

# Constitution

The Australian and New Zealand Society of Paediatric Dentistry Inc.  
(**"The Society"**)

Incorporated Perth, Western Australia

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# CONSTITUTION

## 1. Definitions and interpretation

### 1.1 Definitions

"**Act**" means the *Associations Incorporation Act 2015 (WA)*;

"**Annual Dues**" means the annual amount payable to ANZSPD by a Member. It does not include the annual amount payable by a Member to a Member's Branch;

"**Annual General Meeting**" has the meaning given to it in rule 4.3(a);

"**ANZSPD**" means The Australian and New Zealand Society of Paediatric Dentistry Incorporated (or Inc.) (ANZSPD) which is an autonomous trans-Tasman body and is a National Member Society of the International Association of Paediatric Dentistry. It does not refer to any of the provincial branches of ANZSPD;

"**Appointed Officers**" has the meaning given to it in rule 6.1;

"**Associate Member (Dentist)**" means a Member who satisfies the requirements set out in rule 3.2(c);

"**Associate Member (Other)**" means a Member who satisfies the requirements set out in rule 3.2(e);

"**Associate Member (Postgraduate)**" means a Member who satisfies the requirements in rule 3.2(d);

"**Biennial Conference**" means the Federal Scientific Meeting which satisfies the requirements in rule 4.2(b), rule 4.2(c) and rule 4.2(d);

"**Branch**" means a provincial branch of The Australian and New Zealand Society of Paediatric Dentistry Incorporated (or Inc.). Each provincial branch is an autonomous organisation;

"**By-Laws**" means the by-laws of the Society;

"**Chair**" has the meaning given to it in rule 5.10(a);

"**Constitution**" means this constitution;

"**Dental Practitioner**" means a person who has met the requirements for registration as a dental practitioner by a National Dental Board;

"**Dentist**" means a person who has met the requirements for registration as a dentist by a National Dental Board;

"**Elected Officers**" has the meaning given to it in rule 5.8;

**"Federal Council"** means the management committee formed in accordance with rule 5;

**"Federal Executive"** means the management committee formed in accordance with rule 5.3(k);

**"Federal Honorary Life Member"** means a Member who satisfies the requirements set out in rule 3.2(h);

**"Federal Honorary Member"** means a Member who satisfies the requirements set out in rule 3.2(g);

**"Federal President"** means the person elected to the position of federal president of the Society and having the duties set out in rule 5.8(a);

**"Federal Scientific Meeting"** means a meeting of all categories of Members for the purpose of providing continuing professional development, the requirements of which are set out in rule 4.2;

**"Federal Secretary"** means the person elected or appointed to position of federal secretary of the Society and having the duties set out in rule 5.8(c);

**"Federal Treasurer"** means the person elected or appointed to position of federal treasurer of the Society and having the duties set out in rule 5.8(d);

**"Federal Vice-President"** means the person elected to the position of federal vice-president of the Society and having the duties set out in rule 5.8(b);

**"Financial Year"** means the 12 month period commencing on 1 January in each calendar year;

**"Full Member"** means a Member who satisfies the requirements set out in rule 3.2(a);

**"Full Postgraduate Member"** means a Member who satisfies the requirements in rule 3.2(b);

**"General Meeting"** means a meeting of all the Members for the purpose of conducting the business of the Society and includes Annual General Meetings and Special Meetings;

**"Gift Funds"** means gifts of money or property for the principal purpose of the Society; contributions made in relation to a fund-raising event held for the principal purpose of the Society; and money received by the Society because of such gifts and contributions;

**"Members"** means the members of the Society and includes Full Members, Full Postgraduate Members, Associate Members (Dentist), Associate Members (Postgraduate), Associate Members (Other), Retired Members, Federal Honorary Members and Federal Honorary Life Members;

**"Members' Register"** means the register of Members of the Society kept and maintained by the Federal Secretary in accordance with rule 3.8;

**"National Dental Association"** means the national representative body of Dentists

and Specialist Dentists;

**"National Dental Board"** means the regulatory body responsible for the registration of dental professionals as approved by the Federal Council from time to time;

**"National Member Society"** means a national or multinational society which represents the practice of Paediatric Dentistry in one country or a group of countries, and which participates in all the decisions of the International Association of Paediatric Dentistry;

**"Objects"** means the objects of the Society as set out in rule 2.1(a);

**"Oral Health Practitioner"** means a person who has met the requirements for registration as an oral health practitioner by a National Dental Board;

**"Paediatric Dentistry"** means the practice and teaching of, and research in, comprehensive preventive and therapeutic oral health care of children from birth through to adolescence. It shall be construed to include care for special patients beyond the age of adolescence who demonstrate abnormal physical and/or emotional problems;

**"Parliamentarian"** means the person appointed by the Federal Council as an Appointed Officer of the Society to undertake those duties set out in rule 6.3(c);

**"Retired Member"** means a Member who satisfies the requirements in rule 3.2(f);

**"Returning Officer"** means the person appointed by the Federal President as returning officers under rule 5.9(c)(i);

**"Rules"** means the rules set out in this Constitution and the By-Laws;

**"Simple Majority"** where a simple majority is required, it means greater than 50% voting in favour of a resolution;

**"Special Meeting"** means a meeting convened in accordance with rule 4.4(a);

**"Special Resolution"** means a resolution passed by a majority of not less than three quarters of all Members present entitled to vote and voting at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been given under this Constitution;

**"Specialist Dentist"** means a person who has met the requirements for registration as a specialist dentist by a National Dental Board;

**"Surplus Assets"** means any assets of the Society that remain after paying all debts and other liabilities of the Society, including the costs of winding up;

**"The Society"** means The Australian and New Zealand Society of Paediatric Dentistry Incorporated (or Inc.) (ANZSPD) which is an autonomous trans-Tasman body and is a National Member Society of the International Association of Paediatric Dentistry. It does not refer to any of the provincial branches of ANZSPD;

**"Unacceptable Conduct"** has the meaning given to it under rule 3.7(b);

**"Vice-Chair"** has the meaning given to it under rule 5.10(b);

"**Voting Member**" means a Member who satisfies the requirements in rule 4.9(a);and

"**Voting Councillor**" means a Federal Councillor who satisfies the requirements in rule 5.6(a).

