



AUSTRALIAN SOCIETY OF PERIODONTOLOGY INC.

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1 PRELIMINARY

1.1 Definitions

In the Constitution unless there be something in the subject or context inconsistent therewith:

"Absolute Majority" means a majority of the votes of all members entitled to vote at the time, whether or not those members are present, and whether or not they vote.

"Act" means the *Associations Incorporation Act 1991* (ACT).

"ADA" shall mean the Australian Dental Association Inc.

"Biennial General Meeting" means the biennial general meeting of the Members in even calendar years, on a date determined by Federal Council.

"By-Laws" means By-Laws of the Society made by the Federal Council pursuant to the Constitution, and for the time being in force.

"Clause" means a clause of the Constitution.

"Conference" means the biannual general meeting of the State Branches.

"Constitution" means the constitution of the Society for the time being in force.

"Councilor" shall mean a member of the Federal Council.

"Executive" shall mean the directors or board of management of a State Branch.

"Federal Council" shall mean the Councilors of the Society and shall be constituted in accordance with the Constitution.

"Financial Year" means the year set in accordance with Clause 7.3.

"Liability" includes costs, charges, losses, damages, expenses and penalties.

"Management Committee" shall be the committee responsible for managing the affairs of the Society between meetings of the Council and shall be constituted in accordance with the Constitution.

"Managing State Branch" shall mean the State Branch where the Management Committee resides.

"Member" means a member for the time being of the Society appearing as such in the Register of Members.

"Officer" means:

- a Councilor;
- a person appointed to a committee established by the Federal Council in accordance with the Constitution; or
- a person appointed a trustee by, or acting as trustee at the express request of the Society.

"Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as such an Officer, or in the course of acting in connection with the affairs of the Society, or otherwise arising out of the Officer's holding such office (including proceedings alleging that he or she was guilty of negligence, default, breach of trust, or breach of duty in relation to the Society).

"Register of Members" shall mean a list of all Members of the Society.

"Society" shall mean the Australian Society of Periodontology Inc.

"State" means a State or Territory in Australia.

"State Branch" means an incorporated or unincorporated ASP branch, association, organization, group or company in a State that has been admitted to membership of the Society.

"State Branch Councilor" shall mean a Member of a State Branch elected by that State Branch to represent that State Branch on the Council.

"State Branch Member" shall be a State Branch fulfilling the requirements of this constitution.

"To the Relevant Extent" means:

- to the extent the Society is not precluded by law from doing so; and
- to the extent, and for the amount that the Officer is not otherwise entitled, to be indemnified and is not otherwise actually indemnified.

1.2 Interpretation

Unless the contrary intention appears in the Constitution:

- a. words importing the singular number only shall include the plural number and vice versa and words importing one gender only shall include every gender and words importing persons shall include companies and corporations;
- b. any words defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these articles;
- c. a reference to any statute, regulation, proclamation, ordinance or By-Law includes all statutes, regulations, proclamations, ordinances or By-Laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and By-Laws issued under that statute; and
- d. where a word or phrase is defined in the Constitution the word or phrase has the same meaning throughout the Constitution.

1.3 Objects

The objects for which the Society is established are:

- a. To foster, encourage and advance the science of Periodontology and related sciences;
- b. To promote the dissemination and to disseminate information related to the field of Periodontology.
- c. To promote the extension of knowledge of Periodontology and interest and participation in the field of Periodontology.
- d. The cultivation and promotion of excellence in the practice in Australia of Periodontology and related sciences.
- e. Providing an authoritative body of opinion on matters concerning Periodontology and related sciences for the public welfare.
- f. To promote scientific and clinical research in the field of Periodontology by making assistance available to individuals for such research.
- g. To promote, protect and further the interests of the Members of the Society.
- h. To ensure its activities are in accordance with the policies and welfare of the ADA.
- i. To do any other act that is authorized to do by any other law.
- j. To do all such other things that may in the opinion of the Society be incidental or conducive to the attainment of the aforementioned objects.

1.4 Legal Capacity and Powers

Solely for the purpose of carrying out the objects, the Society may, in any manner permitted by the Act:

- a. exercise any power;
- b. take any action; or
- c. engage in any conduct or procedure, which, it may exercise, take or engage in if authorized by the Constitution.

2 MEMBERSHIP

2.1 Membership

a. Applicants for Membership

All applicants for Membership of the Society by an individual, must be members of the Branch of the State in which they reside. If such Member ceases to be a member of the State Branch such a Member shall automatically cease to be a Member of the Society.

If during the course of their membership an individual moves to another State, their membership of the Society will continue provided that they become a member of the State Branch in the State to which they move within twenty-one (21) days of them residing in that State.

The requirements of this clause do not apply where an individual resides in a State where no State Branch is recognized by the Society or where clause 2.3(g) applies.

b. Classes of Membership

i. Full Membership

Subject to the By-Laws, shall be open to an individual having registration as a Dentist or Dental Specialist with the governing authority in the State of their registration or is otherwise registered and practicing in a region, state or territory the Federal Council may approve pursuant to clause 2.3(g), and who is a member of, and in good standing with, the ADA.

ii. Associate Membership

Subject to the By-Laws, shall be open to an individual having registration as a Dental Hygienist or Dental Therapist with the governing authority in the State of their registration.

Shall also, subject to the By-Laws, be open to an individual having registration as a Dentist or Dental Specialist with the governing authority in the State of their registration but is not eligible for membership under clause 2.1(b)i.

Honorary Membership

Members of Dental, Medical or collateral professions whose work has or may contribute to the advancement of Periodontology and/or Periodontics.

iv. Honorary Life Membership

May be awarded by the Society by resolution at a General Meeting to any Full Member who shall have rendered long or outstanding service to Periodontology and/or the Society.

v. State Branch Membership

Subject to clause 5 and the By-Laws, shall be open to an incorporated or unincorporated State based association, organization, group or company which has a constitution or rules which are approved by the Federal Executive (such approval shall not be unreasonably withheld).

