

AUSTRALIAN DENTAL ASSOCIATION INCORPORATED
MINUTES
ANNUAL GENERAL MEETING OF THE ASSOCIATION
NOVEMBER 21, 2022

Minutes of the Annual General Meeting of the Australian Dental Association Inc held by videoconference on Monday, November 21 2022 commencing at 7.00 pm AEDT.

CONFIDENTIAL
NOT FOR REPRODUCTION OR CIRCULATION

PRESENT: S. Liew Federal President
R.M. Hutton Immediate Past Federal President
S. Davis Federal Vice President

Together with members whose names appear on the attendance register

IN ATTENDANCE: D. Mitsch Chief Executive Officer
E. Irving Deputy Chief Executive Officer
S. Reid Council & Executive Relations Manager
R. Kuah IT Systems Administrator

ACKNOWLEDGEMENT OF COUNTRY

In the spirit of reconciliation, the ADA acknowledges the Traditional Custodians of country throughout Australia and their connections to land, sea and community. We pay our respect to their elders, past and present and extend that respect to all Aboriginal and Torres Strait Islander peoples today.

WELCOME

The President declared the meeting open and welcomed all members present. He noted that this meeting was being held virtually to make it accessible for all members.

He advised that joining him were Dr Mark Hutton, Immediate Past President, Mr Damian Mitsch, ADA CEO, Mrs Eithne Irving, Deputy CEO and Dr Scott Davis, Vice President. Dr Davis would be presenting the constitutional amendments.

The President acknowledged and thanked the Immediate Past President who had served through most of COVID. He noted that Dr Hutton showed real leadership in his time as President with many great achievements over the last couple of years. He left behind a much stronger Association that had a greatly improved culture and was more representative of its members.

Voting in this AGM would again be via a direct voting system. The system would remain open and people could cast their votes throughout the meeting. All votes would be tallied at the end of the meeting and members notified before the meeting closed.

NOTICE OF MEETING

The Notice convening the meeting was considered read.

<i>Item Number</i>	<i>Item Description</i>
1	MINUTES
1.1	<p>Minutes of the Annual General Meeting of the Association held November 16, 2021</p> <p>It was RESOLVED:</p> <p>1.1.1 <i>That the Minutes of the Annual General Meeting of the Association held on November 16, 2021, be received, signed and entered into the Minutes Book.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150: 138 in favour, one (1) against with 11 abstentions.</p>
2	ANNUAL REPORT
	<p>The President provided a presentation which included a brief overview of the ADA structure and highlighted some of the year's achievements and activities. These included:</p> <ul style="list-style-type: none"> • Launch of <i>Peer</i>, the ADA's online community, exclusively for members • Launch of the 4th Edition of the <i>ADA's Guidelines for Infection Prevention and Control</i> • Launch of <i>Teeth.org.au</i>, a consumer facing oral health website for every day Australians • Launch of the 13th Edition of the <i>Australian Schedule of Dental Services and Glossary</i> <p>The President advised that time did not permit him to cover all ADA's achievements and activities over the last year and referred the meeting to the Annual Report which covered these in more detail.</p> <p>It was RESOLVED:</p> <p>2.1 <i>That the Annual Report of the Australian Dental Association for 2021/2022 be adopted.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150: 144 in favour, none against with 6 abstentions.</p>
3	ANNUAL ACCOUNTS
	<p>Mr Mitsch, ADA CEO advised that the ADA reported \$8.68MIL in membership revenue which was again slightly up on the previous year as a result of a small increase in membership numbers and a CPI increase in the price of membership for the year. Non-membership revenue was up primarily due to the FDI online conference with overall revenue at around \$11.5MIL.</p> <p>Expenses for the year were significantly higher in part due to the FDI online conference, returning staff levels and the publication of the new <i>Australian Schedule of Dental Services and Glossary</i>.</p> <p>The organisation's net assets sat at around \$30.5MIL much of which related to ADA's long-term investment in the building that held the national office.</p> <p>It was RESOLVED:</p> <p>3.1 <i>That the Australian Dental Association Inc. Financial Report for the year ended June 30, 2022, be adopted.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150:</p>

	143 in favour, none against with seven (7) abstentions.
4	APPOINTMENT OF AUDITORS
	<p>The President advised that following a tender process in 2019, NEXIA was appointed as ADA's Auditor. It was recommended that NEXIA be appointed for the FY 2022/23 audit.</p> <p>It was RESOLVED:</p> <p>4.1 <i>That Nexia be appointed as the Australian Dental Association's Auditors for the financial period July 1, 2022 to June 30, 2023.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150: 134 in favour, two (2) against with 14 abstentions.</p>
5 5.1	AMENDMENTS TO ADA'S CONSTITUTION Introduction of new clauses
	<p>The Vice President advised the following proposed new clauses to ADA's Constitution:</p> <ul style="list-style-type: none"> • New Clause 35 to include a two-year period where Federal Councillors would not be eligible for reappointment • New Clause 45 (5) regarding cancellation or postponement of a General Meeting • New Clause 102 (3) regarding insurance to ensure indemnity to cover potential claims • New Clauses 106 and 107 to address disputes and complaints which replace the previous <i>Clause 105</i> 'Disciplining of Members' <p>It was RESOLVED:</p> <p>5.1.1 <i>That new Clauses 35, 45(5), 102(3), 106 and 107 to the Australian Dental Association Inc.'s Constitution be adopted.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150: 120 in favour, 14 against with 16 abstentions.</p> <p>This resolution was passed by 80% of voting members satisfying the ACT Associations Incorporations Act 1991 – Section 70 requirement that special resolutions be passed by at least three-quarters of voting members.</p> <p>Refer to Appendix 1 for a copy of the Constitution with all the tracked proposed amendments.</p>
5 5.2	AMENDMENTS TO ADA'S CONSTITUTION Amended clauses
	<p>The Vice President advised the following proposed amendments to clauses of ADA's Constitution:</p> <ul style="list-style-type: none"> • Clauses 33 and 34(2) to address the inclusion of an independent, skills-based external person who is not a dentist on Federal Council. • Clause 43 to remove reference to Special General Meetings noting it is possible and good practice to adopt constitutional amendments at either a General Meeting or Annual General Meeting. Hence the ADA could dispense with holding Special General Meetings for this purpose. • Clause 51 (3) to remove the CEO as a non-voting member of committees. • Clause 57 to remove the role of Treasurer. • Clause 69 to align with the new Federal Executive structure detailed in Clause 57.

	<ul style="list-style-type: none"> • Clause 86 to confirm the confidentiality of minutes and include reference to the deletion of meeting recordings <p>It was RESOLVED:</p> <p>5.2.1 <i>That amendments to Clauses 33, 34(2), 43, 51(3), 57, 69 and 86 of the Australian Dental Association Inc.'s Constitution be adopted.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150: 122 in favour, nine (9) against with 14 abstentions.</p> <p>This resolution was passed by 84% of voting members satisfying the ACT Associations Incorporations Act 1991 – Section 70 requirement that special resolutions be passed by at least three-quarters of voting members.</p> <p>Refer to Appendix 1 for a copy of the Constitution with all the tracked proposed amendments.</p>
<p>5 5.3</p>	<p>AMENDMENTS TO ADA'S CONSTITUTION Editorial amendments</p>
	<p>The President advised that editorial amendments had been proposed to the Australian Dental Association Inc.'s Constitution to replace 'Chairman' with 'Chair', to remove reference to Alternate Federal Councillors and to update clause and page number references.</p> <p>It was RESOLVED:</p> <p>5.2.2 <i>That editorial amendments to update the Australian Dental Association Inc.'s Constitution be adopted.</i></p> <p>After those present had voted, it was declared the total number of votes on the motion were 150: 136 in favour, eight (8) against with 6 abstentions.</p> <p>This resolution was passed by 91% of voting members satisfying the ACT Associations Incorporations Act 1991 – Section 70 requirement that special resolutions be passed by at least three-quarters of voting members.</p> <p>Refer to Appendix 1 for a copy of the Constitution with all the tracked proposed amendments.</p>
<p>6</p>	<p>HONORARY LIFE MEMBERS</p>
	<p>The President reported on Federal Council recommendations in relation to Honours and Awards</p> <p>There were two recommendations for Honorary Life Membership as follows:</p> <p>Dr R. Mark Hutton Professor Laurence Walsh AO</p> <p>Both candidates had given an extraordinary contribution to the ADA and the dental profession over the years and were worthy candidates to be elected Honorary Life Members.</p> <p>It was RESOLVED:</p> <p>6.1 <i>That Dr R. Mark Hutton be elected an Honorary Life Member.</i></p> <p>And further,</p> <p>6.2 <i>That Professor Laurence Walsh AO be elected an Honorary Life Member.</i></p>

	<p>For these motions, a polling system was used and members attending the meeting were requested to cast their vote.</p> <p>After those present had voted, it was reported that both motions were passed unanimously.</p> <p>Congratulations were extended to Dr Hutton and Professor Walsh.</p>
7	ANY OTHER BUSINESS
	<p>There being no other business, the President advised that votes would close.</p> <p>Whilst the votes were finalised short videos on Peer and FDI 2023 were presented.</p> <p>The meeting was declared closed at 7.40 pm.</p> <p>The 'Ask us Anything' Town Hall event was then held.</p>

SIGNED AS A CORRECT RECORD

Chair

Date

DRAFT



Explanatory Notes for Motion 7


Editorial amendments have been made to the Australian Dental Association Inc.'s Constitution to replace 'Chairman' with 'Chair', to remove reference to Alternate Federal Councillors and to update clause and page number references.

Constitution

As adopted at August 8, 2019 Special General Meeting

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Constitution

Constitution

Name

1. The name of the Association is “Australian Dental Association Incorporated”.

Objects and Powers

2. (1) The objects for which the Association is established are:
 - (a) To encourage the improvement of the oral and general health of the public and to advance and promote the ethics, art and science of dentistry.
 - (b) To support members of the Association in enhancing their ability to provide safe, high quality professional oral health care to the community and advance the wellbeing of both the public and members
 - (c) To establish, promulgate and encourage, by whatever name, a Code of Ethics for the observance of Members of the Association in the conduct of their profession.
 - (d) To advise upon, participate in, develop and promote continuing professional development for dentists and other persons engaged in the practice of dentistry.
 - (e) To carry on any other activity which is capable of being conveniently carried on in connection with the principal activities referred to in **Clauses 2 (1) (2) and (3)** or calculated directly or indirectly to enhance the value of the Association’s property or rights or to provide services for the Association’s membership.
- (2) The powers of Federal Council, for the furthering of these objects, subject to the Act, the regulations, the model rules and to any resolution passed by the Association in General Meeting are:
 - (a) To control and manage the affairs of the Association.
 - (b) To exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting.
 - (c) To perform all acts and do all things that appear to the Federal Council to be necessary or desirable for the proper management of the affairs of the Association.

Use of Funds

3.
 - (1) The income and property of the Association however derived shall be applied solely toward the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association PROVIDED THAT nothing herein shall prevent the payment in good faith of remuneration to any Officer or member or servant of the Association in return for any services actually rendered to the Association including services in a representational, administrative or consultative capacity nor prevent the payment of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member to the Association.
 - (2) A member may be appointed to any salaried office of the Association or any office of the Association paid by fees.

