

CONSTITUTION OF  
AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INCORPORATED



# RULES

**CONSTITUTION OF  
AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INCORPORATED**

**TITLE**

1. The name of the Association is "Australian Dental Association Victorian Branch Incorporated" (hereinafter called "the Branch").

**OFFICE**

2. The Office of the Branch shall be in Melbourne.

**STATEMENT OF PURPOSES AND POWERS**

3. (1) The purposes of the Branch are:
  - (a) to encourage the improvement of the oral and general health of the public, ~~to promote the art and science of dentistry and to support the provision of safe, high quality oral health care for the community;~~
  - (b) ~~to establish, promulgate and encourage, by whatever name, a Code of Ethics for the observance of Members of the Branch in the conduct of their profession;~~  
~~to uphold public trust in the dental profession by promoting ethical dental practice, via a Code of Ethics, in the interests of public health;~~
  - (c) ~~to advise upon, participate in, develop and promote continuing professional development for dentists and other persons engaged in the practice of dentistry;~~  
~~to support the provision of safe, high quality oral health care for the community by promoting the art and science of dentistry and the mental and general health of dental practitioners;~~
  - (d) ~~to further and promote the interests and objects of the Australian Dental Association Incorporated and to participate in programmes or activities sponsored or administered by that Association;~~  
~~to enhance the delivery of dental care in the community by facilitating public health initiatives of the ADA Ltd;~~
  - (e) ~~to advance and safeguard the professional interests and wellbeing of Members.~~

To engage in activities in furtherance of or ancillary to, any of the above purposes.

- (2) The powers of the Branch are:
- (a) Subject to the Act, the Association has the power to do all things incidental to achieve its purposes.
  - (b) Without limiting Subrule 1, the Association may:
    - (i) acquire, hold and dispose of real or personal property;
    - (ii) open and operate accounts with financial institutions;
    - (iii) invest its money in any security in which trust monies may lawfully be invested;
    - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
    - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
    - (vi) appoint agents to transact business on its behalf;
    - (vii) enter into any other contract it considers necessary or desirable.
  - (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

#### **INTERPRETATION**

4. (1) In these presents, unless there be something in the subject or context inconsistent therewith,
- (a) the Act means the *Associations Incorporation Reform Act 2012 (Vic)* and includes any regulations made under that Act;
  - (b) “Appropriate Body” means a Federal and/ or State dental regulatory board constituted under a dental Act and having jurisdiction in the State of Victoria
  - (c) "the Association" means the Australian Dental Association Limited;
  - (d) “Australian Dental Council candidate” means any person with a dental qualification not registerable in the State who is a candidate for parts 2 and 3 of the Australian Dental Council examination enabling qualification for registration in all States;
  - (e) “books, documents and securities” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Branch and includes the following:
    - (i) its membership records;
    - (ii) its financial statements;
    - (iii) its financial records;
    - (iii) the minutes of General Meetings;
    - (iv) records and documents relating to transactions, dealings, business or property of the Branch;

- (m) "the Constitution" means the Constitution of the Branch being comprised of the Rules herein contained;
  - (n) "a Court" means a tribunal, authority or person having power to require the production of documents or the answering of questions and to administer a penalty;
  - (o) a "General Meeting" includes an Annual General Meeting, a June General Meeting, an Ordinary General Meeting and an Extraordinary General Meeting.
  - (p) "Office Bearers" means the President, Vice-President, Immediate Past President, [Executive Councillor](#) and Chair of any- Committee formed by the Branch Council to oversee Branch finances, risks and audit matters in accordance with Rule 63(2);
  - (q) "Indemnity Scheme" means any scheme in which the Branch Council has negotiated participation so that Members of the Branch upon payment of a relevant subscription or premium can obtain professional risk indemnity;
  - (r) "Member" means a member of the Branch and includes without limitation all classes of Member specified by Rule 7(1);
  - (s) "Registrar" means the person defined as the Registrar of Incorporated Associations under the *Associations Incorporation Reform Act 2012 (Vic)*;
  - (t) "Registered Dentist" means any person registered as a dentist by the Appropriate Body;
  - (u) "the Rules" and "these Rules" mean these Rules as altered or added to and any reference to a Rule by number is a reference to the Rule of that number in these Rules;
  - (v) "Secretary", usually the Chief Executive Officer, means a salaried employee appointed by the Branch Council to perform the duties under the Act and Corporations Law, the Rules and such other duties as the Branch Council may determine and includes any person appointed to perform the duties of the Secretary temporarily;
  - (w) "special resolution" means a resolution proposed by the Branch Council or by a Member for the purpose of amendment of the Statement of Purposes or Rules or winding up of the Branch, of which notice is to be given pursuant to Rules 76 and 87(2) and which is passed according to Rule 79(2);
  - (x) "the State" means the State of Victoria;
  - (y) "in writing" includes written words conveyed in an electronic communication or contained in an electronic file;
  - (z) words importing any gender shall include the other gender and the singular shall include the plural and vice versa.
- (2) Headings and subheadings herein contained shall not affect the construction of these Rules.