## 1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) references to **notices** include formal notices of meeting and all documents and other communications from the Society to its Members;
- (b) a reference to any legislation or provision, division or subdivision of any legislation includes any amendment to that legislation, provision, division or subdivision, any consolidation or replacement of that legislation, provision, division or subdivision and any subordinate legislation made under that legislation, provision, division or subdivision;
- (c) a reference to a **person** includes a reference to a company, trust, partnership, incorporated association, organisation and entity;
- (d) a reference to a Member present at a General Meeting is a reference to a Member present in person or by proxy or by being simultaneously in contact by telephone or other means of instantaneous communication;
- (e) a reference to **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (f) the singular (including defined terms) includes the plural and the plural includes the singular;
- (g) a word importing any gender includes every other gender;
- (h) headings are used for convenience only and do not affect the interpretation of the Constitution; and
- (i) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning.

## 2. Objects and Powers

### 2.1 Objects

- (a) The Society is an organisation of individuals whose primary concern is the oral health of infants, children and adolescents. Its purpose is to advance Paediatric Dentistry through supporting health practitioners, education and/or research, and in doing so benefit the oral health of the whole community. ("**Objects**").
- (b) The attainment of the Objects shall be achieved by dedication to the following:

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- (i) The Society shall participate actively in the development and delivery of programs of continuing education in the field of Paediatric Dentistry for the Society per se, and for all health professionals.
  - (ii) The Society shall be alert to its responsibility to the community and the profession in the prevention and control of oral disease.
  - (iii) The Society shall be a representative of Paediatric Dentistry when liaison is required with other dental organizations, allied health professions, and government and private agencies concerned with the oral health of the public.
  - (iv) The Society shall involve itself actively in the development and implementation of national and regional oral health programs for infants, children and adolescents.

## 2.2 Powers

The Society has in addition to the powers conferred by the Act (“**Act**”) and elsewhere in this Constitution, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Society as the Federal Council thinks fit;
- (c) retain and employ persons for the purposes of the Society;
- (d) borrow money upon any terms and conditions as the Federal Council thinks fit;
- (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
- (f) enter into any contract the Federal Council considers necessary or desirable;
- (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (h) affiliate and work in conjunction with kindred organisations.

## 2.3 Property and Income

- (a) The Society’s property and income shall be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those Objects.
- (b) A payment may be made to a Member out of the funds of the Society only if it is authorised under rule 2.3(c).
- (c) A payment to a Member out of the funds of the Society is authorised if it is:

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- (i) the payment in good faith to the Member as reasonable remuneration for any services provided to the Society, or for goods supplied to the Society, in the ordinary course of business; or
  - (ii) the payment of interest, on money borrowed by the Society from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (iii) the payment of reasonable rent to the Member for premises leased by the Member to the Society; or
  - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Society; or
  - (v) the payment of out-of-pocket expenses for travel and accommodation to a Federal Councillor in connection with the performance of the Councillor's functions.
- (d) Other than under clause 2.3(c)(v), no payment is to be made to a Federal Councillor unless the payment is authorised by a resolution of the Society.

## 3. Membership

### 3.1 Qualifications

The Membership of this Society shall consist of registered Dentists, registered Specialist Dentists, other registered Dental Practitioners or Oral Health Practitioners, and other persons whose qualifications and classifications are set out below.

### 3.2 Categories

There shall be the following categories of Membership:

#### (a) Full Members

A dentist may be considered for Full Membership provided:

- (i) the applicant is registered as a Dentist or Specialist Dentist with the Dental Board of Australia (DBA) or the Dental Council of New Zealand (DCNZ), and
- (ii) the applicant is a member in good standing of the Australian Dental Association Inc. (ADA) or the New Zealand Dental Association Inc. (NZDA), and
- (iii) the applicant shows proof of interest in the Objects.

**(b) Full Postgraduate Members**

A dentist may be considered for Full Postgraduate Membership provided:

- (i) the applicant is registered as a Dentist or Specialist Dentist with the Dental Board of Australia (DBA) or the Dental Council of New Zealand (DCNZ), and
- (ii) the applicant is a member in good standing of the Australian Dental Association Inc. (ADA) or the New Zealand Dental Association Inc. (NZDA), and
- (iii) the applicant is a full or part-time postgraduate student enrolled in an Australian or New Zealand University higher degree course in Paediatric Dentistry approved by the Federal Council, and
- (iv) the applicant shows proof of interest in the Objects.

**(c) Associate Members (Dentist)**

A dentist may be considered for Associate Membership (Dentist) provided:

- (i) the applicant is registered as a Dentist or Specialist Dentist with the Dental Board of Australia (DBA), the Dental Council of New Zealand (DCNZ) or other National Dental Board, and
- (ii) the applicant is not eligible for another category of Membership; and
- (iii) the applicant's principal place of dental practice is in Australia or New Zealand; and
- (iv) the constitution of the Branch (responsible for the applicant's principal place of dental practice permits the dentist to be a Member of the Branch; and
- (v) the applicant shows proof of interest in the Objects.

**(d) Associate Members (Postgraduate)**

A dentist may be considered for Associate Membership (Postgraduate) provided:

- (i) the applicant is registered as a Dentist or Specialist Dentist with the Dental Board of Australia (DBA), the Dental Council of New Zealand (DCNZ) or another National Dental Board, and
- (ii) the applicant is a full or part-time postgraduate student enrolled in an Australian or New Zealand University higher degree course in Paediatric Dentistry approved by the Federal Council; and
- (iii) the applicant is not eligible for Full Postgraduate Membership; and
- (iv) the applicant shows proof of interest in the Objects.

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**(e) Associate Members (Other)**

- A. A registered dental practitioner or oral health practitioner may be considered for Associate Membership (Other) provided:
- (i) the applicant is not registered as a Dentist or Specialist Dentist; and
  - (ii) the applicant shows proof of interest in the Objects.
- B. An individual may be considered for Associate Membership (Other) if the individual is not a registered dental practitioner or oral health practitioner provided:
- (i) the constitution of the Branch responsible for the location of the applicant's principal employment permits the individual to be an Associate Member of the Branch; and
  - (ii) the applicant shows proof of interest in the Objects of the Society.

**(f) Retired Members**

An individual who has been a dues-paying Full Member for a significant number of years as determined from time to time by Federal Council may, upon application, be considered for Retired Membership provided:

- (i) the individual has retired from any dental clinical practice, administration and/or teaching for which the individual receives remuneration; and
- (ii) the individual shows proof of continuing interest in the Objects.

**(g) Federal Honorary Members**

If, in the opinion of Federal Council, an individual has Special Knowledge or Benefit to the Society, the individual may be bestowed with Federal Honorary Membership by Federal Council on behalf of the Society, provided the individual shows proof of interest in the Objects.

