

# AUSTRALIAN & NEW ZEALAND SOCIETY OF PAEDIATRIC DENTISTRY

## CONSTITUTION



### ARTICLE 1: NAME

The name of the organisation shall be “THE AUSTRALIAN AND NEW ZEALAND SOCIETY OF PAEDIATRIC DENTISTRY INCORPORATED (or INC.)”, hereinafter referred to as “THE SOCIETY”.

### ARTICLE 2: OBJECTS

1. The objects of the Society shall be the study and advancement of paediatric dentistry, and the promotion of education in the field of paediatric dentistry.

2. The property and income of the Society shall be applied solely towards the promotion of the objects of the Society 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.

### ARTICLE 3: AFFILIATION AND RECOGNITION

The Society may seek affiliation on mutually acceptable terms and conditions with any other society or association with similar aims and objects.

### ARTICLE 4: MEMBERSHIP

Membership of the society shall consist of dentists and other persons whose qualifications meet the requirements as set out in Chapter 1 of the Bylaws.

### ARTICLE 5: FEES

The amount of annual subscription shall be decided at the annual general meeting of the society.

ARTICLE 6:        ADMINISTRATION

The society shall be administered by a council as provided in Chapter 2 of the Bylaws.

ARTICLE 7:        NON - PROFIT

The assets and income of the society shall be applied solely in furtherance of the abovementioned objects and no portion shall be distributed directly or indirectly to the members of the society except as bona fide compensation for services rendered or expenses incurred on behalf of the society.

ARTICLE 8:        MEETINGS

(a) A General Meeting of the society shall be held at the same time and place as the society's Convention. In addition, an annual general meeting shall be convened by the council within the time limits provided for the holding of annual general meetings by section 23 of the Associations Incorporation Act of 1987 in the State of Western Australia. Twenty one days' notice in writing of a General Meeting shall be given to all members.

(b) Special Meetings - the council may at any time summon a special meeting of the society. Similarly, within thirty days of receiving a signed request in writing from not less than five members, council shall convene a special meeting for the purpose specified in that request. Fourteen days' notice in writing shall be given to all members of such a meeting, setting out the reason for the meeting.

(c) All meetings shall be chaired by the President, Vice - President or a member of the council of the society.

(d) A quorum for a Special or General Meeting shall be ten members.

(e) If within thirty minutes after the time specified for the holding of a General or Special Meeting in a notice given under Article 8 (a) or (b), a quorum is not present, the General or Special Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(f) If within thirty minutes of the time appointed under Article 8 (e) for the resumption of an adjourned General or Special 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 or Special Meeting as if a quorum were present.

#### ARTICLE 9: AMENDMENTS

The constitution may be amended by the consent of a seventy - five percent majority of the members present at a General or Special Meeting, provided notice of such amendments is given to all members twenty one days before the meeting.

#### ARTICLE 10: DISSOLUTION

If, upon winding up or dissolution of the organisation, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred for charitable purposes or to some other institution or society with similar objects, provided such institution or society is itself a non - profit organisation, and provided that institution or society is itself an association incorporated under the Act. Such purposes or incorporated association, institution or society, as the case requires, shall be determined by the resolution of the members when authorising and directing the council under section 33 (3) of the Act to prepare a distribution plan of the surplus property of the Society. In the event of the winding up or dissolution of the society, the Commissioner of Taxation shall be advised of the date of dissolution within thirty days of the dissolution.

#### ARTICLE 11: REGISTER OF MEMBERS

1. The Secretary/Manager shall, on behalf of the Society, keep and maintain the register of members in accordance with Section 27 of the Act, and that register shall be so kept and maintained at his or her place of residence.
2. The Secretary/Manager shall cause the name of a person who dies or who ceases to be a member under By Law, Chapter 1, Section 3 to be deleted from the register of members referred to in Section 1 of this Article.

BYLAWS:

CHAPTER 1: MEMBERSHIP

SECTION 1: TYPES OF MEMBERSHIP

(1) Full membership. Any dentist registered in Australia or New Zealand who shows proof of interest in the objects of the society, shall be eligible for election as a full member of the society. Such person must be of good repute and professional standing, and a current member of the Australian Dental Association Incorporated or the New Zealand Dental Association Incorporated.

(2) Honorary membership. On the recommendation of the council, any person:

(a) who is not eligible for full membership, but who wishes to contribute to the objects of the society and whose special knowledge in the opinion of the council would benefit the society

or

(b) who is eligible for election to full membership, but has either retired from active practice or has reached the age of 65 years, shall be eligible for election as an honorary member of the society.

(3) Associate membership. Any dentist or dental auxiliary, registered in Australia or New Zealand, who is not a current member of the Australian Dental Association Inc. or the New Zealand Dental Association Inc., who shows proof of interest in the objects of the society, shall be eligible for election as an associate member of the society. Such person must be of good repute and professional standing. Such members shall not have voting rights at general meetings, nor shall they be eligible to hold office in the Society.

SECTION 2: ELECTION OF MEMBERS

(1) Election of members may be carried out in either of the following ways:

(a) A member of an existing branch of the Australian and New Zealand Society of Paediatric Dentistry shall become a member of the society on payment of the federal fee to his/her local branch, provided the local branch endorses his/her nomination and sends the required fee to the federal secretary/manager

or

(b) Nominations for membership of the society shall be proposed by an existing member of the society at a General or Special Meeting for consideration at that meeting. If this nomination is acceptable by a two-thirds or more majority vote of members present, written application for membership by the nominee, together with his/her annual subscription must be in the hands of the federal secretary/manager within fourteen days after that meeting.