- (4) Nominations shall close at 5.00 pm on the 35th day prior to the June General Meeting in each even year.
37. (1) In the event of the nominations being not more in number than the positions to be filled, those who have been nominated pursuant to the above shall be deemed to be elected and shall assume and commence office on the expiration of the term of office of the outgoing Branch Councillors.
  - (2) In the event of there being more nominations than vacancies the election shall be by ballot.

**Conduct of ballot**

38. (1) The Branch Council shall for each election pursuant to Rule 37(2) take appropriate actions, including appointing a Returning Officer, to allow conduct the ballot pursuant to the By-Laws of the Branch.
- (2) The Ballot paper, shall be in a form (which may be an electronic form) and containing instructions as prescribed by the Branch Council.

**Counting of votes**

39. Counting of votes will be pursuant to the By-Laws of the Branch.

**Informal votes**

40. Validity of votes will be determined pursuant to the By-Laws of the Branch.

**Casting vote**

41. In the event of there being an equality of votes for two or more Members for election to the Branch Council, the Returning Officer shall have a casting vote or votes.

**Result of ballot**

42. Immediately upon the completion of the counting of votes, including that or those of the Returning Officer pursuant to Rule 43 (if applicable), the Returning Officer shall certify the result in writing to the President.

**Election of Office Bearers**

43. (1) Prior to the June General Meeting in each year (and, in the case of an election being necessary pursuant to Rule 37(2), after the Returning Officer has advised the President of the result of the ballot pursuant to Rule 42 the President shall convene a meeting of Branch Councillors holding office for the ensuing year, to elect from their number, pursuant to the By-Laws of the Branch, the following Office Bearers:

- (a) a President; ~~and~~
- (b) a Vice President; ~~and~~
- ~~(c) an Executive Councillor;~~

who shall assume and commence office on the expiration of the term of office of the outgoing Office Bearers at the commencement of the day following the June General Meeting.

#### **Announcement of results**

44. (1) The President shall announce the result of the ballot, or the names of the persons deemed to be elected as Branch Councillors pursuant to Rule 37(1) as the case may be, to the June General Meeting in each even year.
- (2) The President shall each year announce to the June General Meeting the Office Bearers elected pursuant to Rule 43(1) and 59 for the ensuing year.

#### **Filling of vacancies**

- (4) In the event of there having been fewer nominations for the Branch Council than vacancies, the Branch Council may at some subsequent date appoint a Member or Members to fill any such vacancy or vacancies.

#### VACATION OF OFFICE

### **VACATION OF OFFICE**

#### **Cessation of Office**

45. (1) Office bearers or other Branch Councillors shall cease to hold office and a casual vacancy occur
- (a) if they die;
  - (b) if by notice in writing to the Chief Executive Officer they resign their office;
  - (c) if for any reason they cease to be a Member of the Branch (including, without limitation, if they are suspended or expelled from or forfeit Membership of the Branch pursuant to Rule 92 hereof);
  - (d) if they are removed from office pursuant to Rule 45(2);
  - (e) if they are absent from two consecutive meetings of the Branch Council (of which due notice has been given) without the consent of the Branch Council unless the Branch Council shall be of the opinion that there was sufficient justification of such absence PROVIDED ALWAYS that leave of absence may be granted by the Branch Council to any member thereof.

Council or of any Committee or generally for or in respect of any such matters as are not elsewhere prescribed in these Rules.

#### **Branch funds**

58. The Branch Council may employ and use the funds of the Branch for any of the purposes of the Branch and may pay and allow to any Member or Branch Councillor or officer or servant of the Branch all reasonable travelling, hotel and other expenses incurred in connection with the performance of duties or services for the Branch or the Branch Council and such additional sum or sums by way of remuneration as the Branch Council may think fit and determine, and the Branch Council may pay the expenses of any Committee appointed by the Branch or by the Branch Council PROVIDED ALWAYS that any remuneration or other payment to a Member must be in good faith and on terms no more favourable than if the Member was not a Member.