2.2 **Admission of Members**

a. Form of Application

Applications for membership must be in writing in the form determined by the Federal Council from time to time.

b. Admission to Full Membership

The Federal Council may admit a person to membership of the Society as a Full Member provided that the applicant:

- i. is eligible for membership in that class under the Constitution; and
- ii. agrees in writing to become a member within that class.

c. Admission to Associate Membership

The Federal Council may admit a person to membership of the Society as an Associate Member provided that the applicant:

- i. is eligible for membership in that class under the Constitution;
- ii. agrees in writing to become a member within that class; and
- iii. admission of such persons must be approved by the Federal Council of the ADA after formal application by the society.

d. Honorary Membership

The Federal Council may admit a member of Dental, Medical or collateral profession whose work has or may contribute to the advancement of Periodontology, Periodontics and/or the Society as an Honorary Member of the Society, for a period not exceeding one (1) year (a person is eligible for re-appointment).

e. Honorary Life Membership

- i. The Federal Council may nominate a full member to Honorary Life membership of the Society or receive nomination from a State Branch Executive .
- ii. The admission of an Honorary Life Member shall be voted on by the Members at the General Meeting of the Society following the nomination. A simple majority of the votes of Members present at the General Meeting of the Society shall be sufficient to appoint an Honorary Life Member. An Honorary Life Member may resign from membership by giving written notice thereof to the Secretary/Treasurer. An appointment of Honorary Life membership shall not be revoked except by the resolution of three-quarters (3/4) of the Members present at a General Meeting of the Society or by conduct as outlined in Clause 2.6a or Clause 2.7a.

f. State Branch Membership

The Federal Council may admit an incorporated or unincorporated association, organization, group or company to membership of the Society as a State Branch Member provided that:

- i. the applicant is eligible for membership in that class under the Constitution;

- ii. the applicant agrees in writing to become a member within that class; and
 - iii. for as long as there is a State Branch in a State, no other State based association, organization, group or company shall be admitted as a State Branch Member.
- g. Decision Final
- i. The decision of the Federal Council on an application for Membership, and as to the class (if any), of Membership for which the applicant is eligible shall be final and conclusive and binding on the applicant and the Federal Council is not bound to acknowledge or take into account comments received from existing Members.
 - ii. The Federal Council will not be required to give any reason for the rejection of any application for Membership.

2.3 Rights and duties of Members

a. Full Members

Full Members shall be entitled to attend all meetings of the Society, to vote upon all matters brought before the Society and to hold office on the Council of the Society and shall otherwise retain, during continuance of their membership, all rights and privileges attached to their membership classification.

Full Members shall be entitled to attend all meetings of any State Branch of the Society upon payment of a fee to be determined by the Secretary/Treasurer of that State Branch.

b. Associate and Honorary Members

Associate and Honorary Members shall be entitled to attend all meetings of the Society other than the Annual General Meeting and all meetings of any other State Branch of the Society upon payment of fee to be determined by the Secretary/Treasurer of the Society or State Branch. Associate and Honorary members shall not have voting rights or rights to hold office on the Federal Council of the Society.

c. Honorary Life Members

Honorary Life Members shall be entitled to attend all meetings of the Society, to vote upon all matters brought before the Society and to hold office on the Federal Council and shall otherwise retain, during continuance of their membership, all rights and privileges attached to their membership classification.

d. Leave of Absence

The Federal Council may, in its absolute discretion, grant leave of absence to any Member upon application by such Member.

e. State Branch Members

Subject to clause 2.9, State Branch Members shall be entitled to attend all meetings of the Society. State Branch Members shall not have voting rights, provided that the Constitution may not be varied without the approval or ratification of at least a majority of the State Branch Members from time to time.

f. Retired Members

Any member who has been in good standing of the Society for at least ten (10) consecutive years, and who has completely retired from practice and remunerated teaching may apply to the Secretary/Treasurer to become a Retired Member of the Society within their membership classification. The Federal Council will decide on the application and the amount of subscription payable.

g. Geographically Remote Membership

Any individual who qualifies for membership but resides and practices outside the range of normal State boundaries of a State Branch may be granted the status of Geographically remote. The Federal Council will decide on the application and the amount of subscription payable.

h. Member's Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Society or the cost, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by that Member in respect of their membership of the Society.

2.4 Membership Year

The membership year of the Society is the calendar year ending Thirty-first (31st) December.

2.5 Subscriptions and Annual Fees

a. Federal Council's Determination

The Federal Council shall determine all subscriptions, dues and levies including annual membership and fees payable for Full and Associate memberships.

b. State Branch Levies

The Secretary/Treasurer shall notify the State Branches of the amounts that are payable by State Branch Members and the time allowed for payment. The Secretary/Treasurer shall be at liberty to require the State Branches to collect from State Branch Members the amount of any such subscription for those Members.

c. Payment of Dues and Levies

- i. All State Branches must levy their Members by First (1st) January in each year.
- ii. All State Branches must remit funds to the Society by Thirty-first (31st) May in each year.
- iii. All Geographically remote Members shall pay annual membership fees no later than Thirty-first (31st) March in each year.
- iv. Members are liable to pay annual membership fees and levies as prescribed by the Federal Council.
- v. Honorary Life Members shall be exempt from payment of annual membership fees and levies.

d. Payment for Part Year Membership

Upon admission to membership after Thirtieth (30th) June a Member shall be required to pay a reduced membership fee equal to one-half (1/2) of the annual subscription.

e. Special Levies

The Federal Council may raise funds by levy of the Members of the Society provided the total of such levies in any one (1) year may be no greater than the amount of the annual membership fee. If the proposed levies in any one year are to exceed the amount of the annual membership fee a vote shall be conducted by post or at a General Meeting. A two-thirds (2/3) majority of votes cast shall be necessary for the ballot to be successful.

f. Power to Borrow Funds

If at any time two-thirds (2/3) of Full Members and Honorary Life Members present and entitled to vote at a General Meeting or submitting a written postal vote to the meeting

pass a resolution authorizing the Federal Council to borrow money, the Federal Council shall be empowered to borrow such amount of money and shall inform the Members of the terms and conditions of such borrowing.

2.6 **Disciplining of Members**

a. Federal Council's Powers to Expel or Suspend

Where the Federal Council is of the opinion that a Member: -

- i. has persistently refused or neglected to comply with a provision of the Constitution; or
- ii. has persistently and willfully acted in a manner prejudicial to the interests of the Society;

the Federal Council may, by resolution, expel the Member from the Society or suspend the Member from such rights and privileges of membership of the Society as the Federal Council may determine for a specified period.

b. Federal Council to Serve Notice on Member

Where the Federal Council passes a resolution under Clause 2.6a, the Secretary/Treasurer shall, as soon as practicable, cause a notice in writing to be served on the Member:-

- i. setting out the resolution of the Federal Council and the grounds on which it is based;
- ii. stating that the Member may address the Federal Council at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;
- iii. stating the date, place and time of that meeting; and
- iv. informing the Member that the Member may do either or both of the following:
 - speak at that meeting;
 - submit to the Federal Council at or prior to that date of that meeting written representations relating to the resolution.

c. Federal Council's Meeting with the Member

At a meeting of the Federal Council pursuant to Clause 2.6b, the Federal Council shall:-

- i. give due consideration to any oral representation given by that Member to the Federal Council at the meeting;
- ii. give due consideration to any written representations submitted to the Federal Council by that Member at or prior to the meeting; and
- iii. by resolution determine whether to confirm or to revoke the resolution of the Federal Council made under Clause 2.6a.

d. Federal Council to inform Member of resolution

Where the Federal Council confirms or repeals a resolution under Clause 2.6c, the Secretary/Treasurer shall within seven (7) days after that confirmation, by notice in writing inform the Member of that confirmation or repeal.