Federal Honorary Membership is bestowed for the remaining part of the calendar year. At the end of each calendar year, Federal Council may decide to extend the Federal Honorary Membership by a further calendar year.

**(h) Federal Honorary Life Members**

An individual may be considered for Federal Honorary Life Membership, provided:

- (i) the individual is currently a Full Member of the Society, or the individual was previously a Full Member of the Society and is now retired from any dental clinical practice, administration and/or teaching for which the individual receives remuneration, and
- (ii) the individual has made an outstanding contribution to the Society or

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to Paediatric Dentistry, and

- (iii) the Federal Council receives a nomination by a Voting Member, who shall submit substantiating evidence of the nominee's qualification for such Membership.
- (iv) If the individual is nominated for an outstanding contribution to Paediatric Dentistry, the contribution must have had significant impact in both Australia and New Zealand.
- (v) The unanimous recommendation of the Federal Council is required for an individual to be considered for election. An affirmative vote of three fourths (3/4) of the Voting Members present and voting at any General Meeting shall be required for the award of Federal Honorary Life Membership to be bestowed upon the nominee.
- (vi) Any individual who was awarded Federal Honorary Membership or Federal Honorary Life Membership of the Society before this Constitution was accepted by the Voting Members will automatically become a Federal Honorary Life Member of the Society.
- (vii) Any Federal Honorary Life Member may have the award rescinded by the Society.
- (viii) For the award of Federal Honorary Life Membership to be rescinded, the unanimous recommendation of the Federal Council is required. An affirmative vote of three fourths (3/4) of the Voting Members present and voting at any General Meeting shall be required for the award of Federal Honorary Life Membership to be rescinded.

### **3.3 Procedure for Application**

#### **(a) Application for Membership:**

Application for all categories of Membership in the Society shall be submitted to the Federal Secretary in such form as the Federal Council may designate from time to time.

#### **(b) Application Review:**

- (i) The Federal Council shall be responsible for approving all applications for Membership.
- (ii) Upon receipt of an application for Membership, the Federal Secretary shall review the applicant's qualifications to ensure that they conform to the respective requirements for Membership of the Society under rule 3.2. Any variance shall be reviewed by the Federal Council.
- (iii) Federal Council shall have the right to refuse Membership of the Society to any person who does not conform to the respective requirements for Membership of the Society under rule 3.2.
- (iv) Upon approval of the Federal Council and completion of all stipulated requirements including payment of the initial subscription, the

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applicant shall become a Member of the Society in the appropriate Membership category and will receive a copy of the Rules of the Society, free of charge.

### **3.4 Dues**

- (a) The amount of the Annual Dues (“**Annual Dues**”) for each category of Membership shall be proposed by the Federal Council and may be revised at the Annual General Meeting by an affirmative vote of a Simple Majority of the Voting Members present and voting, provided the Voting Members are informed of the impending proposal no later than twenty-one (21) days prior to the day of the Annual General Meeting.
- (b) Members in the following categories shall be required to pay the same amount for their Annual Dues: Full Members, Full Postgraduate Members, Associate Members (Dentists), Associate Members (Postgraduate) and Associate Members (Other).
- (c) Retired Members shall be required to pay Annual Dues to the Society at a rate which may be less than the Annual Dues paid by Full Members.
- (d) Federal Honorary Members and Federal Honorary Life Members shall pay no Annual Dues to the Society.
- (e) The full amount of Membership fees shall be due and payable on the first day of January of each year and shall be paid in Australian dollars.

### **3.5 Delinquency**

- (a) A Member shall be classified as delinquent when dues are not paid on or before the first day of March of each year. The Member shall be notified in writing of their delinquency, and, if after such notice, the default is not corrected within a period of thirty (30) days, the Member shall be removed from Membership unless exceptional circumstances exist.
- (b) The Federal Council may grant leniency or a temporary waiver from payment of dues upon written request by the Member.

### **3.6 Levy**

- (a) The Federal Council may from time to time determine a levy that may be payable by all Members, some categories of Members, or one category of Members in addition to the dues owing under rule 3.4.
- (b) The levy may be revised at the Annual General Meeting by an affirmative vote of a Simple Majority of the Voting Members present and voting, provided the Voting Members are informed of the impending proposal no later than twenty-one (21) days prior to the first day of the Annual General Meeting.

### **3.7 Termination of Membership**

- (a) A person ceases to be a Member of the Society if the person:

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- (i) sends the Federal Secretary written notice of the person's resignation from Membership of the Society;
  - (ii) fails to renew Membership;
  - (iii) fails to pay Membership dues as set out in rule 3.4;
  - (iv) ceases to meet the criteria for the person's membership category either because the Member:
    - A. resigns from or is expelled from membership of the appropriate National Dental Association;
    - B. ceases to be registered with or is refused registration by the DBA or the DCNZ;
  - (v) dies; or
  - (vi) is expelled as a Member of the Society due to Unacceptable Conduct.
- (b) Unacceptable Conduct occurs if a Member:
- (i) wilfully refuses or neglects to comply with the provisions of the Rules of the Society; or
  - (ii) behaves in any manner which the Federal Council deems to be detrimental to the Society,
- (c) The Federal Council shall, using such procedures as the Federal Council from time to time determines, hear and make decisions concerning Unacceptable Conduct referred to the Federal Council.
- (d) If the Federal Council considers that a Member should be expelled from the Society because of Unacceptable Conduct, the Federal Council shall advise the Member in writing that it considers the Member should resign or be expelled from the Society. If, within 14 days of receiving that notice, the Member has not resigned, the Federal Council shall convene a meeting at which the question of the Member's proposed expulsion is to be considered.
- (e) Written notice of the Federal Council meeting shall be given at least twenty-one (21) days before the date of the Federal Council meeting to Federal Councillors and the Member concerned either orally or in writing disclosing:
- (i) details of the Member's conduct which prompted the proposal to expel the Member; and
  - (ii) the time, date and place of the Federal Council meeting at which the question of expulsion will be decided.
- (f) At the Federal Council meeting, the Federal Council shall:
- (i) afford the Member concerned a reasonable opportunity to be heard by the Federal Council and to make representations in writing to the Federal Council; and

- (ii) after hearing and considering the representations, the Federal Council may, by a Simple Majority of the Voting Councillors present and voting expel the Member from the Society and shall communicate that decision to the Member in writing or permit the Member's Membership of the Society to be retained.
- (g) If an expelled Member wishes to appeal against their expulsion, the expelled Member must give written notice to the Federal Council of their intention to appeal within 14 days of the Federal Council's decision to expel.
- (h) When a notice of appeal is given by an expelled Member, the Federal Council must convene a General Meeting of the Society. At the General Meeting, the expelled Member shall:
  - (i) be given a reasonable opportunity to be heard by the Members at the General Meeting of the Society; and/or
  - (ii) be permitted to make representations in writing to the Federal Council which shall then be considered by the Members at the General Meeting.
- (i) After considering the oral and/or written submissions of the expelled Member at the General Meeting, the Society may by Simple Majority of the Voting Members present and voting
  - (i) confirm the decision of the Federal Council to expel the Member; or
  - (ii) set aside the decision of the Federal Council to expel the Member and permit the Member's Membership of the Society to be retained.
- (j) The Society's decision in respect of the expelled Member is final, conclusive and binding.