Winding Up

4. If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other association or associations having objects similar to the objects of this Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association in accordance with **Clause 3**, such association or associations to be determined by the members of the Association in General Meeting at or before the time of dissolution and in default thereof by the Chief Judge of the Supreme Court of the Australian Capital Territory or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

Interpretation

5.
 - (1) This Constitution is made subject to the Associations Incorporation Act 1991 of the Australian Capital Territory and the Regulations thereto. The provisions of the Interpretation Act 1967 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.
 - (2) In this Constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
 - (3) In this Constitution, unless there be something in the subject of context inconsistent therewith, the following words and expressions shall have the meanings respectively assigned to them hereunder:
 - “Act” shall mean the Associations Incorporation Act 1991 of the Australian Capital Territory.
 - “address” of a member shall mean the place where the member for the time being practises or if a member does not practise then where such member for the time being resides.
 - “Annual Accounts” shall mean the Balance Sheet, Statement of Income and Expenditure, Statement of Cash Flows and Auditor’s report thereon.
 - “Annual General Meeting” shall mean the annual meeting of the Association.
 - “area” shall mean a State or Territory as hereunder defined.
 - “Association” shall mean “Australian Dental Association Incorporated”.
 - “Branch” shall mean an organisation for the time being recognised as the Branch of the Association in a State or Territory in accordance with **Clause 17 (1)**.
 - “Branch Council” shall mean the body (by whatever name called) authorised by the constitution or other governing document of the Branch to manage the affairs of such Branch.
 - “Branch President” shall mean the President of a Branch, by whatsoever name called, duly appointed in accordance with the constitution or other governing document of the Branch.
 - “Branch Secretary” shall mean the chief administrative officer of a Branch, by whatsoever name called, duly appointed in accordance with the constitution or other governing document of the Branch.

- “~~Chairman~~Chair” shall mean the person presiding over any meeting of the Association.
- “Chief Executive Officer” shall mean the chief administrative officer of the Association who shall be the Secretary of the Association.
- “a Court” shall mean a tribunal, committee of inquiry, authority or person having legal power to require the production of documents or the answering of questions and to administer a penalty.
- “Continuing Professional Development (CPD)” shall mean the maintenance and active advancement by dentists of their knowledge and skills as relevant to dentistry.
- “Development Aid” shall mean material or logistical assistance which seeks to address the underlying socioeconomic factors which may lead to a crisis or emergency.
- “Direct Voting” is a form of voting that allows members to cast their vote, either online or by completing a voting form, on resolutions of a General Meeting without having to attend the meeting in person or appoint a proxy to vote on their behalf.
- “Federal Council” shall mean the body established by this Constitution in accordance with **Clause 33** to manage the affairs of the Association.
- “Federal Councillor” shall mean a member of the Federal Council appointed in accordance with **Clause 34 (1)**.
- “Federal Executive” shall mean the Executive of the Federal Council comprised of Federal Councillors elected for the time being in accordance with **Clauses 62-71**.
- “Federal President” shall mean the President for the time being of the Association elected in accordance with **Clauses 63 and 67 or 69**.
- “Federal Secretariat” shall mean the managerial and skilled staff employed at the place where the administrative functions of the Association are carried out.
- “General Meeting” shall mean an Annual General Meeting or a Special General Meeting.
- “Humanitarian Aid” is material or logistical assistance provided for humanitarian purposes, typically in response to humanitarian crises including natural disaster and man-made disaster.
- “in writing” and “written” shall include printing, lithography, typewriting and any other mode of representing or reproducing words in a visible, durable form.
- “The Journal” shall mean the official refereed journal of the Association and shall be titled the Australian Dental Journal.
- “Meeting” or “meeting” shall mean any meeting authorised under this Constitution.
- “Member” or “member” shall mean an individual who has been admitted to the Association in accordance with **Clauses 7 and 8**.
- “Minutes” shall mean the confirmed record of any meeting authorised under this Constitution.
- “month” shall mean calendar month.
- “office” shall mean a position held by an Officer of the Association.
- “Officer of the Association” shall mean any of the following: Public Officer, Federal Councillor, Chief Executive Officer.
- “policy” shall mean an agreed course or programme of action or administration within the objects of the Association.

- “Policy Statement” shall mean a formal document authorised by the Federal Council as the Association’s considered position on a designated subject.
 - “quorum” shall mean the minimum number of members that must be present at any meeting of the Association to make the proceedings of that meeting valid.
 - “recognised national dental association” shall mean a national dental association that is a Regular Member of the FDI World Dental Federation.
 - “Register” shall mean the register of members to be kept in accordance with Section 67 of the Act.
 - “Seal” shall mean the Common Seal of the Association.
 - “Secretary” shall mean the Chief Executive Officer unless qualified by another word such as
 - “Branch”, “Committee” or “Honorary”.
 - “Special General Meeting” shall mean a General Meeting of the Association convened on the requisition of members or a General Meeting of the Association convened by the Federal Council.
 - “Special Resolution” shall mean a resolution passed at a General Meeting of the Association (convened in accordance with the Act) by at least three-quarters of those members of the Association who vote in person or by allowable Direct Voting at the Meeting.
 - “State” shall mean a State of the Commonwealth of Australia and in the case of the State of New South Wales shall include the Australian Capital Territory.
 - “Territory” shall mean any part of the Commonwealth of Australia that is not enclosed within a State and shall include the Northern Territory but not the Australian Capital Territory.
 - “to practise” shall mean to carry out any activity or function including research, administration, teaching or lecturing by virtue of being a legally qualified dentist whether or not such activity or function would normally be considered as practising dentistry, and “practising” and “practice” shall have corresponding meanings.
- (4) Reference to the “Federal President” shall wherever the context so admits include the “Federal Vice- President”.
- (5) Where the context admits:
- Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.
 - Words importing the masculine gender only shall include the feminine and neuter genders.
 - Words importing persons shall include companies, corporations, associations and public bodies.
- (6) Headings provided in this Constitution are for convenience only and do not affect the interpretation of its Clauses.
- (7) If any doubt shall arise as to the interpretation of this Constitution or of the By-Laws including the Code of Ethics and Policy Statements the same shall be referred to the Federal Council for determination whose decision thereon shall be final and binding.

Trustees

6. Any property of the Association either real or personal may be held by a Trustee or Trustees on behalf of the Association.

Membership

7.
 - (1) Every applicant admitted to membership of a Branch shall be required by the Branch to become and to continue to be a member of the Association and on the completion of an application in proper form for membership of a Branch shall contain and be an application for membership of the Association.
 - (2) When a Branch agrees to accept an applicant as a member it shall require payment by the applicant of the Association's annual subscription for the applicable class of membership. On admitting the applicant to membership the Branch shall notify the Association of the admission and forward to the Association the Association's annual subscription. Upon receipt of such subscription the name of the applicant shall be entered on the Association's Register of Members whereupon the applicant shall become a member of the Association.
 - (3) The provisions of **Clauses 7 (1)** and **(2)** shall not apply to Honorary Members and Associate Members.
8. There shall be the following classes of members and all persons admitted under these sub clauses shall be collectively referred to as "members":
 - (1) **Active Members**

Those registered dentists who are members of a Branch and who have been admitted to membership of the Association in accordance with the provisions of this Constitution.
 - (2) **Concessional Members**

Those members of Branches who conform to the provisions for such membership as set out in the By- Laws of the Association.
 - (3) **Student Members**
 - (a) Those members of Branches who conform to the provisions for such membership as set out in the By-Laws of the Association.
 - (b) A Student Member shall not be entitled to vote at a General Meeting of the Association.
 - (4) **Honorary Life Members**

The Association may only at a General Meeting, in response to a nomination in accordance with **Clause 9 (1)**, elect as an Honorary Life Member of the Association, any individual who has made an outstanding contribution to the advancement of the dental profession or to the art and science of dentistry.
 - (5) **Honorary Members**

The Federal Council may at any of its meetings, in response to a nomination in accordance with **Clause 9 (2)**, elect as an Honorary Member any person distinguished in dental or allied sciences, or any person who has rendered distinguished service to the Association or to the promotion of any such sciences or to any person who, in the opinion of the Federal Council, may further advance the interests of the profession. Honorary Members shall be elected for a period of not less than 12 months and nor more than three years but they shall be eligible for re-election.
 - (6) **Others Classes of Members as the Federal Council may determine.**

Those members of Branches who conform to the provisions for such membership as shall be set out in the By-Laws of the Association.
 - (7) **Associate Members**
 - (a) The Association may have sub-classes of Associate Members as the Federal Council may determine.
 - (b) These members shall not be entitled to vote at a General Meeting of the Association and shall not be members of a Branch.
 - (c) The sub-classes, privileges and obligations of Associate Members shall be set out in the By- Laws of the Association.

9.

(1) Nomination for Honorary Life Membership

- (a) must be made by any Committee that may be formed by Federal Council for such purpose and shall be accompanied by the curriculum vitae of the nominee; and
- (b) shall be considered by the Federal Council at a meeting in committee and, if supported by at least three-quarters of those present and entitled to vote, such nomination shall be placed on the agenda of the next General Meeting of the Association.

(2) Nomination for Honorary Membership

- (a) must be made by any Committee that may be formed by Federal Council for such purpose and shall be accompanied by the *curriculum vitae* of the nominee; and
- (b) if accepted by Federal Council in committee by three-quarters of those present and entitled to vote, the nomination shall then be placed on the agenda of that Federal Council meeting.

Nothing herein shall preclude a Branch from electing as Honorary Life Members and/or Honorary Members of that Branch any individuals who have rendered meritorious services to dentistry PROVIDED ALWAYS that any such Honorary Life Members and/or Honorary Members so elected by a Branch shall have no rights as members of the Association conveyed by such Branch election unless they also comply with the requirements of **Clauses 8 (1) or 8(2)** and until the appropriate membership subscription is paid.

10. Upon admission of a person as a member of the Association in accordance with Clause 7 that person's name and address shall be recorded in the Association's Register of Members and a note shall be made of the applicable class of membership. The Register shall be duly amended in the event of any subsequent change(s).

Privileges and Obligations of Members

11.

- (1) Every member shall be bound by and in all respects comply with the provisions of this Constitution and shall conform to any By-Laws of the Association including the Code of Ethics hereinafter referred to that may be adopted by the Federal Council and any other rules which may be lawfully made by the Association.
- (2) A member of the Association 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 of the Association shall be obliged to declare such interest to the meeting and shall not participate in discussion or vote in respect of the matter PROVIDED HOWEVER that participation in discussion may be allowed at the discretion of the ~~Chairman~~Chair and a vote may also be returned if a majority of members present agree to this.
- (3) **Clause 11 (2)** does not apply to a material interest that:
 - (a) exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the member has in common with all, or a substantial proportion of, the members of the Association.

12.

- (1) When a member practises within the designated area of a Branch of the Association that member must as a condition to membership of the Association also be a member of such Branch PROVIDED ALWAYS that should a member at any time practise in two or more areas in respect of which there are different Branches then it will be sufficient compliance with this subclause to be a member of at least one of such Branches.

- (2) Whenever members of the Association change the area in which they practise to the jurisdiction of another Branch they must become a member of that Branch within three calendar months following that change.
- (3) In the event of a financial member of the Association seeking transfer of Branch membership to another Branch in accordance with **Clause 12 (2)** that member shall not be required to pay an additional Federal subscription in the same financial year and shall be deemed to remain a member of the Association for the balance of the current membership period.
- (4) An Active Member upon ceasing to practise shall forthwith notify the relevant Branch and such Branch shall immediately notify the Chief Executive Officer.
- (5) The provisions of **Clause 12** above shall not apply to Honorary Members and Associate Members.