2.7 Cessation of Membership

a. Non Payment of Fees

If a Member should fail to pay his or her membership fees or any other amount payable by the Member within sixty (60) days after the date upon which the amount is payable (unless otherwise stated), the following shall occur:

- i. such Member will thereupon be suspended from membership of the Society;
- ii. such Member may be reinstated to membership by the Federal Council upon such terms and conditions as shall be determined by the Federal Council.

b. Withdrawal of Membership

- i. Any Member may withdraw from the Society by giving the Federal Council at least thirty (30) days written notice.
- ii. Any Member having given such notice of withdrawal shall until the expiration of the membership year be liable for all dues, assessments, expenses and other charges accruing to the Society for that membership year or for such portion thereof as may be determined by the Federal Council.

2.8 Register of Members

The Federal Council of the Society shall maintain a Register of all Members of the Society which shall contain such particulars in respect of each Member as the Federal Council shall from time to time determine, and shall include particulars of the name, postal address, qualifications and the class of membership of each Member of the Society, the date on which each Member became a Member of the Society and the date, if any, on which each Member ceased to be a Member of the Society. The Register shall be kept by the Secretary/Treasurer of the Society but all Members of the Society shall be at liberty to inspect the Register at such time and place as shall be nominated by the Secretary/Treasurer.

2.9 Representatives

- a. Members who are incorporated bodies may appoint individuals to represent them at general meetings.
- b. Appointments of representatives must be:
 - i. in writing, naming the individual (or individuals, in order) to represent the Member;
 - ii. sealed by, or signed on behalf of, the Member; and
 - iii. sent to the Society at least twenty-four (24) hours before the meeting; or
 - iv. given to the chair of the meeting before or at the commencement of the meeting.
- c. Representatives may exercise all the rights of members at General Meeting under the Constitution.

2.10 Liability of Members

- a. Unless otherwise provided in the Constitution, Members are not liable by reason only of their membership to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society.
- b. Members are liable for any unpaid fees or levies.

2.11 Rights and Obligations of Members

- a. The rights of Members are not transferable, and end when the Member ceases to be a Member in accordance with the Constitution.
- b. The Constitution constitutes the terms of an enforceable contract between the Society and each Member.

2.12 Privacy of Members

- a. Personal information about Members is collected for the purpose of membership, which may mean that it is disclosed to other persons, or made available for inspection by other persons.
- b. Any Member who's details change, or who would like to update or access their personal information should contact the Public Officer.

3 FEDERAL COUNCIL

3.1 Structure of Federal Council

- a. The affairs of the Society shall be controlled and managed by a Federal Council.
- b. The Federal Council shall consist of at least four (4) councilors but not more than a number of councilors equal to the number of State Branch Members plus one (1).
- c. Subject to clause 3.4 the council shall include office bearers:
 - i. a President;
 - ii. a Vice President (President-Elect);
 - iii. a Secretary/Treasurer; and
 - iv. the Immediate Past President;
- d. Appointment of additional Councilors
 - i. one State Branch Councilor for each State Branch not otherwise represented (a State Branch will be taken to be represented if a member of the State Branch is a member of the Federal Council); and
 - ii. any additional Councilors appointed by Federal Council under clause 3.7(e), provided that no additional Councilors shall be appointed between Biennial General Meetings, until after the expiration of the ninety (90) day period in which State Branch Members may appoint State Branch Councilors (refer to clause 3.3(d)).
- e. No person is eligible to be appointed or act as a Councilor of the Association unless:
 - i. that person, or an incorporated entity of which they are a member, is a Full Member or Honorary Life Member;
 - ii. that person is over the age of eighteen (18) years; and
 - iii. that person is not prohibited or disqualified or otherwise prevented from acting as a director of a company under the *Corporations Act 2001* (Cth).

3.2 Term of Office of Federal Council

The term of office for the Federal Council shall be for the period between Biennial General Meetings. All Councilors shall hold office until the conclusion of the next Biennial General Meeting following their appointment and shall be eligible for re-appointment subject to clauses 3.3

3.3 **Formation of Federal Council**

a. Next Managing State Branch

The Federal Council shall, at or before six (6) months prior to the Biennial General Meeting of the Society, determine the next Managing State Branch. No State Branch shall be the Managing State Branch for two (2) or more successive terms of office.

b. President-Elect

The State Branch Councilor representing the next Managing State Branch shall automatically become the Vice-President (President-Elect) of the Society.

c. Secretary/Treasurer and State Branch Councilors

Immediately following the determination by the Council of the next Managing State Branch, where required State Branch Executives shall hold meetings to appoint State Branch Councilors of the Society for the term of office following the conclusion of the forthcoming Biennial General Meeting:-

i. the Executive of each State Branch not represented on Council by the positions of president or vice president shall appoint a State Branch Councilor. The State Branch or that branch's State Branch Councilor must immediately notify Federal Council of the appointment made. The State Branch Councilor appointed shall take office immediately upon the conclusion of the Biennial General Meeting following their appointment, or upon appointment if they are appointed within ninety (90) days after a Biennial General Meeting; and

ii. the Executive of the next Managing State Branch shall appoint a Secretary/Treasurer.

d. In the event that a State Branch Councilor is not appointed by a State Branch under 3.3(c)(i) within ninety (90) days of the conclusion of a Biennial General Meeting, that State Branch will be taken to have waived the right to appoint a State Branch Councilor and Federal Council shall as soon as possible appoint a person from the State which is not represented in lieu of an appointment by the State Branch from that State.

3.4 **Management Committee**

a. Subject to the Constitution, By-Laws and any resolution of the Federal Council to the contrary, the Management Committee shall be responsible for managing the affairs of the Society between meetings of the Federal Council and shall comprise such members of the Federal Council as the Federal Council may determine from time to time.

3.5 **Changeover of Federal Council and Management Committee**

At the Biennial General Meeting the names of the Councilors for the next term of office shall be proclaimed and control of the Society shall be transferred to those Councilors at the conclusion of the meeting.