### 3.8 Members' Register

- (a) Upon the appointment or removal of a Member, the Federal Secretary must update the Members' Register to reflect the appointment or removal of that person as a Member, as soon as practicable after the appointment or removal occurs.
- (b) The Members' Register must, in addition to the matters referred to in section 53(2) of the Act, include the class of membership to which each Member belongs and the date on which each Member becomes a Member.
- (c) The Members' Register must be kept at the Federal Secretary's place of residence, or at another place determined by the Federal Council.

### 3.9 Disputes

#### (a) Application

The procedure set out in this part (**Grievance Procedure**) applies to disputes under the Rules:

- (i) between Members; or
- (ii) between one or more Members and the Society.

(b) **Parties to Attempt to Resolve Dispute**

The Parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

(c) **How Grievance Procedure is Started**

- (i) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 3.9(b), any party to the dispute may start the Grievance Procedure by giving written notice to the Federal Secretary of:
  - A. the matters to the dispute; and
  - B. the matters that are the subject of the dispute.
- (ii) Within 28 days after the Federal Secretary is given the notice, a Federal Council meeting must be convened to consider and determine the dispute.
- (iii) The Federal Secretary must give each party to the dispute written notice of the Federal Council meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (iv) The notice given to each party to the dispute must state:
  - A. when and where the Federal Council meeting is to be held; and
  - B. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Federal Council about the dispute.
- (v) If:
  - A. the dispute is between one or more Members and the Society; and
  - B. any party to the dispute gives written notice to the Federal Secretary stating that the party:
    - 1. does not agree to the dispute being determined by the Federal Council; and
    - 2. requests the appointment of a mediator under rule 3.10(b),

the Federal Council must not determine the dispute.

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(d) **Determination of Dispute by Federal Council**

- (i) At the Federal Council meeting at which a dispute is to be considered and determined, the Federal Council must:
  - A. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Federal Council about the dispute; and
  - B. give due consideration to any submissions so made; and
  - C. determine the dispute.
- (ii) The Federal Council must give each party to the dispute written notice of the Federal Council's determination, and the reasons for the determination, within 7 days after the Federal Council meeting at which the determination is made.
- (iii) A party to the dispute may, within 14 days after receiving notice of the Federal Council's determination under rule 3.9(d)(i)C, give written notice to the Federal Secretary requesting the appointment of a mediator under rule 3.10(b).
- (iv) If notice is given under rule 3.9(d)(iii), each party to the dispute is a party to the mediation.

### 3.10 Mediation

(a) **Application of Part**

- (i) This part applies if written notice has been given to the Federal Secretary requesting the appointment of a mediator by a party to a dispute under rule 3.9(c)(v)B.2. or rule 3.9(d)(iii).
- (ii) If this part applies, a mediator must be chosen or appointed under rule 3.10(b).

(b) **Appointment of Mediator**

- (i) The mediator must be a person chosen by agreement between the parties to the dispute.
- (ii) If there is no agreement for the purposes of rule 3.10(b)(i), then, subject to rule 3.10(b)(iii) and rule 3.10(b)(iv), the Federal Council must appoint the mediator.
- (iii) The person appointed as mediator by the Federal Council must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
  - A. a party to a dispute under rule 3.9(c)(v)B.2.; or
  - B. a party to a dispute under rule 3.9(d)(iii) and the dispute is

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between one or more Members and the Society.

- (iv) The person appointed as a mediator by the Federal Council may be a Member or former Member of the Society but must not:
  - A. have a personal interest in the matter that is the subject of the mediation; or
  - B. be biased in favour of or against any party to the mediation.
- (c) **Mediation Process**
  - (i) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
  - (ii) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
  - (iii) In conducting the mediation, the mediator must:
    - A. give each party to the mediation every opportunity to be heard; and
    - B. allow each party to the mediation to give due consideration to any written statement given by another party; and
    - C. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
  - (iv) The mediator cannot determine the matter that is the subject of the mediation.
  - (v) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
  - (vi) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 4. Meetings

### 4.1 General Meetings and Federal Scientific Meetings

- (a) The Federal Council shall supervise and coordinate all aspects of General Meetings and Federal Scientific Meetings.
- (b) General Meetings and Federal Scientific Meetings of the Society may be held jointly or separately.
- (c) A General Meeting of the Society shall be held at the same time and place as the Society's Biennial Conference. ("**Biennial Conference**")

## 4.2 Federal Scientific Meetings

- (a) Federal Scientific Meetings ("**Federal Scientific Meetings**") include the Biennial Conference and any other Scientific Meetings the Federal Council from time to time determines to conduct.
- (b) The Biennial Conference shall be held usually at intervals of not less than eighteen (18) months but not greater than thirty (30) months. This interval will be measured from the start of the Scientific Programme at each Biennial Conference.
- (c) The Biennial Conference shall be conducted by each Branch in turn on behalf of the Society.
- (d) The Branch conducting the Biennial Conference or other and the Society shall share equally any profit or loss from the Biennial Conference.
- (e) Federal Council from time to time may delegate responsibility for the conduct of other Scientific Meetings to a Branch or to a Committee especially appointed by Federal Council to conduct the Scientific Meeting.
- (f) When Federal Council delegates to a Branch responsibility for the conduct of a Scientific Meeting other than the Biennial Conference, the Branch and the Society shall share equally any profit or loss from the Scientific Meeting.

## 4.3 Annual General Meeting

- (a) The Membership of the Society shall meet annually ("**Annual General Meeting**").
- (b) An Annual General Meeting shall be convened within the time limits provided for the holding of Annual General Meetings by Section 50 of the Act.