13.

- (1) Concessional members must as a condition precedent to membership of the Association also be members of a Branch which Branch shall not necessarily be the Branch for the area in which they reside.
- (1) Any change in a member's concessional membership status shall be notified by the relevant Branch to the Chief Executive Officer for adjustment of the Register.

14. A member of the Association who changes address shall within one month notify such change of address to the Branch of the Association for the area wherein the previous address was situated, and where the new address is in an area in respect of which another Branch is the Branch of the Association the member shall also notify such other Branch.

15.

- (1) Subject to the payment of the required fee every member of the Association shall be eligible to attend any Congress of the Association which may from time to time be organised within the Commonwealth of Australia or elsewhere.
- (2) A financial member of the Association who has applied for but not yet had confirmation of transfer of Branch membership in accordance with **Clause 12 (2)** shall be eligible to attend any such Congress.
- (3) A dentist not a member of the Association nor a member of a recognised national dental association of another country may attend or participate in a Congress of the Association if so authorised by the Federal Council or the Federal Executive.

16. All Active Members and such other members as the Federal Council may from time to time determine shall be entitled to receive a copy of the Annual Accounts of the Association and any other Association publications and documents as determined by Federal Council.

Branches

17.

- (1)
 - (a) The Association may from time to time recognise an organisation established in a State or Territory for the purpose of furthering in that State or Territory objects wholly or partly similar to those of the Association as the Branch of the Association for such State or Territory.
 - (b) Recognition of any organisation as the Branch of the Association for a State or Territory may only be granted by the unanimous resolution of Branch Presidents or their representative of all existing Branches passed at a meeting convened by the Federal Council specifically for such a purpose at not less than 28 days' notice in regard to which the provisions of **Clause 38-39 (4)** cannot be invoked.

- (2) Any organisation as aforesaid in order to qualify and remain qualified for recognition by the Association as a Branch must at all times provide in its constitution or other governing document that membership of the Association is obligatory for all members.
- (3)
- (a) The Association shall also have power in the manner hereinafter set out to withdraw recognition of any organisation as the Branch of the Association for any State or Territory.
- (b) Recognition of any organisation as the Branch of the Association for a State or Territory may only be withdrawn by the unanimous resolution of the representatives of all the other Branches as provided for in **Clause 33** passed at a meeting of the Federal Council convened specifically for such a purpose at not less than 28 days' notice in regard to which the provisions of **Clause 38-39 (4)** cannot be invoked.
- (c) Federal Councillors shall not be entitled to vote on such resolution.
- (d) Where recognition is withdrawn, the Association shall then be entitled to exercise its powers conferred in **Clause 17 (1)** upon any other organisation of the kind specified therein.
- (4) The Association recognises the following organisations as Branches:
- Australian Dental Association (New South Wales Branch) Limited
 - Australian Dental Association (NT Branch) Incorporated
 - The Australian Dental Association (Queensland Branch)
 - Australian Dental Association South Australian Branch Incorporated
 - Australian Dental Association, Tasmanian Branch Incorporated
 - Australian Dental Association Victorian Branch Inc.
 - Australian Dental Association (WA Branch) Inc.

18.

- (1) Each Branch recognised in accordance with **Clause 17** shall be bound by and shall comply with the provisions for the time being in force of this Constitution and any By-Laws made hereunder and any reference therein to a "Branch" shall be taken as referring not only to the individual members of the Association who are also members of the Branch but also to the Branch itself.
- (2) Where an organisation which is recognised for the time being as the Branch for a particular State or Territory is an unincorporated body then reference in this Constitution or in any By-Laws made hereunder to a "Branch" shall mean all the members of the Association for the time being who are also members of such unincorporated organisation and shall be taken to refer collectively to all such members.

19. In the month of August in every even year each Branch shall notify the Chief Executive Officer in writing of the name(s) and address (es) of the members it has appointed as Federal Councillors in accordance with **Clause 34 (1)** for the two consecutive years from the 1st day of September in that year and the Chief Executive Officer shall forthwith acknowledge receipt of such notification. The method used to select such members shall be the sole prerogative of the respective Branches.

20. Federal Council may determine by a resolution agreed to either by not less than three-quarters of the votes recorded at a meeting of the Federal Council (provided that at least 12 votes, as distinct from abstentions, are recorded) or by the votes of all Federal Councillors from at least five Branches that any matter or matters shall be primarily the concern of the Association. Until such a resolution be rescinded no Branch shall take any steps or otherwise act in relation to any such matters without obtaining the prior written approval or consent of the Federal Council or the Federal Executive or the Federal President.

21. The Federal Council may adopt a Policy Statement agreed to by not less than three-quarters of the votes recorded at a meeting of the Federal Council (provided that at least 12 votes, as distinct from abstentions, are recorded) or by the votes of all Federal Councillors from five Branches on a matter affecting two or more Branches and such a Policy Statement shall be binding on all Branches.
22. Each Branch shall in each year prior to the 31st day of July forward to the Federal Secretariat a detailed list of its members as at the previous 30th day of June.
23. Each Branch shall forthwith notify in writing to the Federal Secretariat any changes in its membership including changes in classification of members of the Association and particulars of any members who have been granted leave of absence.

Subscriptions

24.
 - (1) A member of the Association shall not pay an entrance fee in respect of membership of the Association.
 - (2) A member of the Association shall pay an annual subscription in advance being such sum as the Federal Council may from time to time determine.
25. The annual subscription of each member shall become due and payable in full or via an instalment payment plan approved by the Federal Council with the initial instalment payable on the 1st day of July each year.
26. Members admitted after 31st day of July in any year shall pay their membership subscriptions calculated on a pro rata basis and shall only be entitled to receive publications and documents issued during that period and such other publications of the Association as are customarily given to new members.
27. It is the duty of each Branch to collect on behalf of the Association all subscriptions and dues from its members and to forward the same on a monthly basis directly to the Association. Members of more than one Branch shall only be liable for one subscription to the Association.
28. The Federal Council may from time to time levy such per capita contribution from members as in its opinion is required for the purposes of the Association and may fix the time for payment thereof PROVIDED ALWAYS that such a levy shall not exceed in any one year an amount equal to one half of the annual subscription of the member.
29. If any member shall resign or be reclassified after the 31st day of July in any year Federal Executive shall have power in its absolute discretion to remit the payment of part of any such subscription.

Termination of Membership

30. A person ceases to be a member of the Association if the person:
 - (1) dies; or
 - (2) resigns from membership of the Association; or
 - (3) resigns from membership of a Branch; or
 - (4) is expelled from the Association or a Branch; or
 - (5) fails to renew membership and/or to pay any levy within one calendar month of the due date.

In the case of **Clause 30(1)**, member benefits shall be available to the member's non-dental practitioner partner for the rest of the subscription year or the six months following the member's death, whichever is greater.

The Federal Council

31. The business of the Association shall be managed by the Federal Council which may exercise all such powers and do all such acts and things as the Association is by its Constitution or otherwise authorised to exercise and do.
32. The Association shall not act in or be concerned with any matter which properly falls solely within the ambit or jurisdiction of one of the Branches without the prior request in writing made on behalf of the Branch Council concerned. The determination of whether or not a matter does properly fall solely within the ambit and jurisdiction of the Branches shall lie at all times with the Federal Council and such determination shall be made in accordance with **Clause 20**. Any matter which falls within the ambit or jurisdiction of two or more Branches may be deemed to be a matter within the proper ambit and jurisdiction of the Association. The determination of whether or not a matter falls within the ambit or jurisdiction of two or more Branches shall be at all times with the Federal Council.
33. The Federal Council of the Australian Dental Association shall consist of 17 Federal Councillors appointed in accordance with **Clause 34 (1)**, all of whom must be dentist members of the Association and other persons in accordance with **Clause 34 (2)**.
34.
 - (1) The 17 Federal Councillors shall be appointed as follows:
 - (a) Five Federal Councillors appointed by Australian Dental Association (New South Wales Branch) Limited;
 - (b) Three Federal Councillors appointed by Australian Dental Association Victorian Branch Inc.;
 - (c) Two Federal Councillors appointed by The Australian Dental Association (Queensland Branch);
 - (d) Two Federal Councillors appointed by Australian Dental Association South Australian Branch Incorporated;
 - (e) Two Federal Councillors appointed by Australian Dental Association (WA Branch) Inc.;
 - (f) Two Federal Councillors appointed by Australian Dental Association, Tasmanian Branch Incorporated;
 - (g) One Federal Councillor appointed by Australian Dental Association (NT Branch) Incorporated.
 - (2) One independent external person (non-dentist) with appropriate skills may be appointed by Federal Council.
 - (2)(3) If at any time recognition of a Branch is withdrawn in accordance with the provisions of the Constitution the Federal Councillors appointed by such Branch shall immediately cease to hold office and upon some other organisation being recognised as the Branch of the Association for the area such organisation shall be entitled to appoint a like number of Federal Councillors to hold office for the balance of the term of office of the Federal Councillors so ceasing to hold office.
 - (3)(4) The Roles and Responsibilities of Federal Councillors shall be set out in the By-Laws of the Association.
35. Federal Councillors who cease to be a member of Federal Council pursuant to **Clauses 37 (3) and (6)** shall not be eligible for reappointment as a Federal Councillor for a minimum of two years from when they ceased to be a member of Federal Council.
- ~~35-36~~ At the first meeting held after the 1st day of September in respect of each even year the appointments of Federal Councillors made by the various Branches in accordance with **Clauses 19 and 34 (1)** hereof shall be received and recorded in the Minutes of the meeting. The Federal Councillors so appointed shall take office from the 1st day of September preceding the said meeting.

~~36-37.~~ The office of Federal Councillor shall be vacated and a casual vacancy occur:

- (1) if such Federal Councillor ceases to be a member of the Association; or
- (2) if such Federal Councillor becomes bankrupt or compounds with creditors or makes an assignment of estate for the benefit of creditors; or
- (3) if such Federal Councillor has a guilty verdict or a penalty recorded by a Court where the conduct of the practitioner, whether occurring in connection with the practice of the health practitioner's profession or not, is inconsistent with the practitioner being a fit and proper person to hold registration as a dentist; or
- (4) if such Federal Councillor becomes of unsound mind or a person whose person or estate is dealt with in any way under law relating to mental health whether Federal or State; or
- (5) if such Federal Councillor resigns from office by notice in writing to the Chief Executive Officer; or
- (6) if such Federal Councillor be absent from three consecutive meetings of the Federal Council without the consent of the Federal Council; or
- (7) if such Federal Councillor transfers Branch membership to another Branch in accordance with **Clause 12 (2)** or
- (8) if such Federal Councillor is a Concessional Member of the Association residing in an area other than that in which the Councillor is a member of a Branch of the Association in accordance with **Clause 13 (1)**.

~~37-38.~~ If any casual vacancy occurs amongst Federal Councillors the same shall be filled for the remainder of the term by the Branch which had appointed the Federal Councillor so ceasing to be a Councillor and such Branch shall notify the Chief Executive Officer in writing within 28 days of the vacancy occurring. Written notification of the person appointed to fill such casual vacancy shall be provided to the Chief Executive Officer by the Branch as soon as possible PROVIDED ALWAYS that the person appointed to fill the casual vacancy shall be a member of the same Branch as the Federal Councillor whose ceasing to be a member of the Federal Council created such casual vacancy.