3.6 **Vacation of Office**

A Councilor shall vacate his or her office and membership of Federal Council if:-

a. the Councilor's membership of the Society ceases; or

b. resignation in writing is tendered by the Councilor; or

c. the Councilor is removed from office by resolution and passed by a simple majority at any General Meeting of the Society convened for the purpose of considering, inter alia, such a resolution; or

d. the Councilor:

- dies,
 - is disqualified from being a director pursuant to the *Corporations Act 2001* (Cth);
 - becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - for more than three (3) months is absent without permission of the Federal Council from meetings of the Board held during that period;
 - has a material personal interest in a matter relating to the affairs of the Society and fails to give the other Councilors notice of the interest;
 - becomes a bankrupt or makes any arrangement or composition with personal creditors generally; or
 - ceases to be a Member, or a member of an incorporated entity that is a member of the Society; or
- e. in the case of a State Branch Councilor;
- that Councilor ceases to be a member of the State Branch who appointed the Councilor; or
 - the Councilor is removed from office by the State Branch who appointed the Councilor.

3.7 Powers of the Federal Council

Subject to the Act and the Constitution, the Federal Council:-

- a. shall control and manage the affairs of the Society;
- b. may exercise all such functions as may be exercised by the Society other than those functions that are required by the Constitution to be exercised by the Society at a General Meeting;
- c. has power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the Society;
- d. may delegate exclusively or non-exclusively any of its powers and/or functions (not being duties imposed on the Federal Council as Councilors of the Society by the Act or the general law) as the Federal Council thinks fit;
- e. subject to clause 3.7(f), shall have power at any time, and from time to time, to appoint a qualified person as a Councilor, either to fill a casual vacancy or as an addition to the existing Councilors, but so that the total number of Councilors shall be subject to clause 3.1(b). Any Councilor so appointed shall hold office only until the end of the next following Biennial General Meeting of the Association but shall, subject to the provisions of the Constitution, be eligible for re-election; and
- f. may fill a vacancy of State Branch Councilor if the State Branch who appointed the retired, vacated or removed Councilor fails or refuses to appoint another Councilor within thirty (30) days of the vacancy having occurred. .

Subject to the Constitution, the Federal Council may continue to act notwithstanding a vacancy on the Federal Council, but so that if the number of Councilors falls below three (3), then the Federal Council shall not, except in the case of emergencies, or for the purpose of filling up vacancies, or convening a general meeting of the Society, act so long as the number is below the minimum.

3.8 Duties of the Federal Council

- a. Subject to the Act, the Federal Council shall meet at least once in each year and shall implement the decisions of the Society and shall generally conduct the day-to-day business of the Society in accordance with the Constitution.
- b. The Federal Council has the duties prescribed by the Act, including those of:
 - i. proper use of information;
 - ii. proper use of position; and
 - iii. disclosure of conflicts of interest.

3.9 Meetings and Voting of the Federal Council and decisions

Meetings

- a. Federal Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Federal Council shall meet upon request of the President or upon written request of not less than three (3) Councilors.
- b. Written notice of each Federal Council meeting shall be given to each Councilor by delivering it, or by sending it by post, facsimile or email addressed to his or her usual or last known postal address or facsimile or email contact at least two (2) business days before the date of the meeting.
- c. In cases of urgency a meeting may be held without the notice required under Clause 3.9(b), provided that:
 - i. as much notice as practicable is given by whatever means will reach each Councilor as soon as possible; and
 - ii. no resolution may be passed at the meeting except by an Absolute Majority.
- d. The business transacted at the Federal Council meeting shall be only that listed on the notice, however the chairperson of the meeting may allow other business deemed urgent to be transacted.

Voting

- e. Questions arising at a meeting of the Federal Council or of any sub-committee appointed by the Federal Council shall be determined by a majority of the votes of the Councilors or members of the sub-committee present at the meeting.
- f. At a meeting of the Federal Council each councilor present (including the person presiding at the meeting) is entitled to one vote provided each State Branch is represented only once, but in the event of an equality of votes on any question, councilors from the managing state may exercise a second or casting vote. Where two (2) councilors are from the same State Branch, that State Branch Executive will, at their time of appointment to council, advise which councilor will vote when both present.
- g. Each Member present at a meeting of a sub-committee appointed by the Federal Council (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- h. Questions arising at a meeting of the Federal Council shall be determined on a show of hands or, if demanded by a Councilor, by a poll taken in such manner as the person presiding at the meeting shall determine.
- i. Unless otherwise expressly provided in the Constitution, there shall be no voting by proxy or by post at Federal Council meetings.

Quorum

- j. Any three (3) Councilors constitute a quorum for the transaction of business of a meeting of Federal Council. Subject to the Constitution the Federal Council may act notwithstanding any vacancy on the Federal Council.

Chair

- k. The Federal Council may elect a chairperson from the Councilors, and determine the period for which they are to hold office as chairperson.
- l. The chairperson is entitled to act as chairperson of Federal Council meetings, but if no such chairperson is elected, or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, or unwilling to act, the Councilors present may choose one of their number to be chairperson of the meeting.

Circulatory Resolutions and Telephone Meetings

- m. A resolution in writing signed by all of the Councilors for the time being entitled to receive notice of meetings of the Federal Council shall be as valid and effectual as if it had been passed at a meeting of the Councilors duly convened and held provided that the Councilors signing the resolution would constitute a quorum and would have power to pass such resolution at a meeting of the Federal Council. Any such resolution may consist of several documents in similar form each signed by one or more Councilors. Any such document sent by a Councilor by facsimile transmission, or other means of communication approved by the Councilors, shall be deemed to have been signed by such Councilor and to suffice for the purpose of this clause.
- n. Meetings of the Federal Council may be held at more than one (1) place provided that the technology that is used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.
- o. For the purposes of the Constitution the contemporaneous linking together by telephone of a number of the Councilors not less than a quorum shall be deemed to constitute a meeting of the Councilors and all the provisions thereof as to meetings of the Federal Council shall apply to such meetings by telephone so long as the following conditions are met:
 - i. all the Councilors for the time being entitled to receive notice of a meeting of the Councilors shall be entitled to notice of a meeting by telephone and to be linked by telephone for the purposes of such meeting;
 - ii. notice of any such meeting may be given by telephone;
 - iii. each of the Councilors taking part in the meeting by telephone must be able to hear each of the other Councilors taking part in the meeting; and
 - iv. at the commencement of the meeting each Councilor must acknowledge his or her presence for the purpose of a meeting of the Councilors of the Society to all the other Councilors taking part.
- p. A Federal Council meeting held using a form of technology in accordance with Clause 3.9(o) is deemed to have been held at the place determined by the chairperson of that meeting, provided that at least one (1) of the Councilors who took part in the meeting was at that place for the duration of the meeting.