## 4.4 Special Meetings

- (a) The Federal President, or in the Federal President's absence, the Federal Vice-President:
  - (i) may convene a Special Meeting; and
  - (ii) must, within twenty-one (21) days of receiving a signed request in writing from not less than twenty per cent (20%) of Voting Members, issue a notice as set out under rule 4.4(b) of a Special Meeting for the purpose specified in that request, ("**Special Meeting**").
- (b) Twenty-one (21) days' notice in writing shall be given to all Members of a Special Meeting called in accordance with rule 4.4(a), setting out the reason for the meeting.

## 4.5 Time and Place

Unless otherwise stated in the Rules, the Federal Council shall determine the time and place of the meetings of the Society.

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#### **4.6 Notice**

- (a) Written notice of all meetings shall be given to each Member by email or other means of electronic communication.
- (b) Each individual Member shall be responsible to ensure the email address in the Society's electronic database is current and correct for that Member.
- (c) Written notice of all meetings shall be addressed to each Member at the email address appearing on the Members' Register or as provided by the Member to the Society for the purpose of such notice. All such notices shall be sent to each Member entitled thereto not less than twenty-one (21) days before each meeting and shall specify the place, the date, and the hour.
- (d) Any notice given under rule 4.6(a) will be deemed to have been received if transmitted by email.
- (e) An email is not given and received if at the conclusion of the email the sender receives an automated message stating that the email was undeliverable.

#### **4.7 Attendance**

- (a) All Members may attend the General Meetings and Federal Scientific Meetings of the Society.
- (b) Members may invite guests approved by the Federal Council to a Federal Scientific Meeting.
- (c) Federal Council may from time to time determined which other persons are eligible to attend General Meetings and Federal Scientific Meetings of the Society.

#### **4.8 Quorum**

- (a) A quorum for General Meetings shall consist of not less than ten (10) Voting Members of the Society, excluding proxies.
- (b) If within thirty (30) minutes after the time specified for the holding of a General Meeting a quorum is not present, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue. If within thirty (30) minutes of the time appointed for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (c) No quorum is required for Scientific Meetings of the Society.

#### **4.9 Voting**

- (a) Voting Members are:
  - (i) Full Members who have paid in full all Membership dues and levies owing; and

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- (ii) Full Postgraduate Members who have paid in full all Membership dues and levies owing; and
  - (iii) Federal Honorary Life Members.
- (b) Each Voting Member present shall be entitled to one vote upon each resolution properly submitted for vote.
  - (c) Unless specified elsewhere in this Constitution, each resolution properly submitted for vote shall require a Simple Majority of the Voting Members present and voting.
  - (d) If there is an equality of votes, when a resolution is properly submitted for vote, the Chair shall have the casting vote in addition to his or her deliberative vote.

#### **4.10 Appointment of Proxy**

- (a) A Voting Member may appoint another Voting Member to attend and vote instead of that Member at any meeting.
- (b) An instrument appointing a proxy shall be in such form as prescribed in the By-Laws or by the Federal Council from time to time.

#### **4.11 Other Procedures**

The Chair is to determine all other meeting procedures not provided for in the Rules.

## **5. Federal Council**

### **5.1 Composition**

Federal Council ("**Federal Council**") shall consist of:

- (a) one Federal Councillor elected by each Branch,
- (b) a Federal Secretary who needs not be elected as a Federal Councillor by a Branch, and
- (c) a Federal Treasurer who needs not be elected as a Federal Councillor by a Branch,
- (d) the Immediate Past President of the Society ex officio.

### **5.2 Eligibility**

- (a) All persons elected to Federal Council by a Branch must:
  - (i) be Voting Members of the respective Branch; and
  - (ii) be Voting Members of the Society; and

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- (iii) be eligible to serve on the Federal Council under the requirements of the Act and any other applicable law.
  - (b) If the Federal Secretary is not elected to Federal Council by a Branch, and is instead appointed by the Federal Council, the Federal Secretary must:
    - (i) be a Voting Member of the Society or a Retired Member of the Society; and
    - (ii) be eligible to serve on the Federal Council under the requirements of the Act and any other applicable law.
  - (c) If the Federal Treasurer is not elected to Federal Council by a Branch, and is instead appointed by the Federal Council, the Federal Treasurer must:
    - (i) be a Voting Member of the Society or a Retired Member of the Society; and
    - (ii) be eligible to serve on the Federal Council under the requirements of the Act and any other applicable law.

### **5.3 Duties and Powers**

The Federal Council shall:

- (a) act as a coordinator of the individual Branches which will nevertheless retain autonomy;
- (b) manage the affairs of the Society;
- (c) control the funds and other property of the Society;
- (d) assess the appropriateness of any person designated as an authorised signatory to operate the Society's banking needs;
- (e) have the power to remove from any person the right to operate the Society's banking needs as an authorised signatory, provided Federal Council has decided it is inappropriate for the person to have that right;
- (f) have the power to grant another Federal Councillor the right to operate the Society's banking needs as an authorised signatory, provided the same right has been removed from one of the Officers designated to have this right under the Constitution;
- (g) review annually the budget and submit recommendations to the Members;
- (h) have the power to form such committees as deemed necessary for the proper discharge of the duties of the Federal Council from time to time, the details of which shall be set out in the By-Laws;
- (i) subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Members of the Society; and

- (j) subject to this Constitution, the Act, and any resolution passed at a General Meeting, perform all such acts and things as appear to the Federal Council to be essential for the proper management of the business and affairs of the Society;
- (k) have the power to delegate responsibilities to a Federal Executive (“**Federal Executive**”) of not less than three (3) Councillors, including not less than two (2) Voting Councillors to deal with urgent business arising between Federal Council meetings. All decisions of the Federal Executive will be subject to ratification by Federal Council at its next regular meeting.

#### **5.4 Election of Federal Councillors**

- (a) Each Branch shall elect an eligible person to be its Federal Councillor-elect.
- (b) The name of Federal Councillor-elect shall be forwarded to reach the Federal Secretary fourteen days before the date set for the General Meeting held at the Biennial Conference of the Society.

#### **5.5 Tenure**

The term of office of the Federal Councillors of the Society shall be from the official handover at the closing ceremony of the Biennial Conference to the same point in proceedings at the following Biennial Conference.

#### **5.6 Voting**

- (a) Voting Councillors are:
  - (i) Federal Councillors elected by a Branch, and
  - (ii) The Immediate Past President of the Society.
- (b) If the Federal Secretary is not a Federal Councillor elected by a Branch, the Federal Secretary will be ineligible to vote at Federal Council meetings.
- (c) If the Federal Treasurer is not a Federal Councillor elected by a Branch, the Federal Treasurer will be ineligible to vote at Federal Council meetings.
- (d) Each Federal Councillor present who is eligible to vote at Federal Council meetings shall be entitled to one vote upon each resolution properly submitted for vote.