Proceedings of Federal Council

~~38-39.~~

- (1) The Federal Council shall meet together for the dispatch of notified business, and may adjourn and otherwise regulate its proceedings as it thinks fit.
- (2) The Chief Executive Officer shall on the requisition of the Federal President or the Federal Vice-President or at least three Federal Councillors appointed by at least three separate Branches summon a meeting of the Federal Council.
- (3) Except as hereinafter provided in **Clause ~~38-39~~ (4)** a meeting of the Federal Council shall not be called on less than 28 days' notice.
- (4) A meeting of the Federal Council may be called on less than 28 days' notice but not less than seven days' notice if summoned by the Federal President or by the Chief Executive Officer at the request of the Federal President and in either case the Federal President lodges a signed notice with the Chief Executive Officer certifying that circumstances justify the calling of a meeting as a matter of urgency or if summoned by at least four Federal Councillors appointed by at least four separate Branches or by the Chief Executive Officer upon the requisition of at least four Federal Councillors appointed by at least four separate Branches and in either such case Federal Councillors lodge a certificate under their hands with the Chief Executive Officer certifying that the circumstances justify the calling of a meeting as a matter of urgency. The provisions of this Clause do not apply to the granting or withdrawal of recognition of a Branch as provided for in **Clause 17**.

- (5) Notice of all meetings of the Federal Council shall be forwarded to all Federal Councillors and to all Branches. The accidental omission to give any Federal Councillor or any Branch notice of a meeting or the non-receipt of any notice of a meeting by a Federal Councillor or any Branch shall not invalidate proceedings at the meeting concerned.
- (6) The quorum for a meeting of the Federal Council shall be at least 12 Federal Councillors.
- (7) A meeting of Federal Council may discuss and vote upon any matter not provided for in the agenda and which any Federal Councillor present may care to raise thereat with the consent of three-quarters of the Federal Councillors present or all Federal Councillors from any five Branches.
- (8) Any Branch or Federal Councillor may give to the Chief Executive Officer 28 days' notice of a desire to have any particular matter or matters discussed and (if necessary) voted upon at any meeting of the Federal Council PROVIDED ALWAYS that should a Branch or Federal Councillor desire to have discussed a matter which the Federal President considers is one of great urgency the President may include such matter in the agenda of the meeting of the Federal Council.
- (9) At all meetings of the Federal Council each Federal Councillor present shall have one vote but in the event of an equality of votes the proposition under consideration shall be deemed to have been decided in the negative.
- (10) A member of the Federal Council 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 of the Federal Council shall be obliged to declare such interest to the meeting and shall not participate in discussion or vote in respect of the matter PROVIDED HOWEVER that participation in discussion may be allowed at the discretion of the ChairmanChair and a vote may also be returned if a majority of Federal Councillors present agree to this.
- (11) **Clause ~~38-39~~ (10)** does not apply to a material interest that:
 - (a) exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the member has in common with all, or a substantial proportion of, the members of the Association.
- (12) The Federal Council shall cause Minutes of its meetings to be made and kept and such Minutes shall include:
 - (a) all appointments of Officers made by the Federal Council;
 - (b) the names of all present at all meetings of the Federal Council; and
 - (c) all resolutions and proceedings at all meetings of the Federal Council.

39.40. The Federal President may under special circumstances exercise discretion authorising specified individuals to be present at any meeting of the Federal Council but such individuals shall not be entitled to vote nor shall they be permitted to enter into any discussion except with the express permission of the ChairmanChair.

National Advisory Committee

40.41.

- (1) The National Advisory Committee shall consist of 17 Federal Councillors and a representative of each Branch, such representative to be the Branch President (or the Branch President's nominee) who shall be appointed for the whole of a particular meeting of the Committee.
- (2) The National Advisory Committee shall provide advice to Federal Council on matters pertaining to the Association and its membership.

Elections Conducted By Federal Council

~~41.42.~~ The meeting of Federal Council convened immediately prior to the Annual General Meeting held between 1st October and 30th November each year in accordance with **Clause 42-43 (1)** shall elect the Federal Executive for the forthcoming one-year term of office and in every even year shall elect the Standing Committees of the Association for the forthcoming two-year term of office.

General Meetings of the Association

~~42.1. Annual General Meetings~~

- ~~(1) The Association shall after the expiration of each financial year of the Association convene by specific notice to members an Annual General Meeting between 1st October and 30th November of every year on such date and at such place as the Federal Council determines.~~
- ~~(2)(1) The business of an Annual General Meeting shall be:~~
- ~~(a) to receive and confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;~~
 - ~~(b)(a) to receive and consider the Annual Report of the Federal Council;~~
 - ~~(c)(a) to receive and consider the Annual Accounts of the Association;~~
 - ~~(d)(a) to elect an auditor or auditors for the ensuing year;~~
 - ~~(e)(a) to elect Honorary Life Member(s), if any; and~~
 - ~~(f)(a) any other business that may properly be dealt with in accordance with this Constitution.~~

43. **Special** General Meetings

- (1) The Federal Council may whenever it thinks fit convene a **Special** General Meeting of the Association.
- (2) The Federal Council shall on the requisition in writing of not less than 500 members or 50 members from each of three Branches convene a **Special** General Meeting of the Association.
- (3) A requisition of members for a **Special** General Meeting:
 - (a) shall state the purpose of the Meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) may consist of several documents in similar form each signed by one or more of the members making the requisition; and
 - (d) shall be lodged with the Chief Executive Officer.
- ~~(4)~~ If the Federal Council fails to convene a **Special** General Meeting to be held within 90 days after the date at which a sufficient requisition of members for the meeting is lodged with the Chief Executive Officer any one or more of the members who made the requisition may convene a **Special** General Meeting to be held not less than six months after that date.
- ~~(4)(5)~~ The business of a General Meeting shall be any business that may properly be dealt with in accordance with this Constitution.
- ~~(6)~~ A **Special** General Meeting convened by a member or members in the manner specified in **Clause 43 (4)** shall be convened in the same manner as **Special** General Meetings are convened by the Federal Council and any member who incurs expense directly arising from the convening of the **Special** General Meeting is entitled to be reimbursed by the Association for reasonable expenses so incurred. The Chief Executive Officer shall the final arbiter on

whether expenses are reasonable.

44. Annual General Meetings

- (1) The Association shall after the expiration of each financial year of the Association convene by specific notice to members an Annual General Meeting between 1st October and 30th November of every year on such date and at such place as the Federal Council determines.
- (2) The business of an Annual General Meeting shall be:
 - (a) to receive and confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive and consider the Annual Report of the Federal Council;
 - (c) to receive and consider the Annual Accounts of the Association;
 - (d) to elect an auditor or auditors for the ensuing year;
 - (e) to elect Honorary Life Member(s), if any; and
 - (f) any other business that may properly be dealt with in accordance with this Constitution.

44.45. Notice and Cancellation

- (1) Except where the nature of the business proposed for consideration at a General Meeting requires a Special Resolution, the Chief Executive Officer shall at least 14 days before the date fixed for the holding of the General Meeting cause notice to be given to each member appearing in the Register of Members specifying the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.
- (2) Where the business proposed for consideration at a General Meeting requires a Special Resolution the Chief Executive Officer shall at least 21 days before the date fixed for the holding of the General Meeting cause notice to be given to each member specifying in addition to the items required under **Clause 44-45 (1)** the intention to propose the notified resolution as a Special Resolution.
- (3) No business other than that specified in the notice convening a General Meeting shall be transacted at the Meeting except, in the case of an Annual General Meeting, business that may be transacted in accordance with **Clause 42-44 (2) (e)**.
- (4) A member or members desiring to bring any business before an Annual General Meeting shall give at least 28 days' notice in writing of that business to the Federal Council and the Federal Council shall include that business in the next notice of an Annual General Meeting given after receipt of the notice from the member if the business is such that it may be properly dealt with at an Annual General Meeting.
- (4)(5) The President may postpone or cancel a General Meeting. The Chief Executive Officer on instruction from the President shall cause notice of such postponement or cancellation to be given to each Member at least five days before the scheduled time of the meeting. For any General Meeting postponed, as soon as is practicable a replacement meeting shall be called with notice provided in accordance with the provisions of **Clause 45(1)**.

45-46. Quorum

The quorum for the transaction of business at a General Meeting shall be:

- (1) in the case of a Special General Meeting convened on the requisition of members, 100 members entitled under the Constitution to vote, present in person;
- (2) in any other case, 15 members entitled under the Constitution to vote, present in person.

46-47. ChairmanChair at General Meeting

The Federal President shall be entitled to take the Chair at all General Meetings and if the President does not do so through absence or otherwise the Vice-President may take the Chair. If neither the Federal President nor the Federal Vice-President is present within 30 minutes after the time appointed for the commencement of the General Meeting the other members present may elect a **ChairmanChair** from among their number.

47-48. Adjournment

- (1) The **ChairmanChair** of a General Meeting at which a quorum is present may with the consent of a majority of members present at the meeting adjourn the Meeting from time to time and place to place but no business shall be transacted at the reconvened Meeting other than the business left unfinished at the adjourned Meeting.
- (2) If within 30 minutes after the appointed time for the commencement of a General Meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and place unless otherwise specified at the time of adjournment by the **ChairmanChair** of the Meeting.
- (3) Where a General Meeting is adjourned for 14 days or more the Chief Executive Officer shall give notice to each member of the Association stating the place, date and time of the resumption of the Meeting and the nature of the business to be transacted.

48-49. Voting and Reporting

- (1) A question arising at a General Meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the **ChairmanChair** that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and a record to that effect in accordance with **Clause 48-49 (6)** is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- (2) At a General Meeting a poll may be demanded by the **ChairmanChair** or by not less than three members present at the Meeting.
- (3) Where a poll is demanded at a General Meeting the poll shall be taken:
 - (a) immediately in the case of a poll that relates to the election of a **ChairmanChair** or to the question of an adjournment; or
 - (b) in any other case in such manner and at such time as the **ChairmanChair** directs; and
 - (c) the resolution of the poll on the matter shall be deemed to be the resolution of the Meeting on that matter.
- (4) Upon a question arising at a General Meeting a member shall have one vote only. Votes may be given personally or by Direct Voting..
- (5) In the case of an equality of votes on a question at a General Meeting the question shall be deemed to be resolved in the negative.
- (6) Minutes that accurately convey the resolutions and other business transacted at all General Meetings shall be made and kept.

49-50. Direct Voting

- (1) Members must submit their Direct Vote on the prescribed form which must be submitted to the Chief Executive Officer no later than 48 hours before the time of the Meeting in respect of which the vote is to apply.
- (2) Members may attend the General Meeting and withdraw their Direct Vote.

- (3) Members may withdraw their Direct Vote without attending the General Meeting by informing the Chief Executive Officer in writing no later than 48 hours before the time of the Meeting in respect of which the vote was to apply.
- (4) Direct Votes must be counted when determining votes by poll or on a show of hands at a General Meeting, the results of which are to be included in the minutes.

Committees and Panels

50-51.

- (1) The Federal Council may appoint Committees or Panels consisting of members of the Association and such other persons as it thinks fit with powers and duties as it may determine or delegate other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Federal Council by the Act, by any other law in force in the Commonwealth of Australia or by resolution of the Association in General Meeting.
- (2) Committees or Panels so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Federal Council.
- (3) The Federal President or the President's nominee shall ex officio be a member of all Committees with the right to vote ~~and the Chief Executive Officer shall be a non-voting member of all Committees~~ unless otherwise specified by Federal Council.
- (4) Minutes that accurately convey the resolutions and other business transacted at all Committee meetings shall be made and kept.
- (5) The administration of Committees and Panels shall be as specified in the By-Laws of the Association.