Acts of Board or Committees valid notwithstanding defective appointment etc

- q. Any act or thing done or suffered, or purporting to have been done or suffered, by the Federal Council or by a sub-committee appointed by the Federal Council, is valid and effectual notwithstanding any defect that may afterwards be apparent.

Conflicts

- r. Any Federal Council member who is in any way, directly or indirectly, interested in any contract or arrangement or proposed contract or arrangement with the Society shall declare the nature of such interest prior to the consideration of such matter and:
 - i. must not be present while the matter is being considered; or
 - ii. vote on the matter.

3.10 **Records and Reports of Federal Council**

A record shall be kept of all meetings of the Federal Council and/or matters and things done for and on behalf of the Society. The Federal Council shall prepare and present a report of its conduct of the affairs of the Society to each General Meeting of the Society in accordance with the requirements of the Act.

3.11 **Delegation by Federal Council to Sub-committee**

- a. The Federal Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Society as the Federal Council thinks fit) the exercise of such of the functions of the Federal Council as are specified in the instrument, other than:-
 - i. this power of delegation; and
 - ii. a function or duty that is imposed on the Federal Council by the Act or the general law, or which must be exercised on the Constitution by resolution of the Society in a General Meeting.
- b. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- c. Notwithstanding any delegation under this clause, the Federal Council may continue to exercise any function delegated.
- d. Any act or thing done or suffered by a sub-committee acting strictly in the exercise of a delegation and the scope of the powers conferred under this clause has the same force and effect as it would have if it had been done or suffered by the Federal Council.
- e. The Federal Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- f. A sub-committee may meet and adjourn as it thinks proper.

4 COUNCILORS

4.1 **The Management Committee**

- a. The purpose of the Management Committee is to manage the affairs of the Society between meetings of the Federal Council.
- b. Unless the Federal Council determines otherwise, the President and Secretary/Treasurer constitute a committee of the Federal Council to be known as the Management Committee.
- c. The provisions of clause 3 in respect of proceedings of the Federal Council shall apply *mutatis mutandis* to proceedings of the Management Committee as if, unless the context otherwise requires, a reference to Federal Council therein were a reference to the Management Committee, save that the period of notice in Clause 3.9(b) shall be forty-eight (48) hours notice, in relation to any meeting of the Management Committee.
- d. The chairperson of the Management Committee shall be the President.

- e. The Management Committee shall at all times be responsible to and subject to the control and direction of the Federal Council.
- f. The Management Committee shall meet at such intervals as it may determine or as the Federal Council may direct and may:
 - i. make such recommendations to the Federal Council as it deems necessary regarding the finances and administration of the Society;
 - ii. recommend, for endorsement by the Federal Council, appropriate principles of corporate governance for the Society;
 - iii. monitor, and regularly report to the Federal Council in relation to, declarations of interest by members of the Federal Council; and
 - iv. perform such other duties as may be delegated or allocated by the Federal Council.
- g. Procedure for Meetings of the Management Committee:-
 - i. At any meeting the quorum shall be two (2) Members of the Management Committee.
 - ii. Each Councilor shall have one vote and the chairperson shall have the casting vote in case of a tied vote.
 - iii. The Secretary/Treasurer shall prepare or ensure the preparation of minutes of each meeting and forward a copy thereof to each Councilor no later than one month after the meeting.
- h. At the first meeting of the Management Committee in each financial year the Secretary/Treasurer shall:
 - i. prepare or cause to be prepared such accounts as may be specified by the Federal Council; and
 - ii. table:
 - a statement of income and expenditure;
 - a statement of receipts and payments;
 - a balance sheet for the Society up to Thirtieth (30th) June in each year unless the Federal Council otherwise direct.

4.2 Duties of the President

The President shall be responsible for the general supervision of any sub-committees appointed by the Federal Council. Subject to any resolution of the Federal Council, two of either the President, the Secretary/Treasurer of the Society or other appointed councilor shall be the signatories to all contracts, agreements and authorities.

4.3 Duties of the Secretary/Treasurer

The Secretary/Treasurer shall keep written minutes of all meetings of the Federal Council and of all General Meetings of the Society, and shall notify Councilors of their election to the Federal Council and applicants for membership of the result of their application and shall conduct the correspondence of the Society subject to any direction of the President or the Federal Council and shall keep a record of all correspondence of the Society. The Secretary/Treasurer shall circulate to Councilors a copy of minutes of all meetings of the Society and its sub-committees. The Secretary/Treasurer shall receive all moneys paid to the Society and shall collect all moneys which are due and payable to the Society, and shall be custodian of the funds of the Society; and shall pay all moneys owing by the Society and all vouchers presented by the President; and shall make an annual report to the Federal Council and the Society of the monetary affairs of the

Society. Upon termination of the term of office the Secretary/Treasurer shall deliver to the successor all funds, papers, documents and things belonging to the Society. Two (2) signatures shall be required to operate on any bank account held by the Society. Signatories shall be two (2) of either the President, the Secretary/Treasurer, the Vice-President, or other Full or Honorary Life Member from to time to time appointed by Council. All funds and other moneys of the Society not required as petty cash shall be held in a bank account in the name of the Society or invested or applied for the benefit or purposes of the Society in such other manner as the Federal Council may from time to time determine.

4.4 **Councilors' Expenses**

Councilors shall be entitled to reimbursement from the funds of the Society for such sums of money by way of traveling and other proper expenses incurred in performing their duties as Councilors as the Federal Council shall determine.

Any reimbursement of Councilors shall be detailed in the Secretary/Treasurer's annual report to the Society.

4.5 **Liability**

Councilors are not liable by reason only of their Federal Council membership to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society.

4.6 **Indemnity and Officers Insurance**

- a. To the Relevant Extent and subject to the Act the Society shall indemnify every person who is or has been an Officer out of the assets of the Society To the Relevant Extent against:
 - i. any Liability incurred by the Officer in or arising out of the conduct of the affairs or business of the Society, or in or arising out of the discharge of the duties of the Officer, unless such Liability arises out of conduct involving a lack of good faith; and
 - ii. for costs and expenses incurred by the person:
 - in defending Proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
 - in connection with an application, in relation to such Proceedings, in which the Court grants relief to the person under the Act or the *Corporations Act 2001* (Cth).b. Without limiting the effect of the foregoing, the Society may execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this clause applies, confirming the indemnities contained in this clause, in relation to that person. (The foregoing provisions of this clause shall apply whether or not any such deed, agreement or other document is given.)c. To the extent permitted by law, the Society may pay (but is not obliged to), or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer against a Liability:i. incurred by the person in his or her capacity as an Officer, or in the course of acting in connection with the affairs of the Society, or otherwise arising out of the Officer's holding such office, which does not arise out of conduct involving a willful breach of duty in relation to the Society or a contravention of the Act or sections 182 or 183 of the *Corporations Act 2001* (Cth); andii. for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

5 STATE BRANCHES

5.1 Formation

The Federal Council may grant permission for the formation of a State Branch upon the written application of five (5) Full or Honorary Life Members resident in that State of the Commonwealth of Australia. Not more than one State Branch shall be formed in each State of the Commonwealth of Australia.