### **OFFICE BEARERS**

#### **How constituted**

59. (1) The Office Bearers shall be elected each year pursuant to Rule 43(1) from amongst the Branch Councillors and shall include the following Office Bearers:
- (a) the President; ~~and~~
  - (b) the Vice President, ~~and~~
  - (c) ~~an Executive-Councillor;~~
- (2) In addition to the elected Office Bearers, the Immediate Past President of the Branch may be appointed by Branch Council as an Office Bearer.
- (3) Further, the Chair ~~of, of,~~ any Committee that may be formed by the Branch Council to oversee Branch finances, risks and audit matters, shall be deemed an Office Bearer.

#### **Casual vacancy**

60. The Branch Council shall have power at any time to appoint from their number a member to fill any Office Bearer casual vacancy. Any person so appointed shall hold office only until the next June General Meeting and shall then be eligible for election pursuant to Rule 43.
61. The Office Bearer position shall become vacant if, for any reason, the Member ceases to be a Branch Councillor.

### COMMITTEES

### **COMMITTEES**

#### **Meetings**

62. (1) Committees shall meet at such times and places as determined by the Chair. Usually not less than 7 days' notice of any such meeting shall be given to every member of the Committee.

- (2) Members of Committees may participate in a meeting of the Committee by the use of technology that allows all Committee members present to clearly and simultaneously communicate with each other participating Committee member. Each Committee member participating in a Committee meeting in this manner is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**Delegation of powers by the Branch Council**

63. (1) The Branch Council may, in its discretion delegate any of its powers and authorities or the doing of any act or thing to any Committee for such periods and on such conditions as it thinks fit and may prescribe regulations to be observed by any such Committee in the exercise of any power so delegated to it.
- (2) The Branch Council must form a Committee to oversee Branch finances, risks and audit matters.

PRESIDENT

**PRESIDENT**

64. (1) The President shall
- (a) chair the Branch Council meetings, ensuring the effectiveness of the meetings and adherence to the Rules and By-Laws of the Branch
  - (b) oversee the proper co-ordination of policies and resolutions of the Branch Council with the administration of the Branch
  - (c) represent the Branch within the national framework of the Association and with external entities
  - (d) ensure that Branch policies and resolutions are effectively communicated to external bodies
  - (e) carry out such duties and responsibilities as may be allocated by the Branch Council
- (2) Powers of the President for urgent action
- The President may, following consultation with Branch Officers, take immediate action in the name of the Branch (not inconsistent with these Rules or the By-Laws or the policies or purposes of the Branch) on any matter affecting the Branch which requires immediate decision and action PROVIDED ALWAYS that the details of all such actions by the President shall forthwith be reported in writing to the Branch Council and shall be recorded in the minutes of the next meeting of the Branch Council.

VICE-PRESIDENT

**VICE-PRESIDENT**

65. The Vice-President shall deputise for the President when the occasion demands and shall carry out such other duties and responsibilities as may be allocated by the Branch Council, including those specified in the By-Laws.

EXECUTIVE COUNCILLOR

**EXECUTIVE COUNCILLOR**

66. The Executive- Councillor shall deputise for the Vice-President when the occasion demands and shall carry out such other duties and responsibilities as may be allocated by the Branch Council, including those specified in the By-Laws.

IMMEDIATE PAST PRESIDENT

**IMMEDIATE PAST PRESIDENT**

676. The Immediate Past President shall
- (a) provide advice to the Branch Council and the President
  - (b) assist the administration of the Branch as requested
  - (c) be appointed as Returning Officer (if present and willing) for any poll to be conducted at General Meetings of the Branch
  - (d) carry out such duties and responsibilities as may be allocated by the Branch Council
  - (e) in the event the Immediate Past President is not appointed, these duties and any other specified in the By-Laws shall be ascribed to a Branch Councillor who is a Past President.

CHIEF EXECUTIVE OFFICER /SECRETARY

**CHIEF EXECUTIVE OFFICER**

67. (1) The Chief Executive Officer shall be appointed and removed by the Branch Council.
- (2) The Chief Executive Officer shall have responsibility for:
- (a) the day to day management of the Branch;
  - (b) the performance of functions and duties prescribed in these Rules or as otherwise delegated by Branch Council;
  - (c) the general administrative oversight of the Committees of the Branch, and
  - (d) such other things as stipulated by Branch Council or Branch President or as may otherwise be conducive to achievement of the objects of the Branch.

**SECRETARY**