#### **5.7 Appointment of Proxies**

- (a) If a Voting Councillor elected by a Branch requires another Member to attend and vote instead of the Federal Councillor at any meeting, the Branch shall appoint another Voting Member of the Society. If, for whatever reason, the Branch is unable to appoint another Voting Member instead, the Voting Councillor may appoint another Voting Councillor to attend and vote instead of the absent Voting Councillor at any meeting.
- (b) If the Immediate Past President requires another Member to attend and vote instead of the Immediate Past President, the Immediate Past President may

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appoint another Voting Councillor to attend and vote instead.

- (c) An instrument appointing a proxy shall be in such form as prescribed in the By-Laws or by the Federal Council from time to time.

## 5.8 Elected Officers

The Elected Officers (“**Elected Officers**”) shall be the Federal President, Federal Vice-President, Federal Secretary and Federal Treasurer.

### (a) Federal President

The duties of the Federal President shall be to:

- (i) serve as the chief executive officer and official representative of the Society in its contact with government, civic, business, and professional organisations for the purpose of advancing the Objects;
- (ii) serve as Chair of the Federal Council;
- (iii) serve as an advisory Member of all committees;
- (iv) nominate all Appointed Officers;
- (v) nominate individuals to fill all other vacancies not provided for in this Constitution or the By-Laws;
- (vi) call Special Meetings of the Society;
- (vii) call meetings of the Federal Council;
- (viii) present to the Members at the Annual General Meeting a report on the activities of the Federal Council, as well as such matters deemed of importance to the Society, Paediatric Dentistry or the dental profession;
- (ix) nominate a Parliamentarian, subject to approval by the Federal Council;
- (x) appoint the requisite number of returning officers for each General Meeting; and
- (xi) act as an authorised signatory when the Society makes payments from the funds of the Society with the authority of a General Meeting or of the Federal Council;
- (xii) perform such other duties as may be provided in this Constitution or the By-Laws, or as directed by the Federal Council.

### (b) Federal Vice-President

The duties of the Federal Vice-President shall be to:

- (i) serve as a member of the Federal Council;

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- (ii) act as an authorised signatory when the Society makes payments from the funds of the Society with the authority of a General Meeting or of the Federal Council:
    - A. in the case of the Federal President's absence, disability, resignation, or death; or
    - B. in the case of the Federal Treasurer's absence, disability, resignation, or death;
  - (iii) preside when it is necessary for the Federal President to leave the chair.

**(c) Federal Secretary**

The duties of the Federal Secretary shall be to:

- (i) serve as a member of the Federal Council;
- (ii) serve as Secretary to the Society;
- (iii) present an annual report to the Federal Council and to Members at its Annual General Meeting;
- (iv) perform such other duties as may be provided in the Constitution or the By-Laws or as directed by the Federal President or the Federal Council;
- (v) assume the duties of the Federal Vice-President apart from the voting rights of the Federal Vice-President, in the case of the latter's absence, disability, resignation or death;
- (vi) co-ordinate the correspondence of the Society;
- (vii) keep full and correct minutes of the proceedings of the Federal Council and of the Society;
- (viii) comply on behalf of the Society with:
  - A. section 53 of the Act in respect of the registered Members of the Society;
  - B. section 35 of the Act in respect of the Rules of the Society;
  - C. section 58 of the Act in respect of the record of the officeholders and any trustees of the Society;
- (ix) have custody of all books, documents, records and registers of the Society, including those referred to in rule 5.8(c)(viii), other than those required by rule 5.8(d)(x) to be kept and maintained by, or in the custody of, the Federal Treasurer; and
- (x) perform such other duties as are imposed by the Rules on the Federal Secretary.

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**(d) Federal Treasurer**

The duties of the Federal Treasurer shall be to:

- (i) serve as custodian of all monies, securities and deeds belonging to the Society and to hold, invest and disburse these, subject to the direction of the Federal Council;
- (ii) supervise the annual audit of the funds of the Society;
- (iii) report annually on the general financial position of the Society to the Members at the Annual General Meeting;
- (iv) comply on behalf of the Society with sections 66 and 67 of the Act in respect of the accounting records of the Society;
- (v) be responsible for the receipt of all monies paid to the Society and shall issue receipts for those monies in the name of the Society;
- (vi) pay all monies referred to in rule 5.8(d)(v) into such account or accounts of the Society as the Federal Council may from time to time direct;
- (vii) ensure that the Federal President, the Federal Vice-President, the Federal Treasurer, and other persons specifically appointed by Federal Council under rule 5.3(f), shall be the only persons designated as authorised signatories to make payments from the funds of the Society with the authority of a General Meeting or of the Federal Council;
- (viii) make payments from the funds of the Society with the authority of a General Meeting or of the Federal Council and in so doing ensure that two authorised signatories shall be required for each payment transaction;
- (ix) whenever directed to do so by the Federal President, submit to the Federal Council a report, balance sheet or financial statement in accordance with that direction;
- (x) have custody of all books, documents, records, registers, securities, books and documents of a financial nature and accounting records of the Society including those referred to in rule 5.8(d)(iv) and rule 5.8(d)(v); and
- (xi) perform such other duties as are imposed by the Rules on the Federal Treasurer.

**5.9 Election of Officers****(a) Time**

A meeting of Federal Council to elect the Officers-elect shall precede the General Meeting held at the Society's Biennial Conference.

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**(b) Eligibility**

- (i) A Voting Councillor may be elected as an Officer-elect.
- (ii) A Voting Councillor may not be elected as the Federal President-elect or Federal Vice-President-elect if the Voting Councillor is not a Federal Councillor-elect who shall be representing a Branch.
- (iii) A Voting Councillor may be elected as a non-voting Federal Secretary-elect or a non-voting Federal Treasurer-elect if the Voting Councillor is not already a Federal Councillor-elect.
- (iv) If no Voting Councillor is eligible or is willing to be elected as the Federal President-elect or Federal Vice-President-elect, then any Federal Councillor-elect who will become a Voting Councillor after the official handover at the closing ceremony of the Biennial Conference may be considered for election as the Federal President-elect or Federal Vice-President-elect.
- (v) The procedures to be followed in conducting the nomination process, including the requirements for the nomination form and the date, will be determined by the Federal Council from time to time.

