Committees may at any time institute a ballot to be conducted by post or electronic communication with such members as who are permitted to vote on any motion which has been discussed by these bodies and may set a date for the return of votes.

Business transacted electronically in accordance with the by-laws will be recorded and is as valid as if recorded at a meeting of the Branch, Council or a Committee attended in person by its members.

## By-Law 18.1 – Conflict of Interest

**Purpose:** A By-Law to establish a policy about Conflicts of Interest

**Applicable Reference:** Clause 5.5 of the Constitution

**Passed by:**  Council Resolution on the 19<sup>th</sup> day of September 2022

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

A member who has a material interest: pecuniary, functional, representational, legal, statutory or otherwise; or potentially has such interest in any contract, arrangement or initiative under consideration at any meeting must declare such interest to the meeting and must not participate in discussion or vote in respect of the matter.

## By-Law 19.1 – Voting at Meetings

**Purpose:** A By-Law to confirm the voting procedures to be adopted in respect of meetings of Members.

**Applicable Reference:** Clause 2.1, 5.6 of the Constitution

**Passed by:**  Council Resolution on the 19<sup>th</sup> day of September 2022

Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

Unless otherwise resolved by a Council Resolution in respect of any proposed meeting of Members, the following procedures will be adopted for the purposes of voting at each meeting of Members:

1. Only Voting Members are entitled to cast a vote.

## By-Law 20.1 – Proxy Form

**Purpose:** A By-Law to confirm the form of Proxy Form to be used by Members to appoint a proxy at meetings of Members.

**Applicable Reference:** Clause 5.7 of the Constitution.

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

Proxies must be in the form as seen in Schedule 2.

## By-Law 21.1 – Presidential Allowance

**Purpose:** A By-Law to confirm the allowance to be paid each year to the president of the Branch:

**Applicable Reference:** Refer to Clause 2.1 of the Constitution

**Passed by:**  Ordinary Resolution on the 29<sup>th</sup> day of August 2014

### Operative Provisions

The annual presidential allowance will, starting from a base figure of \$35,000 as at 1 January 2014, be indexed in line with the Adelaide CPI index for the March quarter published each year by the Australian Bureau of Statistics.



## **SCHEDULES**

**AUSTRALIAN DENTAL ASSOCIATION  
SOUTH AUSTRALIAN BRANCH INC**