Validation of Acts of Federal Council, Federal Executive, Committees and Panels

54-52.

- (1) All matters transacted by the Federal Council or by the Federal Executive or by a Committee or Panel of the Federal Council hereinafter referred to ~~or by any person or persons acting as alternate Federal Councillors~~ shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Federal Councillors, Federal Executive, Committee or Panel members or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person were duly appointed and qualified to be a Federal Councillor or member of the Federal Executive, Committee or Panel as the case may be.
- (2) All matters transacted by the Federal Council or by the Federal Executive or by a Committee or Panel of the Federal Council must avoid and be seen to have avoided potential for conflict of interest as depicted in **Clauses 38-39** (10) and (11).

Association Business Conducted By Electronic and/or Postal Communications

52-53. Electronic conferencing

- (1) The Federal Council, Federal Executive, Committees and Panels of the Federal Council are not obliged solely to convene meetings in person but may also meet together by any form of audio or audio visual instantaneous communication for the dispatch of notified business, and may adjourn and otherwise regulate business as they think fit.

- (2) Such business transacted under the provisions of **Clause 52-53 (1)** shall be recorded in accordance with **Clauses 38-39 (10), 50 (4), 79 and 85** and shall be as valid and immediately effective as if recorded at a meeting attended by members in person.
- (3) A member or members of Federal Council, Federal Executive, Committees and Panels of Federal Council, provided a quorum of members physically present at a scheduled meeting is achieved, may on occasion of unusual circumstances, and only on approval of the President or Committee **ChairmanChair** and the Chief Executive Officer, as the case may be, attend all or part of the meeting by teleconference.

53-54. Electronic / Postal Ballots

- (1) The Federal Council, Federal Executive, Committees and Panels of Federal Council may, on any matter which has already been discussed, at any time institute a ballot to be conducted by electronic or postal communication.
- (2) The Federal Council, Federal Executive, Committees and Panels of Federal Council may, in circumstances deemed urgent by the President, institute a ballot to be conducted by electronic or postal communication.
- (3) Ballots transacted under the provisions of **Clauses 53-54 (1) or 53-54 (2)** shall require the assent to the motion of at least three-quarters of the votes recorded (provided that the number of votes recorded, as distinct from abstentions, is at least equal to the quorum of the body holding the ballot).
- (4) The Federal Executive may at any time and shall at the request of Federal Councillors from at least three different Branches institute a ballot to be conducted by electronic or postal communication with all Federal Councillors on any motion prepared by the Federal Executive or Federal Councillors from at least three different Branches as aforesaid.

A motion assented to under the provisions of this Clause by at least three-quarters of the votes recorded (provided that at least 12 votes, as distinct from abstentions, are recorded) or by the votes of all Federal Councillors from five Branches who vote on the motion shall be as valid and effectual as if it had been passed at a meeting of the Federal Council attended in person by the Councillors.

- (5) The date set for the return of votes transacted under the provisions of **Clauses 53-54 (1), 53-54 (2) or 53-54 (4)** shall be not less than seven days and no more than 28 days from the day of the ballot's transmission.
- (6) Ballots transacted under the provisions of **Clauses 53-54 (1), 53-54 (2) or 53-54 (4)** shall be as valid and immediately effective as if made at a meeting attended by its members and shall be reported to the next meeting attended in person by its members and so recorded in the minutes thereof.

Federal Councillor's Expenses

54-55. The Federal Councillors shall be entitled to be paid their reasonable travelling and accommodation expenses incurred in consequence of their attendance at meetings of the Federal Council and otherwise in the execution of their duties as Federal Councillors.

Borrowing Powers

55-56. The Federal Council may from time to time at its discretion raise or borrow or secure the payment of any sums of money for the purposes of the Association. The Federal Council may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions and in all respects as it may think fit and in particular by the issue of debentures or debenture stock or other obligations of the Association and either without security or secured by deposit or pledge of the securities or property of the Association or by mortgage, bills of exchange or promissory notes or other instruments or in any other manner, and if considered advisable for any such purpose the Federal Council may charge, assign and convey as security all or any of the property of the Association both present and future.

The Federal Executive

~~56-57.~~

- (1) The Federal Executive of the Federal Council shall consist of:
 - The Federal President;
 - The Federal Vice-President; and
 - ~~• The Federal Treasurer;~~
 - ~~• The First Three Federal Executive Councillors; and~~
 - ~~The Second Federal Executive Councillor.~~
- (2) The Federal President shall take the Chair at General Meetings of the Association and meetings of the Federal Council and the Federal Executive, be the Association's chief representative in dealings with external bodies and individuals, oversee the proper coordination and conduct of the Association's business and perform such other functions as may from time to time be stipulated by the membership of the Association or by the Federal Council PROVIDED THAT all such actions are consistent with the Association's Constitution and existing policies.
- (3) The Federal Vice-President shall deputise for the Federal President when the occasion demands and shall perform such other functions as may from time to time be stipulated by the Federal Council or the Federal President.
- ~~(4) The Federal Treasurer shall maintain surveillance of matters involving the finances of the Association, including general oversight of the management of funds, budgets, balance sheets, income and expenditure and cash flows.~~
- ~~(5)~~(4) ~~The First~~ Federal Executive Councillors shall deputise for the Federal Treasurer when the occasion demands and shall perform such ~~other~~ functions as may from time to time be stipulated by the Federal Council or the Federal President.
~~The Second Federal Executive Councillor shall perform such functions as may from time to time be stipulated by the Federal Council or the Federal President.~~

~~57-58.~~ The Federal Executive shall consist of Federal Councillors appointed by at least three Branches.

~~58-59.~~ Members of the Federal Executive shall hold office until 6.00 p.m. on the day of the Annual General Meeting convened in respect of the next year after the year in which they were elected when they shall retire but they shall be eligible for re-election for a further term PROVIDED THAT they are still Federal Councillors.

~~59-60.~~

- (1) A member of the Federal Executive shall vacate office if for any reason that person ceases to be a Federal Councillor or is removed from office by a resolution passed by a majority of three-quarters of the Federal Councillors present at a meeting of the Federal Council specially convened for the purpose of considering such resolution.
- (2) Notwithstanding **Clause ~~59-60~~ (1)** that a member of the Federal Executive may cease to hold the office of Federal Councillor on the 30th day of August in an even year by reason of not being reappointed to such office that person shall be entitled to continue to hold office as a member of the Federal Executive until 6.00 p.m. on the day of the next Annual General Meeting and shall continue to have all the rights and privileges of a Federal Councillor except the right to vote at meetings of the Federal Council.

~~60-61.~~ Any casual vacancy occurring in the Federal Executive may be filled by an appointment made by the remaining members of the Federal Executive for the time being but any person so appointed to fill the casual vacancy shall hold office only until the next meeting of the Federal Council but shall then be eligible for election by the Federal Council to the Federal Executive. Any person elected by the Federal Council to fill a casual vacancy in the Federal Executive in accordance

with this Clause shall hold office only for the remainder of the term during which the predecessor would have remained in office.

~~64-62.~~ If for any reason any member of the Federal Executive is unable to carry out the duties of office the Federal Executive may appoint another Federal Councillor to the Federal Executive for such time as the replaced member of the Federal Executive is unable to perform those duties.

Procedure for Election of the Federal Executive

~~62-63.~~ The Federal Executive shall be elected for a one-year term at the meeting of Federal Council convened immediately prior to the Annual General Meeting held between 1st October and 30th November each year and shall take up office in accordance with **Clause 5859**.

~~63-64.~~ Nominations for the Federal Executive may be submitted by any Federal Councillor and shall be signed by a proposer who must be a Federal Councillor and the candidate for election. All such nominations must be lodged with the Chief Executive Officer at least 21 days prior to the date of the meeting at which the election of the Federal Executive is to take place. Each nomination must stipulate the office sought as first choice. A candidate shall not be eligible for election to higher office than that stipulated on the nomination (except in accordance with **Clause 69,70**). A candidate who is unsuccessful in the election for a particular office shall have the option of being considered a candidate for any remaining office(s).

~~64-65.~~ All Officers of the Federal Executive retiring by effluxion of time shall be eligible for nomination and election to office.

~~65-66.~~ At least 14 days before the date fixed for the meeting referred to in **Clause 62-63** the Chief Executive Officer shall forward to each Federal Councillor and to each Branch Secretary full details of all nominations received for the election of the Federal Executive.

~~66-67.~~ Any candidates may by written communication to the Chief Executive Officer (provided such communication is received at the Federal Secretariat before the commencement of the meeting of the Federal Council) or may at the meeting of the Federal Council withdraw their nominations.

~~67-68.~~ The first member of the Federal Executive to be elected shall be the next Federal President of the Association who shall be elected at the meeting from those candidates who have been nominated for the office in accordance with **Clause 6364**. The outgoing Federal President, if a candidate for re-election, shall vacate the Chair in order that a Federal Councillor who is not a candidate for the office may conduct the election for Federal President.

~~68-69.~~ ~~The sequence for election shall be After the election of~~ the Federal President, the Federal Vice-President ~~and~~, the ~~Federal Treasurer, the First~~ Federal Executive Councillors ~~and the Second Federal Executive Councillor shall be elected in that sequence.~~

~~69-70.~~ If there is no nomination submitted in accordance with **Clause 63-64** for one or more Officers of the Federal Executive the ~~Chairman~~Chair of the meeting shall call upon the Councillors present to propose from names of persons nominated for the Federal Executive a candidate or candidates for such office(s) and from such candidates (if more than one) the Officer(s) in question shall be elected by the Federal Councillors present at the meeting.

~~70-71.~~ The election of all members of the Federal Executive shall be by exhaustive ballot and no person shall hold more than one office at any one time.

~~74-72.~~ If at such a meeting insufficient nominations are still received under **Clauses 63-64** and **70-71** to fill all positions on the Federal Executive the ~~Chairman~~Chair shall call for nominations from the meeting. In the event of insufficient nominations there shall be deemed to be a casual vacancy and it shall be filled in accordance with the provisions of **Clause 6061**.

Powers and Proceedings of the Federal Executive

~~72-73.~~

- (1) The Federal Executive shall be subject to the general control and direction of the Federal Council and shall implement the decisions reached at General Meetings of the Association and meetings of the Federal Council and may take any action for the purpose of implementing any objects, policies and powers of the Association not inconsistent with this Clause.
- (2) The Federal Council may delegate to the Federal Executive all or any of its powers and functions upon such terms and conditions and for such a period or periods as it deems fit, other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Federal Council by the Act, by any other law in force in the Commonwealth of Australia or by resolution of the Association in General Meeting.
- (3) A member of the Federal Executive 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 of the Federal Executive shall be obliged to declare such interest to the meeting and shall not participate in discussion or vote in respect of the matter PROVIDED HOWEVER that participation in discussion may be allowed at the discretion of the ~~Chairman~~Chair and a vote may also be returned if a majority of the members of Federal Executive present agree to this.
- (4) **Clause ~~72-73~~(3)** does not apply to a material interest that:
 - (a) exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) the member has in common with all, or a substantial proportion of, the members of the Association.

~~73-74.~~ The Federal Executive shall meet whenever required by the Federal President or at the request of two other members thereof and the Federal Executive shall meet at least four times in any one calendar year.