5.2 Function

The function of a State Branch shall be, as an independent organisation, to further its objects (which must be consistent with the objects of the Society) within its State, to deal with any matter having significance to that State Branch and to keep the Federal Council informed of all relevant matters of which it is aware.

No State Branch shall act contrary to the policy or purpose of the Society or its Federal Council.

5.3 State Branch Councilor

State Branches not otherwise represented on the Federal Council shall, subject to the Constitution, appoint a State Branch Councilor according to its own rules and regulations. This Councilor will represent that State Branch during the next term of office of the Federal Council.

5.4 Levies by the State Branch

The Secretary/Treasurer of the Society shall receive all levies and membership dues payable to the Society by the State Branches and shall forward a receipt to the appropriate State Branch Treasurer.

5.5 State Branch Secretary/Treasurer to Advise Society

The Secretary/Treasurer of each State Branch shall notify the Secretary/Treasurer of the Society within thirty (30) days of the name, address and date of election of any Member elected to that State Branch in order that such member's particulars may be recorded in the Register of Members. If any Member of a State Branch resigns or is expelled from a State Branch, the Secretary/Treasurer of the Society shall be notified within thirty (30) days.

5.6 State Branch Rules to be Consistent with Society

Each State Branch may draw upon and adopt such rules and regulations as may be necessary or expedient for its administration provided that such rules and regulations shall not be inconsistent with the Constitution of the Society and a copy of the Constitution of any State Branch shall be forwarded (together with amendments as they occur) to the Secretary/Treasurer of the Society.

5.7 Dissolution of the State Branch

If State Branch membership falls below five (5) for a period of greater than twelve (12) months the Branch will be considered not viable and shall be dissolve subject to its constitution.

6 MEETINGS

6.1 General Meetings

a. Holding of a General Meeting

General Meetings including the Annual General Meeting may be held in conjunction with any scientific meeting of the Society. Subject to the Act, the Federal Council shall fix the date of such a General Meeting, having regard to the requirements of the Act. A quorum for such a meeting shall be ten (10) voting Members, representing not less than fifty percent (50%) of State Branches, present in person or by representative.

b. Calling of General Meetings

The Federal Council may, whenever it thinks fit, convene a General Meeting of the Society.

The Society shall, on the requisition in writing of not less than twenty-five percent (25%) of the total number of voting Members convene a General Meeting of the Society.

A requisition of Members for a General Meeting:-

- i. shall state the purpose or purposes of the meeting;
- ii. shall be signed by the Members making the requisition;
- iii. shall be lodged with the Secretary/Treasurer; and
- iv. may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.

If the Federal Council fails to convene a General Meeting within one (1) month after the date on which a requisition of Members for the meeting is lodged with the Secretary/Treasurer, any one (1) or more of the Members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.

A General Meeting convened by a Member or Members referred to in this Clause shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Federal Council.

6.2 **Annual General Meetings**

a. Time of Meeting

An Annual General Meeting of the Society shall be convened once in each calendar year on such date and at such place and time as the Federal Council thinks fit provided the meeting shall be within a period of five (5) months after the expiration of each financial year of the Society.

b. Business

In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

- i. to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting;
- ii. to receive from the Federal Council reports on the activities of the Society during the last financial year, including any matters required under the Act; and
- iii. to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to the Act.

No business shall be transacted at an annual general meeting other than the ordinary business referred to in this clause and any special business set out in the notice of meeting.

6.3 **Biennial General Meetings**

Biennial General Meetings of the Society shall be convened by the President of the Society to take place in the State in which the Management Committee resides, in even calendar years in conjunction with every second Annual General Meeting.

The names of the incoming Councilors shall be proclaimed at the meeting and control of the Society shall be transferred to those Councilors at the conclusion of this meeting.

A scientific meeting may be held in conjunction with the Biennial General Meeting at the discretion of the Federal Council.

6.4 **Special General Meetings**

Special General Meetings of the Society shall be convened by the President of the Society to take place in the State in which the Management Committee resides on the written request of ten (10), Full or Honorary Life Members who shall state in writing the purpose(s) for which the Special General Meeting is proposed. Not less than twenty-one (21) days written notice shall be given to all Members and such notice of meeting shall describe the nature of the business proposed to be conducted at such meetings. A quorum for any such meeting shall be ten (10) voting Members, representing not less than fifty percent (50%) of State Branches, present in person or by representative. The failure of any Member to receive such notice of meeting shall not affect the validity of any resolution passed at such a Special General Meeting.

6.5 **Notices**

a. For a General Meeting

Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Secretary/Treasurer shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting;

b. For Special Resolutions

Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Society, the Secretary/Treasurer shall, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, and in addition a notice specifying the intention to propose the resolution as a special resolution.

c. Voting

i. At each General Meeting each Member who is entitled to vote shall have one (1) vote only.

ii. Each Member may vote in person, by proxy or by attorney.

iii. A proxy or attorney need not be a Member and shall be entitled to vote on a show of hands as well as on a poll..

iv. The decision of the chairperson of a meeting as to the validity of a proxy or power of attorney shall be final and conclusive.

v. Where a person present at a general meeting represents personally or by proxy or attorney more than one (1) Member, the following rules apply to a vote taken on a show of hands:

- the person is entitled to one (1) vote only despite the number of Members the person represents; and

- the person's vote will be taken as having been cast for all the Members the person represents.

vi. A Member is not entitled to vote at a general meeting unless all moneys due and payable by the Member to the Society have been paid, other than the amount of the annual subscription or levy payable in respect of the current financial year.

- d. **Postal Ballots**
 - i. Subject to the provisions of the Act, whenever the Federal Council thinks fit it may submit any question or resolution to the vote of all Members entitled to a vote at a general meeting of the Society by means of a postal ballot in such form and returnable in such manner as the Federal Council decides, provided that notice of any postal ballot shall be given to each Member in the manner provided in Clauses 6.5(a) and (b).
 - ii. A resolution approved by the Members voting by such ballot shall have the same force and effect as such a resolution would have if carried by such a majority or specific majority at a duly constituted general meeting of the Society competent to pass such a resolution.