**(c) Returning Officer**

- (i) In the event a ballot is required, the Federal President shall appoint a Returning Officer (“**Returning Officer**”), who shall supervise the distribution and collection of the ballots, validate the results and report the outcome to the Federal Councillors prior to the adjournment of the Federal Council Meeting.
- (ii) The By-Laws may prescribe in further detail the role, duties and responsibilities of the Returning Officer.
- (iii) The Returning Officer may declare a nomination to be invalid and the candidate ineligible for election or re-election if the candidate's nomination form has not been fully completed or the information provided on the nomination form is false or misleading.
- (iv) The Returning Officer's decision in respect of all matters arising in connection with the nomination and election process will prevail and is final, conclusive and binding upon the Federal Council.

**(d) Voting**

- (i) Each Voting Councillor present shall be entitled to one (1) vote for each vacancy in the office of Federal President, Federal Vice-President, Federal Secretary and Federal Treasurer.
- (ii) All Elected Officers shall require for election a Simple Majority of the votes of Federal Councillors present, entitled to vote and voting. In the event the initial balloting does not result in a Simple Majority, the two (2) nominees receiving the highest number of votes shall be in a runoff election to establish a Simple Majority. In case the second balloting does not result in a clear-cut choice, the Federal President shall

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determine the Federal Councillor to be elected by the simple toss of a coin.

**(e) Tenure**

- (i) The term of the Elected Officers of the Society shall be from the official handover at the closing ceremony of the Biennial Conference to the same point in proceedings at the following Biennial Conference.
- (ii) The Federal President will hold office for one term but will not be eligible for immediate re-election.
- (iii) The Federal Vice-President will hold office for one term and will be eligible for immediate re-election.
- (iv) The Federal Secretary will hold office for one term and will be eligible for immediate re-election or re-appointment.
- (v) The Federal Treasurer will hold office for one term and will be eligible for immediate re-election or re-appointment.

**5.10 Chair**

- (a) The Federal President shall serve as Chair of the Federal Council ("**Chair**").
- (b) The Federal Vice-President shall serve as Vice-Chair of the Federal Council ("**Vice-Chair**").

**5.11 Meetings of the Federal Council**

**(a) Convening meetings**

- (i) The Federal Council shall meet at least annually.
- (ii) The Federal President may at any time convene a meeting of the Federal Council.

**(b) Quorum**

- (i) A quorum for the transaction of business by the Federal Council shall consist of five (5) Federal Councillors.
- (ii) The linking together by telephone or other electronic means of a sufficient number of Federal Councillors to constitute a quorum constitutes a Federal Council meeting. All the provisions in this Constitution relating to the Federal Council meetings apply, so far as they can and with any necessary changes, to Federal Council meetings by telephone or other electronic means.
- (iii) A member of the Federal Council who takes part in a Federal Council meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (iv) A Federal Council meeting by telephone or other electronic means is

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taken to be held at the place decided by the Meeting Chair, as long as at least one of the members of the Federal Council involved was at that place for the duration of the meeting.

- (v) The Federal Council may extend an invitation to any person or representative of a corporation it deems appropriate to sit with the Federal Council provided that any such invitee is not entitled to vote on matters.

**(c) Meeting Chair**

- (i) The Chair must (if present within 10 minutes after the time appointed for the meeting and is willing to act) preside as the Meeting Chair at each meeting of the Federal Council.

- (ii) If the Chair is not:

- A. present within 10 minutes after the time appointed for the meeting; or

- B. willing to act,

then the Vice-Chair shall preside as the Meeting Chair.

- (iii) If both the Chair and Vice-Chair are not present or are unwilling to act, then the Voting Councillors present at the meeting must elect one of the Voting Councillors as the Meeting Chair.

**(d) Meeting Proceedings**

- (i) Each Voting Councillor shall have a deliberative vote.

- (ii) A question arising at a Federal Council meeting shall be decided by a Simple Majority of the Voting Councillors present and voting, but, if there is an equality of votes, the Meeting Chair shall have the casting vote in addition to his or her deliberative vote.

- (iii) Subject to the Rules, the procedure and order of business to be followed at a Federal Council meeting shall be determined by the Federal Council members present at the Federal Council meeting.

- (iv) A member of the Federal Council having any direct or indirect pecuniary interest in a contract or proposed contract considered by the Federal Council shall comply with sections 42 and 43 of the Act.

- (v) A resolution in writing passed by all the Federal Council members entitled to receive notice of the Federal Council meeting and vote on the resolution, is as valid and effectual as if it had been passed at a meeting of the Federal Council duly convened and held.

- (vi) Any resolution passed under rule 5.11(d)(v) may consist of several documents in the same form each signed by one or more of the Federal Council members.

- (vii) If the documents referred to under rule 5.11(d)(vi) are signed on

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different days, the meeting will be taken to have been held on the day on which a document was last signed by an Federal Council member unless the document, by its terms, is said to take effect from an earlier date.

- (viii) For the purpose of rule 5.11(d)(v), an email or other document produced by electronic means under the name of an Federal Council member, with the Federal Council member's authority, will be considered to be a document in writing signed by the Federal Council member.

## 5.12 Conflict of Interest

- (a) A Federal Councillor who has any material personal interest in a matter being considered at a Federal Council meeting must:
  - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Federal Council;
  - (ii) disclose the nature and extent of the interest at the next General Meeting of the Society; and
  - (iii) not be present while the matter is being considered at the Federal Council meeting or vote on the matter.
- (b) Clause 5.12(a)(i) does not apply in respect of a material personal interest that:
  - (i) exists only because the Federal Councillor belongs to a class of persons for whose benefit the Society is established; or
  - (ii) the Federal Councillor has in common with all, or a substantial proportion of, the Members.
- (c) The Society or the Federal Council (as applicable), must record every disclosure made by a Federal Councillor under rule 5.12(a) in the minutes of the meeting at which the disclosure is made, and record that decision in the Society's conflict of interests register.

## 5.13 Vacancies

A vacancy occurs if a Federal Councillor:

- (a) dies;
- (b) is permanently incapacitated by mental or physical ill-health;
- (c) resigns by notice in writing delivered to the Chair or, if the Federal Councillor is the Chair, to the Vice-Chair;
- (d) becomes ineligible to accept an appointment or act as a Federal Councillor under section 39 of the Act;
- (e) is absent without the consent of the Federal Council, for more than three Federal Council meetings in the same Financial Year, of which he or she has

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received notice;

- (f) loses the endorsement of the Branch which the Federal Councillor was elected to represent;
- (g) loses in Federal Council a no confidence motion which has been supported by five (5) of the Voting Councillors;
- (h) ceases to be a Voting Member of the Society.