~~74-75.~~ The Federal President shall be entitled to take the Chair at all meetings of the Federal Executive and if the Federal President does not do so through absence or otherwise the Federal Vice-President shall be so entitled to take the Chair.

If neither the Federal President nor the Federal Vice-President is present at the time appointed for the commencement of the meeting of the Federal Executive the other members of the Federal Executive present may appoint a ~~Chairman~~Chair from amongst their number.

~~75-76.~~ A quorum at any meeting of the Federal Executive shall be constituted by three members.

~~76-77.~~ At the meetings of the Federal Executive each member present shall have one vote but in the case of an equality of votes the ~~Chairman~~Chair shall have a casting vote in addition to a deliberative vote.

~~77-78.~~ The Federal Executive may at any time and shall at the request of Federal Councillors from at least three different Branches refer and circulate amongst the Federal Council a motion proposed for determination in accordance with Clause ~~53-54~~(4).

~~78-79.~~ The Federal President may with the approval of the Federal Vice-President take immediate action (not inconsistent with the policy of the Association) on any urgent matter which might arise PROVIDED ALWAYS that details of such action shall be reported in writing to the next meeting of the Federal Executive and recorded in the Minutes thereof.

~~79-80.~~ All decisions of the Federal Executive shall be recorded in the Minutes of each meeting PROVIDED ALWAYS that matters which in the opinion of the Federal Executive are confidential need not be included in such reports but if not so included shall be reported by the Federal Executive to the Federal Council at its next meeting.

~~80-81.~~ The Federal Executive shall have power to appoint Committees consisting of such members of the Association and such other persons as it thinks fit and with such powers as it may properly

delegate to such Committees and in the exercise of the powers so delegated such Committees shall conform to any regulations that may be imposed on them by the Federal Executive.

~~81-82.~~ In addition to the Minutes of its meetings the Federal Executive may from time to time and shall whenever called upon by requisition of at least half the Federal Councillors to do so submit interim reports to meetings of the Federal Council in respect of matters, transactions and affairs that have arisen or occurred or have been dealt with by the Federal Executive.

Chief Executive Officer

~~82-83.~~ The Chief Executive Officer shall attend all General Meetings of the Association and all meetings of the Federal Council and of the Federal Executive unless otherwise authorised by the Federal President and shall have responsibility for implementing the decisions taken at such meetings, in addition to which the Chief Executive Officer shall also have responsibility for the day to day management of the Federal Secretariat, for the performance of functions and duties prescribed in this Constitution, for general oversight of the Committees of the Association and for such other things as may from time to time be stipulated by the Federal Council or the Federal President or as may otherwise be conducive to achievement of the objects of the Association.

By-Laws and Policy Statements

~~83-84.~~

- (1) The Federal Council may from time to time and by ordinary resolution make such By-Laws, Policy Statements and regulations not inconsistent with these Clauses as it thinks necessary for carrying out the objects of the Association or for the regulation of its affairs and any such By-Laws, Policy Statements and regulations may from time to time in like manner be altered, varied or repealed.
- (2) Any By-Law or Policy Statement or alteration to any By-Law or Policy Statement of the Association made by Federal Council may be disallowed by a special resolution of the Association in General Meeting.
- (3) No change of By-Law or Policy Statement made by the Association in General Meeting shall invalidate any prior act of the Federal Council which would have been valid if such change had not been made.

Ethics

~~84-85.~~ The Federal Council may adopt Code of Ethics, for the purpose of encouraging and maintaining the highest standards of professional conduct by members of the Association, if agreed to by not less than three-quarters of the votes recorded at a meeting of the Federal Council (provided that at least 12 votes, as distinct from abstentions, are recorded) or by the votes of all Federal Councillors from five Branches.

Minutes

~~85-86.~~

- (1) The Federal Council shall cause Minutes to be made and kept of:
 - (a) all meetings of the Federal Council in accordance with **Clause ~~38-39~~ (1112)**;
 - (b) all meetings of the Federal Executive in accordance with **Clause ~~7980~~**;
 - (c) all meetings of all Committees in accordance with **Clause ~~50-51~~ (4)**; and
 - (d) all General Meetings of the Association in accordance with **Clause ~~48-49~~ (6)**.

(2) Any such Minutes of any such meeting if purporting to be signed by the ~~Chairman~~Chair of such meeting or by the ~~Chairman~~Chair of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such Minutes.

~~(2)~~(3) Such Minutes shall be distributed as specified in the By-Laws of the Association.

~~(3)~~(4) Minutes of meetings of Federal Council, Federal Executive, Committees and Panels are confidential.

~~(4)~~(5) Subject to approval of the meeting any recording of a meeting shall be erased once the minutes of that meeting have been confirmed.

Seal

~~86~~87.

- (1) The Seal of the Association shall be kept in the custody of the Chief Executive Officer.
- (2) The Seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Federal Council or of the Federal Executive and in the presence of at least one member of the Federal Executive and of the Chief Executive Officer or such other person as the Federal Council or the Federal Executive may appoint for the purpose. The member of the Federal Executive and the Chief Executive Officer or such other person as aforesaid shall sign every instrument to which the Seal of the Association is so affixed in their presence.

Association Books and Records

~~87~~88.

- (1) Subject to the Act, the Regulations thereto and this Constitution, the Chief Executive Officer shall have custody or control of all records, books, documents and securities of the Association.
- (2) Subject always to the provisions of **Clause 91-92** a member may apply to a Federal Councillor for access to specific records of the Association or for copies thereof and the Federal Councillor shall make any necessary arrangements with the Chief Executive Officer for such access. If the request is for documents whose nature is such that access may be prejudicial to the interests of the Association, a member or members or non-members with whom the Association may have dealings, the matter shall be referred to the Federal Council for determination.

Funds

~~88~~89.

- (1) The funds of the Association shall be derived from the annual subscriptions of members, donations and, subject to Section 114 of the Act, such other sources as the Federal Council may determine from time to time.
- (2) All money when received on account of the Association by the Federal Council or any Officer thereof shall be paid into the bank account of the Association.
- (3) Subject always to any resolution passed by the Association in General Meeting the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Federal Council shall determine.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons being Federal Councillors or persons authorised by Federal Council for this purpose.

Accounts

~~89-90.~~ The Federal Council shall cause proper accounts to be kept with respect to:

- (1) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place;
- (2) all sales and purchases of goods by the Association; and
- (3) the assets and liabilities of the Association.

~~90-91.~~ The accounts and all books, letters, papers and documents of the Association shall be kept at the Federal Secretariat or at such other place or places as the Federal Council shall think fit. The accounts and all books, letters, papers and documents of the Association shall always be open to the inspection of a Federal Councillor.

~~94-92.~~ Subject to any reasonable restriction as to the time and manner of inspection that may be determined by Federal Council, the accounts of the Association shall be open to the inspection of members not being Federal Councillors.

~~92-93.~~ The Federal Council shall from time to time cause to be prepared and to be laid before the Annual General Meeting the Annual Accounts covering the period up to the end of the immediately preceding financial year of the Association.

~~93-94.~~ A copy of the Annual Accounts to be laid before the Annual General Meeting shall, not less than seven days before the date of the meeting, be sent to all persons entitled to receive notice of meetings of the Federal Council.

Audits

~~94-95.~~

- (1) The financial year of the Association shall end on the 30th day of June each year.
- (2) At least once in every year the accounts of the Association shall be examined and the correctness of the statement of income and expenditure and balance sheet ascertained by one or more registered company auditor(s) in compliance with the relevant Sections of Part V of the Act.

~~95-96.~~ Any auditor retiring from office shall be eligible for re-election.

~~96-97.~~ The auditor shall at all reasonable times have access to the accounts of the Association.

~~97-98.~~ If any casual vacancy occurs in the office of auditor the same shall forthwith be filled by decision of the Federal Council.

~~98-99.~~ The auditor shall be supplied with copies of the statement of income and expenditure and balance sheet intended to be laid before the Annual General Meeting at least 21 days before the Meeting to which the same are to be submitted and it shall be the duty of the auditor to examine the same with the accounts and vouchers relating thereto and report thereon to the Annual General Meeting.

~~99-100.~~ _____ The Federal Council shall ensure that audit mechanisms and controls are in place with respect to potential risks associated with the Association's property, finances, human resources, members' interests and activities.

Indemnity

~~100-101.~~ _____ The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by **Clause 24 (2)**.

~~101-102.~~ _____

- (1) Members of the Federal Council, Committee members and any other Officers and servants of the Association shall be indemnified by the Association against all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into or action or deed done by them in any way in the discharge of their duties, and it shall be the responsibility of the Federal Council to pay all costs, losses or expenses out of the funds of the Association PROVIDED HOWEVER if such costs, losses or expenses have arisen through the person's gross negligence, default, breach of duty or breach of trust then no such indemnity shall be extended to that person for such costs, losses or expenses.
- (2) Members of the Federal Council or any Committee member or the Chief Executive Officer or any other Officer appointed by the Federal Council shall not be liable for:
 - (a) acts, receipts, neglects or defaults of any other member or Officer; or
 - (b) joining in any receipt or act of conformity; or
 - (c) any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Federal Council; or
 - (d) the insufficiency or deficiency of any security in or upon which the moneys of the Association are invested; or
 - (e) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person(s) with whom any moneys, securities or effects are deposited; or
 - (f) any loss occasioned by any error of judgement or oversight on their part; or
 - (g) any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or in relation thereto unless the same happened through their own negligence, default, breach of duty or breach of trust.
- (3) The Association shall effect and maintain insurance to ensure indemnity to cover potential claims as allowed by law and in accordance with **Clauses 102 (1) and (2)**.

Public Officer

~~402-103.~~ There shall be a Public Officer as required by the Act who shall be appointed by the Federal Council.

Service of Notice

~~403-104.~~

- (1) A notice required under this Constitution may be served by or on behalf of the Association upon any member either in person or by sending it by post to the member at the member's address shown in the Register of Members.
- (2) Where a document is sent to a person by addressing, prepaying and posting it, the document shall, unless the contrary be proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Intellectual Property

~~404-105.~~

- (1) The Association may from time to time and in its absolute discretion seek the assistance of members of the Association in the preparation, creation, generation, refinement, development or alteration ("authorship") of documents, text or any other work protected by the law of copyright, trade mark, design, patent or confidential information ("Intellectual Property").

- (2) If any member of the Association is requested and agrees to participate in any generation of Intellectual Property for the Association, then all Intellectual Property rights and interests, in whatsoever form and howsoever expressed, will reside solely and entirely as a matter of ownership with the Association PROVIDED HOWEVER where a member contributes to the Association's CPD activities, then this contribution will remain the member's intellectual property, unless otherwise agreed.
- (3) The assignment effected by **Clause 104-105 (2)** is full, final and irrevocable.
- (4) Any member whose Intellectual Property rights are the subject of **Clause 104-105** covenants to do all things and execute all documents as necessary at any time to perfect or otherwise complete the assignment contemplated by **Clause 104-105** at law, in equity or at all.