6.6 **General**

- a. No business shall be transacted by any General Meeting unless a quorum of Members entitled to vote is present.
- b. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case, it shall
 - i. be stood down pending a quorum being present within sixty (60) minutes of the time appointed for the commencement of the meeting
 - ii. when held in conjunction with a scientific meeting, be adjourned to a time nominated by the chairperson during the period over which the scientific meeting is held..

If at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting, the Members personally present shall be a quorum.

6.7 **Right to Demand a Poll**

- a. At any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by:
 - i. the chairperson; or
 - ii. at least five (5) Members and/or representatives of incorporated Members.
- b. Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Society shall be evidence to the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- c. The demand for a poll may be withdrawn.
- d. If a poll is duly demanded it shall be taken in such manner as the chairperson directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs.

6.8 **Chairperson**

The President is entitled to act as chairperson of general meetings, but if no President has been appointed, or if at any meeting the President or is not present within ten (10) minutes after the

time appointed for holding the meeting, or unwilling to act, the Councilors present may choose one (1) of their number to be chairperson of the meeting.

6.9 Casting Vote by Chairperson

In the case of an equality of votes whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

6.10 Use of Technology

General meetings may be held at more than one place, provided that the technology that is used enables each Member present at all places the meeting is held to clearly and simultaneously communicate with every other such Member.

6.11 Adjournment of Meeting

The chairperson of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

6.12 Qualification of Voters

An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection shall be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

6.13 Proxies

- a. An appointment of a proxy is valid if it meets the requirements of the Act and the Constitution.
- b. The instrument appointing a proxy shall be in writing under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be lodged with the Secretary/Treasurer at the office of the Society (or such another place nominated by Federal Council) not less than twenty-four (24) hours before the proxy purports to vote at any general meeting of the Society. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as they think fit.
- c. The instrument appointing a proxy may be in the following form or in a common or usual form:

"To: Australian Society of Periodontology Inc

..... of
..... being a member of the
Australian Society of Periodontology Inc ("**the Society**") hereby

appoint

.....of.....
..... or failing them

.....of
..... as my proxy to vote on my
behalf at the general meeting of the Society to be held on the day of
..... and at any adjournment thereof.

The proxy is hereby authorised to vote *in favour of/*against the following resolutions:

Signed this day of

Note: In the event of the member desiring to vote for or against any resolution they shall instruct their proxy accordingly. Unless otherwise instructed, the proxy may vote as they think fit.

*Strike out whichever is not desired."

- d. Unless the Society has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - i. the appointing Member dies;
 - ii. the Member is mentally incapacitated;
 - iii. the Member revokes the proxy's appointment; or
 - iv. the Member revokes the authority under which the proxy was appointed by a third party.
- e. The appointment of a proxy or attorney is not revoked by the appointer attending the general meeting, but:
 - i. if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on that resolution; and
 - ii. if the appointer otherwise takes part in the meeting in relation to a resolution the proxy or attorney must not take part in the meeting in relation to that resolution.

7 FINANCES

7.1. Accounts

- a. The Federal Council shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets at the Annual General Meeting. The Federal Council shall decide whether and to what extent, and to what time and places and under what conditions the accounting and other records of the Society may be open to the inspection of Members, not being Councilors except as provided by law or authorised by the Federal Council or by the Society in a General Meeting.
- b. The accounts of the Society shall be kept by the Secretary/Treasurer.
- c. All moneys received by or on account of the Society shall be forthwith paid into the Bank of the Society to its credit.
- d. Any payment of one hundred dollars (\$100.00) or more shall be made by cheque upon such banking accounts, such cheque to be signed in such manner as the Federal Council may from time to time determine.

7.2 Auditor

- a. The auditor or auditors shall be appointed at each Annual General Meeting and shall hold office until the next Annual General Meeting and shall be eligible for re-appointment.
- b. The auditor may not be a member of the society
- c. If an appointment of auditors is not made at an Annual General Meeting, or if there is a vacancy in the office of auditor the Federal Council shall appoint auditors of the Society for the current year.

- d. The representatives of the Members may at any General Meeting terminate the appointment of the auditors and at such meeting appoint auditors to fill the vacancy so created.
- e. A person, other than a retiring auditor, shall not be capable of being appointed auditor at an Annual General Meeting unless a notice of an intention to nominate that person to the office of auditor has been given by a Member of the Society not less than fourteen (14) days before the Annual General Meeting. The Society shall send a copy of any such notice to the retiring auditor, and shall give notice thereof to the Members and their representatives, either by advertisement or in any other mode allowed by the articles, not less than seven (7) days before the Annual General Meeting.

Provided that if, after notice of the intention to nominate an auditor has been so given, an Annual General Meeting is called for a date fourteen (14) days or less after the notice has been given, the notice though not given within the time required by this provision shall be deemed to have been properly given for the purposes thereof and the notice to be sent or given by the Society may instead of being sent or given within the time required by this provision, be sent or given at the same time as the notice of the Annual General Meeting.

- f. The remuneration of the auditors of the Society may be fixed by the Society at a General Meeting but, if not, the remuneration of any auditors shall be fixed by the Federal Council.
- g. The Federal Council shall cause the auditors to have access to all records and securities of the Society, and to be furnished with such information and explanation by themselves or any other officers, as may be necessary for the performance of their duties as auditors.
- h. The auditors of the Society shall be entitled to attend any General Meeting of the Society and to receive all notices of and other communications relating to any General Meeting which any Member of the Society is entitled to receive and to be heard at any General Meeting they attend on any part of the business of the meeting which concerns them as auditors.
- i. The auditor shall provide a yearly an audited report for filing with the Registrar of Corporate Affairs in Canberra ACT and for presentation at each Annual General Meeting

7.3 Financial Year

The financial year of the Society shall terminate on the Thirtieth (30th) day of June.

7.4 Funding

- a. Funding of expenses

The expenses of the Society shall be funded by:

- i. annual subscriptions, fees and levies as determined by the Federal Council;
- ii. the proceeds of scientific and research meetings;
- iii. gifts and donations; and
- iv. such other sources as the Federal Council may determine.