(2) On the satisfaction of these requirements, the council shall then enter the name of the nominee under the appropriate class of membership.

### SECTION 3: CESSATION OF MEMBERSHIP

A member of the society shall cease to be a member if he/she:

(a) sends the federal secretary/manager written notice of his/her resignation and pays any outstanding accounts.

(b) is three months or more in arrears in the payment of his/her annual subscription or other dues, and, in the opinion of the council, should have his/her name removed from membership of the society. (Loss of membership shall not absolve the member from liability for overdue subscription or other dues).

### CHAPTER 2: ADMINISTRATION

#### SECTION 1:

1. The council of the society shall consist of one councillor for each provincial branch of the society, a secretary/manager who need not be an elected provincial councillor, plus the immediate past president *ex officio*.

2. The officers of the society shall be:

- (1) President
- (2) Vice - President
- (3) Honorary Secretary/Manager.

The officers shall be elected by council from it's members (see 3. below) with the exception of the secretary/manager who need not be a provincial councillor, in which case the secretary/manager shall be

appointed by the council. If the secretary/manager is not a provincial councillor, he/she will be ineligible to vote at council meetings.

3. A meeting of council to elect the officers shall precede the General Meeting held at the society Convention. Those elected will hold office for the ensuing period until the next Convention of the society.

4.1. The President will hold office for one period but will not be eligible for immediate re - election.

4.2. The Vice - President will hold office for one period, and will be eligible for re - election.

4.3. The Honorary Secretary/Manager will hold office for one period and will be eligible for re - election.

5. The names of those elected by the provincial branches to serve as councillors shall be forwarded to reach the secretary/manager fourteen days before the date set for the General Meeting held at the Convention of the society. Councillors will serve until the next Convention of the society. In the event of a councillor being unable to complete his/her term, their provincial branch shall appoint a replacement who shall serve the remainder of the term of the original councillor.

6. If a councillor is unable to attend a council meeting, he/she may vote by proxy.

7. A quorum for a council meeting shall be five councillors.

8. The secretary/manager shall:

- (a) co-ordinate the correspondence of the society;
- (b) keep full and correct minutes of the proceedings of the council and of the society;
- (c) comply on behalf of the society with-
  - (i) section 27 of the Associations Incorporation Act of 1987 in the State of Western Australia in respect of the register of members of the society;
  - (ii) section 28 of the Act (as referred to in 8 (c)(i)) in respect of the rules of the society;
  - (iii) section 29 of the Act (as referred to in 8 (c)(i)) in respect of the record of the officeholders and any trustees of the society;

(iv) sections 25 and 26 of the Act (as referred to in 8 (c)(i)) in respect of the accounting records of the society;

(d) be responsible for the receipt of all moneys paid to the society and shall issue receipts for those moneys in the name of the society;

(e) pay all moneys referred to in paragraph (d) into such account or accounts of the society as the council may from time to time direct;

(f) make payments from the funds of the society with the authority of a general meeting or of the council and in so doing, ensure that all cheques are signed by the President and himself or herself;

(g) whenever directed to do so by the President or a councillor, submit to the council a report, balance sheet or financial statement in accordance with that direction;

(h) 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 paragraphs 8 (c)(iv) and 8 (g);

(i) perform such other duties as are imposed by these rules on the secretary/manager.

## SECTION 2:

The council shall act as coordinator of the individual provincial bodies who will nevertheless retain autonomy, and the council shall have control over the management and affairs of the society, including the collection and dispersion of the federal funds of the society.

## SECTION 3:

The council shall meet at least annually, and shall review and co-ordinate the programmes put forward by the various member provincial branches regarding the furtherance of the objects of the society.

## SECTION 4: DELEGATION BY COUNCIL

The council may delegate responsibilities to an executive of not less than three members to deal with urgent business arising between meetings. All decisions of the executive will be subject to ratification by council at its next regular meeting.

## SECTION 5: MEETINGS

The society shall hold a “Convention” usually at intervals of not less than two years but not greater than three years. Such Conventions will be conducted by the provincial branches, in turn, on behalf of the federal society. The provincial branch conducting the Convention and the federal society will share equally any profit or loss from the Convention.

NOTE: In the event of inability of the President to continue to hold office due to death, serious ill health or other emergency, the council may recall a past President to preside until the next regular General Meeting.

## SECTION 6: COMMON SEAL OF THE SOCIETY

1. The society shall have a common seal on which it's corporate name shall appear in legible characters.
2. The common seal of the society shall not be used without the express authority of the council and every use of that common seal shall be recorded in the minute book of the society.
3. The affixing of the common seal of the society shall be witnessed by the President and the secretary/manager.
4. The common seal of the society shall be kept in the custody of the secretary/manager or such other person as the council from time to time decides.

## SECTION 7: INSPECTION OF RECORDS, ETC. OF SOCIETY

A member may at any reasonable time inspect without charge the books, documents, records and securities of the society.

As amended, August 1997; with addition to By Law, March 1998.  
Further amendment - November 2001.