Disciplining of Members Disputes and Ethical Complaints

~~105. The Association's involvement in disciplining of members must be dealt with confidentially and shall be limited to:~~

- ~~(1) the consideration by Federal Executive of any written complaint against a member, submitted to the Association from either a member of the public or a member of the Association or of any public notice of a member having a guilty verdict or a penalty recorded by a Court:

 - ~~(a) in those cases that in the opinion of the Federal Executive might constitute a possible breach or infringement by a member of the Constitution, By-Laws, or Code of Ethics of the Association or of the member's Branch, or an act or practice or conduct calculated or likely to bring discredit upon or be injurious to the character, welfare, reputation or interests of the Association, and/or;~~
 - ~~(b) those where the conduct of the practitioner, whether occurring in connection with the practice of the health practitioner's profession or not, that is inconsistent with the practitioner being a fit and proper person to hold registration as a dentist.~~~~
- ~~(2) referring all such cases to the member's Branch for investigation pursuant to that Branch's Constitution.~~
- ~~(3) conflicts of interest with respect to any matter under consideration at a meeting of members, or of the Federal Council, or of the Federal Executive, that are not declared in accordance with **Clauses 11 (2), 38 (10) and 72 (3)** respectively, but later becomes apparent, and which should always necessitate and receive censure of the offending person(s) at first opportunity by the Chairman of the meeting or by the President, and any vote by such person(s) on the matter must be declared null and void;~~

~~action to correspond with the action of a Branch when notified that a member has been suspended or expelled by the Branch, or that an imposed penalty has been lifted.~~

Complaints

106. (1) The procedures set out in **Clause 106 and Clause 107** are subject to any requirements under the Act and shall apply to:
 - (a) disputes between
 - (i) a Member and ADA Inc. including Federal Council or a Federal Officer
 - (ii) a person and a member of ADA Inc.'s staff
 - (b) ethical complaints
- (2) In any of the procedures set out in **Clause 106 and Clause 107** a Member may appoint any person other than a legal practitioner to act on their behalf, in a manner as determined by the Federal Council.
- (3) A Member who is the subject of a disciplinary procedure under these Clauses must not initiate the procedures set out in **Clauses 106 and 107** in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

The Chair's Action

- (4) Any written complaint pursuant to **Clause 106 (1)**, submitted to ADA Inc., shall be referred to the Chair of the Disputes and Ethics Committee for assessment and action pursuant to **Clauses 106(3), 106(4), 106(5) and 107** PROVIDED HOWEVER that the Federal Council at its discretion may direct the Chair of the Disputes and Ethics Committee to avoid, discontinue or postpone investigations of complaints related to particular clauses of the Constitution or By-Laws thereupon specified by the Federal Council, for a period of time also to be specified.
- (5) The Chair may at their discretion
- (a) conduct further investigation of the complaint personally; or
 - (b) refer such complaint to a panel comprised of three members of the Disputes and Ethics Committee for investigation.

Disputes between a Member and ADA Inc.

- (6) The Chair or panel of the Disputes and Ethics Committee shall determine disputes between a Member and ADA Inc. PROVIDED HOWEVER that the Member must be given an opportunity to be heard on the matter which is the subject of the dispute and may appeal the decision at a General Meeting in a manner consistent with **Clauses 44(4) and (5) or 107(7) and 107(8)**.

Ethical Complaints

107. (1) After receipt and consideration of a written opinion from the Chair or panel of the Disputes and Ethics Committee investigating a complaint against such Member the Federal Council may consider further action.

Disciplinary Actions

- (2) If, in the opinion of the Federal Council, a Member may have been or may be guilty of an infringement of the Constitution or By-Laws of ADA Inc., or of any act, practice or conduct calculated or likely to bring discredit on or be injurious to the character, welfare, reputation or interests of the Branch, the Association or of the profession generally, the Federal Council shall call upon such Member to justify and explain such infringement, act, practice or conduct at a meeting of the Federal Council either personally or by the submission of a written statement. The Federal Council shall give such Member at least 14 days' notice of the meeting at which the case is to be heard, which notice shall contain particulars of the infringement, act, practice or conduct complained of.
- (3) If, after considering the statement in explanation (if any) submitted or made by the Member as aforesaid, a majority of the members of the Federal Council entitled to vote is of the opinion that the infringement of the Constitution or By-Laws is proven, or otherwise that the act, practice or conduct of such Member has discredited or has been or is injurious to the character, welfare, reputation or interests of the Branch, the Association or the profession generally, the Federal Council at such meeting or subsequently may, either singly or in any possible combination,
- (a) instruct the President to counsel and give remedial advice, with such action not to be recorded as an infringement.
 - (b) instruct the President to issue a reprimand and/or remedial advice directly, or in conjunction with another Member appointed by the Federal Council, or in writing.
 - (c) censure the Member directly or in writing.
 - (d) impose a fine of up to the maximum specified in the Act.

- (e) suspend the Member from rights of Membership including without limitation the functions and services provided by the Branch and the Association and attendance at any of their Meetings for a period not exceeding 12 months in which case the Member shall forfeit any office held.
- (f) expel the Member from Membership of ADA Inc. PROVIDED HOWEVER that a resolution for the expulsion of a Member shall be required to be passed by not less than three-fourths of the members of the Federal Council present at the meeting. Once an infringement has been established, only then may the Federal Council take into consideration any previous disciplinary action(s) against the Member.
- (4) A Member shall be forthwith notified in writing of any resolution of the Federal Council for suspension or expulsion as aforesaid. Such notification shall also be given to the Branch and to the Affiliates and Groups of the Branch.
- (5) The Federal Council may inform Membership of any penalties imposed pursuant to **Clause 107 (3)**.
- (6) Any Member penalising as aforesaid shall have the right to appeal to a General Meeting of ADA Inc. PROVIDED that notice of such appeal, stating the grounds, therefore, shall be given in writing by the Member to the President within 14 days from the passing by the Federal Council of the resolution for such penalising of the Member. Within 28 days from the receipt of such notice of appeal, the Federal Council shall convene a General Meeting to consider the appeal.
- (7) A majority of not less than three-fourths of the Members present at such General Meeting shall have power to annul the penalty or to annul the same subject to such conditions as the Meeting may think fit to impose PROVIDED that if suspension or expulsion is so annulled by the General Meeting, the Membership of the Member concerned shall be deemed not to have been suspended or terminated.
- (8) A Member suspended or expelled under this Rule shall forfeit all right to and claim upon the Branch and the property and funds of the Branch.
- (9) Non-compliance with any disciplinary action imposed under this Clause shall be deemed to constitute infringement of the Constitution and may lead to forfeiture of Membership if not less than three-fourths of the Federal Council so resolve PROVIDED the Member concerned is then notified of such resolution and given a specified time in which to effect compliance. The Member shall also have the right of appeal against forfeiture of Membership in the manner of **Clause 107 (6)**.

Lifting of Penalty

- (10) A penalty imposed on a Member pursuant to **Clause 107 (3)** may subsequently be subject to annulment or early lifting by a resolution of the Federal Council passed by not less than three-fourths of the members of the Federal Council. The Member concerned shall forthwith be notified in writing of the resolution of the Federal Council for the annulment or early lifting of a penalty imposed under **Clause 107(3)**. Such notification shall also be given to the Branch and to the Affiliates and Groups of the Branch.

Journal

108. The Association shall publish or cause to be published the Journal and any other publications as determined by Federal Council.

Affiliation

109. The Council may admit to affiliation with the Association any national dental or medical association, body or society on terms and conditions as determined by Federal Council.

Amendments to the Constitution

110. This Constitution may from time to time be amended or added to or repealed and a new one substituted therefor only by Special Resolution of the Association in the manner prescribed in Section 70 of the Act.

Extract from A.C.T Associations Incorporations Act 1991 - Section 70 Special Resolutions

A resolution of an incorporated association shall be taken to be a special resolution if

it is passed at a general meeting of the association, being a meeting of which at least 21 days' notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the association; and it is passed by at least three-quarters of those members of the association who, being entitled to vote, vote in person or, where the rules of the association permit voting by proxy, vote by proxy at the meeting.

Please note: To amend the Association's Constitution, a Special Resolution as detailed above is required.

List of Amendments

Clause 2 (1)	Amended Special General Meeting April 17, 2009.
Clause 2 (2)	Adopted Special General Meeting April 17, 2009.
Clause 5 (3)	Amended Special General Meeting August 18, 2017.
Clause 5 (7)	Amended Special General Meeting November 16, 2012.
Clause 7	Amended Special General Meeting November 19, 2010.
Clause 7 (3)	Adopted Special General Meeting November 16, 2012.
Clause 8	Amended Special General Meeting November 19, 2010.
Clause 8 (2)	Amended Special General Meeting April 17, 2009.
Clause 8 (3) (a)	Amended Special General Meeting April 17, 2009.
Clause 8 (6)	Adopted Special General Meeting November 19, 2010.
Clause 8 (7)	Adopted Special General Meeting November 16, 2012.
Clause 9 (1) (a)	Amended Special General Meeting August 24, 2018.
Clause 9 (1) (b)	Amended Special General Meeting November 3, 2006.
Clause 9 (2)	Editorially amended Federal Council Meeting April 7/8, 2005.
Clause 9 (2) (a)	Adopted Special General Meeting August 24, 2018.
Clause 9 (2) (b)	Amended Special General Meeting November 3, 2006.
Clause 10	Amended Special General Meeting November 16, 2012.
Clause 11	Amended Special General Meeting November 19, 2010.
Clause 11 (1)	Amended Special General Meeting November 16, 2012.
Clause 11 (2)	Adopted Special General Meeting November 16, 2007.
Clause 11 (3)	Adopted Special General Meeting November 15, 2013.
Clause 12 (2)	Amended Special General Meeting April 15, 2011.
Clause 12 (5)	Adopted Special General Meeting November 16, 2012.
Clause 19	Amended Special General Meeting November 14, 2014.
Clause 20	Amended Federal Council Meeting November 3, 2006.
Clause 21	Amended Federal Council Meeting November 3, 2006.
Clause 25	Amended Special General Meeting November 16, 2012.
Clause 26	Amended Special General Meeting August 28, 2015.
Clause 27	Adopted Special General Meeting August 24, 2018.
Clause 29	Amended Special General Meeting November 13, 2015.
Clause 30	Amended Special General Meeting August 28, 2015.
Clause 33	Amended Special General Meeting November 13, 2009.
Clause 34	Amended Special General Meeting November 13, 2015.

Clause 35	Amended Special General Meeting November 14, 2014.
Clause 36 (3)	Amended Special General Meeting August 24, 2018.
Clause 38 (10)	New sub-clause 38 (10) adopted Special General Meeting November 16, 2007
Clause 38 (11)	New sub-clause 38 (11) adopted Special General Meeting November 15, 2013.
Clause 38 (12)	Renumbered [formerly 38 (11)] Special General Meeting November 15, 2013.
Clause 40	Amended Special General Meeting November 13, 2015.
Clause 41	Amended Special General Meeting November 14, 2014.
Clause 42 (1)	Amended Special General Meeting November 14, 2014.
Clause 42 (2)	Amended Special General Meeting November 13, 2009.
Clause 44 (1)	Amended Special General Meeting August 28, 2015.
Clause 44 (2)	Amended Special General Meeting August 28, 2015.
Clause 50 (1)	Amended Special General Meeting November 15, 2013.
Clause 50 (2)	Amended Special General Meeting November 15, 2013.
Clause 50 (3)	Amended Special General Meeting November 16, 2007.
Clause 50 (5)	Amended Special General Meeting November 15, 2013.
Clause 51 (1)	Amended Special General Meeting November 15, 2013.
Clause 51 (2)	Amended Special General Meeting November 15, 2013.
Clause 52	Amended Special General Meeting November 15, 2013.
Clause 53	Amended Special General Meeting November 15, 2013.
Clause 53 (3)	Amended Special General Meeting April 17, 2009.
Clause 53 (4)	Amended Special General Meeting April 17, 2009.
Clause 56 (5)	New sub-clause 56 (5) adopted Special General Meeting November 18, 2011.
Clause 56 (6)	Amended and renumbered [formerly 56 (5)] Special General Meeting November 18, 2011.
Clause 59	Amended Special General Meeting August 28, 2015.
Clause 62	Amended Special General Meeting November 14, 2014.
Clause 63	Amended Special General Meeting August 18, 2017.
Clause 68	Amended Special General Meeting November 18, 2011.
Clause 71	Amended Special General Meeting August 18, 2017.
Clause 72 (3)	Adopted Special General Meeting November 16, 2007.
Clause 72 (4)	Adopted Special General Meeting November 15, 2013.
Clause 79	Amended Special General Meeting April 15, 2011.
Clause 83 (2)	Amended Special General Meeting November 3, 2006.
Clause 84	Amended Special General Meeting November 16, 2012.
Clause 85 (2)	Amended Special General Meeting November 3, 2006.