- b. Levies may be struck

If funds raised during the financial year as determined by the Federal Council are insufficient to cover the running cost of the Society in that financial year, a levy on the State Branches may be called after Thirtieth (30th) June and due on Thirty-first (31st) August. The total amount of such levy shall equal the unfunded deficit for the previous year plus any additional funds necessary to maintain adequate liquidity. The levy shall be apportioned in proportion to the aggregate number of financial Members of each State

Branch in the previous financial year only, provided that no State Branch shall be required to pay more than double the levy paid or payable for the previous financial year.

c. **Failing of State Branch Member to remit levies**

If a State Branch Member should fail to remit levies within sixty (60) days after the date upon which the levy is payable (unless otherwise stated) the following shall occur:

- i. such Member will thereupon be suspended from membership of the Society;
and
- ii. such Member may be reinstated to membership by the Federal Council upon such terms and conditions as shall be determined by the Federal Council.

8 GENERAL

8.1 Amendment of the Constitution

The Constitution may, subject to clause 2.3(e), from time to time be amended, altered or added to by special resolution provided that:

- a. it is passed at a general meeting of the society, 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. The failure of any Member to receive such notice of meeting shall not affect the validity of any resolution passed at such a General Meeting: and
- b. it is passed by at least three-quarters (3/4) of the votes of those members of the society who, being entitled to vote, vote in person or vote by proxy at the meeting.

8.2 Public officer

- a. The Federal Council shall appoint a member of the society to be its Public Officer.
- b. The Public officer shall file or cause to be filed the required notices with the Registrar of Corporate Affairs in Canberra A.C.T. and otherwise ensure that the Society conforms with the provisions of the Act.

8.3 Common seal

The Federal Council shall provide for the safe custody of the seal which shall only be used by the authority of the Federal Council and every instrument to which the seal is affixed shall be signed by a minimum of two (2) Councilors.

8.4 Notices

- a. Service in person or by post

A notice may be given by the Society to any Member either by serving it on them personally or by sending it by post to them at their address as shown in the Register of Members or the address supplied by them to the Society for the giving of notices to them.

- b. Service by post deemed after sent

Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

- c. Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised by this clause to:

- i. every Full Member and Honorary Life Member and State Branch; and
- ii. the auditor for the time being of the Society.

8.5 Income and Property

The income and property of the Society shall be dealt with as follows:

- a. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in the Constitution.
- b. The Society shall operate as a non-profit organisation pursuant to the Income Tax Assessment Act.
- c. No portion of the income or property of the Society shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to the Members or Councilors of the Society other than:
 - i. by way of grant for education and research purposes; or
 - ii. remuneration to any officers, servants or employees of the Society, for any services actually rendered;
 - iii. reimbursements for expenses properly incurred by them;
 - iv. for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the Member or member of Federal Council were not a Member or a member of Federal Council and the amounts payable have been specifically approved by resolution of the Federal Council.

8.6 Dissolution of the Society

If after dissolution of the Society there remains after the satisfaction of all debts and liabilities any moneys or other property of the Society whatsoever the same shall not be distributed to or amongst any Members of the Society but the Members of the Society in a General Meeting shall resolve by a simple majority to give or transfer such funds to some other Society having objects similar to those of the Society which shall prohibit the distribution of its income and property amongst its Members.

8.7 Custody of Records

Unless the Federal Council otherwise determines, the Secretary/Treasurer shall be responsible for the maintenance of all records relating to the administration and management of the Society and the custody of books, documents and securities of the Society.

8.8 Inspection of Records

- a. Members may inspect the records of the Society on such terms and in such manner as the Board determines, subject to Clause 8.7(b).
- b. Members may not inspect the records of the Society that relate to personal, employment, contractual and legal matters that are confidential in nature, or that are not required to be disclosed by the Society under the Act, or by operation of law

9. DISPUTES AND MEDIATION

- 9.1 The grievance procedure set out in this Clause 9 applies to disputes under the Constitution between:
- a. a Member and another Member; or
 - b. a Member and the Society.
- 9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be:
- a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. in the case of a dispute between a Member and another Member, a person appointed by Federal Council; or
 - ii. in the case of a dispute between a Member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 9.5 A Member can be a mediator, but a mediator cannot be a Member who is a party to the dispute.
- 9.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.7 The mediator, in conducting the mediation, must:
- a. give the parties to the mediation process every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.8 The mediator must not determine the dispute.
- 9.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- 9.10 This Rules does not in any way limit or abrogate the authority and power of the Board under Clause 2.6.

10. POWER TO MAKE By-Laws.

- 10.1 Subject to the provisions of the Constitution, Federal Council shall have power from time to time to make, amend and repeal all such By-Laws as it deems necessary or desirable for the proper conduct and management of the Society, the regulation of its affairs, and the furtherance of its objectives.
- 10.2 Without in any way limiting the power of Federal Council under the Constitution, the Federal Council may make, amend and repeal By-Laws which:

- a. define the rights and benefits, duties, obligations and status of Members and classes of Members;
 - b. regulate all matters relating to applications for, and admission to, membership of the Society not otherwise provided for in the Constitution; or
 - c. define and regulate the procedure and order of business of general meetings of Members and meetings of the Federal Council, to the extent to which this is not provided for in the Constitution.
- 10.3 No By-Law shall be inconsistent with, nor shall it affect a repeal or modification of anything contained in the Constitution.
- 10.4 Any By-Law made by Federal Council may be set aside by a special resolution (being a resolution passed by at least seventy-five percent (75%) of the Members who are entitled to vote on the resolution).
- 10.5 Save as provided in the Constitution, all By-Laws so long as they remain in force shall be binding upon all Members. A register containing the By-Laws shall be kept in such place as the Federal Council shall appoint for that purpose.
- 10.6 On the adoption of the Constitution the By-Laws are those By-Laws recited in the annexure hereto (if any).

11 GIFT FUND

- 11.1 If the Society has been notified by the Australian Taxation Office that gifts and contributions to the Society will be an allowable deduction:
- a. the Society must promptly notify the Australian Taxation Office of all amendments to the Constitution; and
 - b. the Federal Council must maintain a gift fund for the principal purpose of the Society ("**Gift Fund**"):
 - (i) to which gifts of money or property for that purpose are to be made;
 - (ii) to which any money received by the Society because of such gifts is to be credited; and
 - (iii) that does not receive any other money or property;
- 11.2 Any Gift Fund:
- a. must be kept in a bank account separate from the other accounts of the Society; and
 - b. will, unless the Federal Council determines otherwise, be governed by the Constitution.
- 11.3 Upon any Gift Fund being wound up or if the endorsement (if any) as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, will be transferred to an entity:
- a. that has similar objects to the Society;
 - b. that also prohibits the distribution of profit, income and assets to its members to at least as great an extent as the Constitution; and
 - c. to which income tax deductible gifts can be made.