#### **5.14 Filling Casual Vacancies**

- (a) In the event the position of a Federal Councillor elected by a Branch becomes vacant, the respective Branch will elect its replacement Federal Councillor.
- (b) In the event the office of Federal President becomes vacant, the Federal Vice-President shall become Federal President for the unexpired portion of the term.
- (c) In the event the office of Federal Vice-President becomes vacant, the duties of the office shall be performed by the Federal Secretary, in addition to other duties, until a new Federal Vice-President is elected by the Federal Council.
- (d) In the event the Federal Vice-President resigns from the office but not from the Federal Council, the Federal Council may elect a replacement from the Voting Councillors as soon as practical.
- (e) In the event the office of Federal Vice-President becomes vacant and the Federal Vice-President also ceases to be a Federal Councillor, the election of the new Federal Vice-President must be delayed until the Branch the Vice-President represented elects its replacement Federal Councillor.
- (f) In the event the office of Federal Secretary becomes vacant, the office shall be filled for the unexpired portion of the term by the Federal Treasurer or by a Voting Member nominated by the Federal President, with appointment being subject to approval of the other members of the Federal Council.
- (g) In the event the office of Federal Treasurer becomes vacant, the office shall be filled for the unexpired portion of the term by the Federal Secretary or by a Voting Member nominated by the Federal President, with appointment being subject to approval of the other members of the Federal Council.
- (h) In the event the position of Immediate Past Federal President becomes vacant, the office shall be filled for the unexpired portion of the term by another Past Federal President nominated by the Federal President, with appointment being subject to approval of the other members of the Federal Council.
- (i) In the event the position of Immediate Past President becomes vacant, and no Past Federal President is willing to accept the nomination of the Federal President to fill the vacant position for the unexpired portion of the term, the position will remain vacant until the official handover at the closing ceremony of the next Biennial Conference.

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- (j) In the event the position of Immediate Past President becomes vacant, and no Past Federal President nominated by the Federal President receives the approval of the other members of the Federal Council, the position will remain vacant until the official handover at the closing ceremony of the next Biennial Conference.

## 6. Appointed Officers

### 6.1 Title

The appointed officers of this Society shall be a Parliamentarian and such others as may be designated by the Federal Council ("**Appointed Officers**").

### 6.2 Tenure

The term of appointment of Appointed Officers shall be until the official handover at the closing ceremony of the next Biennial Conference with the possibility of reappointment until the official handover at the closing ceremony of the following Biennial Conference.

### 6.3 Parliamentarian

- (a) The Parliamentarian shall be nominated by the Federal President and appointed by majority approval of the Federal Council.
- (b) The Parliamentarian shall be a Voting Member or a Retired Member.
- (c) The duties of the Parliamentarian shall be as follows:
  - (i) to attend all General Meetings of the Society;
  - (ii) to advise the Federal President, as Chair, on the conduct of the General Meetings; the Parliamentarian cannot make rulings, but advises the presiding officer;
  - (iii) to aid, give opinion, advise, or explain a procedural problem when requested by the Federal Council;
  - (iv) to instruct returning officers as to their duties;
  - (v) to be responsible for seeing that no procedural details are overlooked, to anticipate parliamentary strategy and be certain that all parliamentary requirements are observed; and
  - (vi) to perform such duties as prescribed by the Federal President.

## 7. By-Laws

The Federal Council has the power to make, amend or rescind By-Laws not

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inconsistent with this Constitution.

## 8. Dissolution of the Society

- (a) The decision to wind up the Society shall require:
  - (i) the unanimous recommendation of the Voting Councillors, and
  - (ii) a Special Resolution passed by a majority of not less than three quarters of all Members present, entitled to vote and voting at any General Meeting, and
  - (iii) otherwise to be in accordance with the Act.
- (b) If the Society is wound up or has its incorporation cancelled, any Surplus Assets must not be distributed to a Member or a former Member of the Society, unless that Member or former Member is an entity described in rule 8(c).
- (c) Subject to any applicable law and any court order, any Surplus Assets that remain after the Society is wound up or has its incorporation cancelled, must be distributed to one or more entities:
  - (i) of the type set out in section 24 of the Act; and
  - (ii) with similar objects, and not carried on for the profit or gain of their individual members; and
  - (iii) that are also endorsed as deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (d) The decision as to the entity or entities to be given the Surplus Assets must be made by a Special Resolution of Members.
- (e) If the Society's deductible gift recipient endorsement is revoked, any surplus Gift Funds must be transferred to one or more entities that meet the requirements of rule 8(c), as determined by the Federal Council.

## 9. Common Seal of the Society

- (a) The Society shall have a common seal on which its corporate name shall appear in legible characters.
- (b) The common seal of the Society shall not be used without the express authority of the Federal Council and every use of that common seal shall be recorded in the minute book of the Society.
- (c) The affixing of the common seal of the Society shall be witnessed by the Federal President and the Federal Secretary.
- (d) The common seal of the Society shall be kept in the custody of the Federal

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Secretary or such other person as the Federal Council from time to time decides.

## 10. Inspection of Records of the Society

### 10.1 Right to inspect

Members are entitled to inspect:

- (a) the Members' Register;
- (b) the register of office holders of the Society; and
- (c) the Rules of the Society,

in accordance with the Act.

### 10.2 Right to make copies

If:

- (a) a Member inspecting the Members' Register wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Members' Register,

the Federal Council may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Society.

## 11. Audit

- (a) If the Society is required by a regulatory authority to have the Society's accounts audited, the following shall apply:
  - (i) Within a reasonable period after the end of each Financial Year, there shall be an annual audit of the Society accounts by an independent registered company auditor as appointed by Members at the Annual General Meeting.
  - (ii) The auditor will hold office until removal by a resolution of the Society in a General Meeting or resignation in writing to the Federal Council.
  - (iii) If an auditor ceases to hold office prior to the conclusion of the period of their appointment, the Society must appoint a person to hold office as an interim auditor until the next Annual General Meeting.
- (b) Federal Council may determine from time to time that the Society's accounts shall be audited.

## 12. Constitution

- (a) The Society must keep a current copy of the Constitution.
- (b) This Constitution may be altered or repealed, or a new constitution may be made by a Special Resolution passed by a majority of not less than three quarters of the Members present, entitled to vote and voting at any General Meeting and otherwise in accordance with the Act.
- (c) All previous acts and appointments legal and valid under this Constitution prior to its amendment or repeal or under the former constitution, subject to any later constitution, shall remain legal and valid.
- (d) Any amendment or repeal of this Constitution or any new constitution shall only have force or effect as set out under the Act.

Constitution Accepted at the Annual General Meeting of the Society: 15<sup>th</sup> March, 2019.