Clause 85 (2)	Amended Special General Meeting April 15, 2011.
Clause 85 (3)	Adopted Special General Meeting April 15, 2011.
Clause 101 (2)	Amended Special General Meeting November 3, 2006.
Clause 104	Adopted Special General Meeting November 19, 2010.
Clause 105	Amended Special General Meeting August 26, 2016.
Clause 106	Adopted Special General Meeting August 24, 2018.
Clause 107	Adopted Special General Meeting August 24, 2018.
Clause 108	Renumbered [formerly 106] Special General Meeting August 24, 2018.
Clause 2	Amended Special General Meeting April 12, 2019
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Clause 38	Amended Special General Meeting April 12,2019
Clause 40	Adopted Special General Meeting April 12,2019
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History

1909

The first federation of dental societies in the Commonwealth of Australia occurred in 1909 when an organisation known as “Australian Dental Association” was formed.

1910

In 1910 the name was changed to “The National Dental Association”.

1911

The first meeting of this Association was held in May 1911. At this meeting delegates represented three societies in New South Wales, two in Victoria and one each in Queensland, South Australia and Western Australia. During the period 1911–1928 there was some fusion of various societies in both New South Wales and Victoria.

1927

Australian Dental Congresses had been held in various capital cities since 1907. At the Sixth Australian Dental Congress held in Melbourne in August 1927 a special meeting of the Congress resolved to revert to the original title of “Australian Dental Association”.

1928

At Canberra on 19th June 1928 a meeting of delegates representing the five State societies took place. Articles of Association were drawn up and adopted and a Federal Council of the Australian Dental Association constituted. This Council met on the following day when it decided titles and arrangements for Branches and for the general management of the Association.

The Tasmanian Branch was formed in August 1928 and was represented at the second meeting of the Association, which was held in Brisbane in July 1930.

1935

Whereas the National Dental Association had been a federation of individual societies, sometimes three in one State, the new Association allowed for a federation of Branches constituted by an amalgamation of the various individual societies in any State. The Constitution, as adopted in 1928, was revised in 1935.

1961

The Constitution revision provided for membership by individual dentists while at the same time preserving the status of the Branches within the structure of the Association.

1971

In October 1971 a Constitution was adopted and application made for incorporation under the Association’s Incorporation Ordinance 1953–1966 of the Australian Capital Territory. Incorporation was granted on 10th December 1971.

1992

In 1991 the Legislative Assembly of the Australian Capital Territory passed a new Act to govern the incorporation of associations. The Associations Incorporation Act 1991, which replaced the 1953 Ordinance, was notably more detailed with 68 pages and 143 sections.

The effect on the Australian Dental Association was to require a substantial redrafting of the Constitution. Many changes in practice were mandated by the legislation, requiring numerous additions and alterations. Among these was the requirement that changes to the Constitution be made by “special resolution” at meetings of members (rather than by the Federal Council).

The Federal Council considered these matters, first at a meeting held in Melbourne on 19th and 20th March 1992 and then at a special meeting held on 18th July 1992, where the specific amendments to be proposed to the membership were determined.

The first General Meeting of the Association was held on 28th October 1992 and the required amendments passed.

1994

In April 1994 changes were made to the Constitution regarding the nomination process for Honorary Life Membership and subsequent election at a General Meeting of the Association.

1995

In November 1995 amendments to the Constitution were approved regarding who could be signatories for the Association's accounts.

1996

In April 1996 amendments to the Constitution included provision for reimbursement of Officers of the Association, minor changes to clauses on Honorary and Honorary Life Members and renaming Restricted Members as Concessional Members.

1997

The Constitution was altered in November 1997 so that Postal Ballots could include electronic communications and that the minimum time for a date of return of such ballots was reduced from 30 to 7 days from the date of distribution.

1998

In May 1998 minor amendments were made to the Constitution regarding casual vacancies of the office of Federal Councillor and the election of the Federal President.

2000

- In April a revised Constitution with the following elements was adopted:
- Federal Council became the final arbiter regarding the interpretation of the Constitution, By-Laws and Principles of Ethical Dental Practice;
- Changes to Individual Members and Privileges and Benefits clauses including transferring Branches not effecting Association membership and eligibility to attend Congresses;
- Addition of two further reasons for vacating the office of Federal Councillor;
- Improving the indemnity for members of Federal Council and Committees.

2001

In April 2001 amendments to the Constitution were approved to allow non-practising Concessional Members to be members of a Branch even if they resided outside that Branch's area. Later that year in November further amendments allowed members of Federal Executive to remain in office for the entire Federal Council meeting held in conjunction with the Annual General Meeting.

2002

In April 2002 the Constitution was changed so that Federal Executive shall be elected for a one-year term rather than a two-year term and so that the distinction between "Federal Councillor" and "member of Federal Council" was more clearly defined. In November 2002 new definitions for "~~Chairman~~Chair" and "Branch President" were added and the definition of "Federal Councillor" was amended.

2004

In April 2004 a revised Constitution with the following elements was adopted:

- Use of gender-neutral language;
- Changes to allow the recognition of the Australian Dental Association (NT Branch) Inc. as a full (previously a Provisional) Branch of the Association with the right to appoint one Federal Councillor;
- Reframing of the procedures for granting or withdrawal of Branch recognition;

- Inclusion of several new definitions;
- Removal of slight ambiguity in relation to the structure of Federal Council;
- Reworking of the procedure for the election of the Federal Executive to include a change in nomination requirements;
- Inclusion of role statements for members of the Federal Executive and the Chief Executive Officer;
- Extension of the Association's audit requirements;
- Refinement of the conditions for conduct of Federal Council business by post and electronic communication;
- Elimination of inconsistencies in style or formatting;
- Simplification of text where possible;
- Insertion of several new headings and altered clause numbering;
- Various clarifications and corrections;
- Addition of a Contents page, historical Foreword and Index.

The two features at the head of the above list were the most significant.

2005

- In April 2005 the Constitution was changed so that the Annual General Meeting must be held between 1st September and 30th November each year.

In November 2005 amendments to the Constitution were approved to create a sequence of election for all members of Federal Executive.

2006

In November 2006 amendments to the Constitution were approved that further clarified the difference between the roles of Federal Councillors and Federal Council and brought consistency to specifications for votes other than those requiring a simple majority.

2007

In November 2007 the Constitution was changed to:

- Specify that participants at Association meetings who have a conflict of interest must declare such conflict.
- Allow Federal Council discretion to specify Committees of which the Federal President and Chief Executive Officer shall not be ex officio members.

2008

In April 2008 the Constitution was amended to enable Federal Executive and Association Committees, in addition to Federal Council, to conduct business by teleconferencing and hold electronic/postal ballots. Rules for both were clarified and expanded.

2009

In April 2009 the Constitution was amended to:

- More accurately reflect that safety and quality of oral care is one of the priorities of the Association.
- Make membership classifications more uniform for the Association and its Branches and recognise that there is an Honours and Awards Committee that proposes nominations for Association Awards.

In November 2009 the Constitution was amended to:

- Ensure that Federal Council shall consist only of members of the Association.

- Specify that the business of an Annual General Meeting shall include the election of Honorary Life Member(s), if any.

2010

In November 2010 the Constitution was amended to:

- Ensure that ownership of all intellectual property rights and interests authored or generated for the Association, remain solely with the Association thus enabling it to protect its intellectual property from unauthorised use by others.
- More clearly define that members are individuals and are distinct from Branches.

2011

In April 2011 the Constitution was amended to:

- Include a new Clause to cover the disciplining of members.
- More clearly define that members who move from one Branch's jurisdiction to another ensure that they transfer their membership accordingly.
- Transfer the requirements for distribution of Association Minutes to the By-Laws.
- Include definitions of "Continuing Professional Development" and "a Court".

In November 2011 the Constitution was amended to:

- Separate the titles and duties of the two Federal Executive Councillors.
- Make reference to the By-Laws when dealing with administration of Committees.

2012

In November 2012 the Constitution was amended to:

- Include definitions of "Development Aid" and "Humanitarian Aid".
- Introduce a new membership category, "Associate Members".
- Allow for a mechanism providing the option for members to pay their annual subscriptions in instalments.
- Have "Code of Ethics" replace "Principles of Ethical Practice".

2013

In November 2013 the Constitution was amended to:

- Indicate that a conflict of interest would not apply if a member of an organisation belonged to a class of persons or whose benefit the organisation was established; or the member had in common with all, or a substantial proportion of, the members of the organisation.
- Reflect that 'Panels' can be established and are described in the By-Laws of the Association.
- More appropriately define "recognised national dental association".

2014

In November 2014 the Constitution was amended to:

- Return the situation to where the new Federal Councillors are appointed so that their first face to face meeting of Federal Council is the one associated with the AGM.
- Permit new members or members joining for less than a full year to pay their membership subscriptions on a pro rata basis.

2015

In August 2015 the Constitution was amended to:

- Enable more flexibility regarding subscription payments and how General Meeting notices are given.
- Have the ability to provide support to deceased members' partners for up to six months.

In November 2015 the Constitution was amended to:

- Recognise Federal Councillors' roles and responsibilities and define "quorum".
- Enable in exceptional circumstances longer leave of absence to be granted.

2016

In August 2016 the Constitution was amended to:

- Change the criteria for which guilty verdicts or penalties recorded by a Court are assessed for the initiation of disciplinary action.

2017

In August 2017 the Constitution was amended to:

- Change the definition of the "Federal Secretariat".
- Make the criteria for a Federal Councillor to have to vacate office consistent with **Clause 105**.

Define who can nominate someone for Federal Executive.

2018

In August 2018 the Constitution was amended to:

- Include a definition of "The Journal".
- Include a new Clause to cover The Journal.
- Include a new Clause to cover affiliation.
- No longer designate the Editor of the Australian Dental Journal as an Officer of the Association
- Define that nominations to Federal Council for Honorary Life and Honorary Membership must be made by a Committee.
- Clarify how Branches must forward the Association's subscriptions.
- Further make criteria for a Federal Councillor to have to vacate office consistent with disciplinary procedures.

2019

In April 2019 the Constitution was amended to:

- No longer include Branch Presidents as part of Federal Council.
- Establish a National Advisory Committee.
- Abolish [Alternate](#) Federal Councillors.

2019

In August 2019 the Constitution was amended to:

- Enable Direct Voting