

# 2023 ANNUAL GENERAL MEETING



**Monday 23 October 2023, 6pm**

ADAVB Meeting rooms 1–3 | Level 3, 10 Yarra Street, South Yarra

## ANNUAL GENERAL MEETING AGENDA

**6pm Business**

1. Welcome
2. Apologies
3. Confirmation of Minutes of Previous General Meeting
4. President's Report
5. FRAC Chair's Report

**Recommendations:**

- ◆ That the 2022/2023 Annual Report of the Australian Dental Association Victorian Branch Inc. be adopted
- ◆ That Crowe Australasia be appointed as Branch Auditors and Tax Agent for 2023/2024

6. Constitutional Amendments

**Recommendation:**

- ◆ That the amendments to the Rules detailed in the following pages be adopted

7. Other Business

**7pm Close**



## ADAVB INC. 2023 ANNUAL GENERAL MEETING

Name/s: \_\_\_\_\_ Email: \_\_\_\_\_

RSVP by 11 October for catering

Mail or email your registration form to: ADAVB, PO Box 9015, South Yarra 3141.  
Email: [ask@adavb.org](mailto:ask@adavb.org) or register online: [adavb.org/events](https://adavb.org/events)

# ANNUAL GENERAL MEETING PROXY FORM

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Australian Dental Association Victorian Branch Inc. will be held at ADAVB, L3, 10 Yarra Street, South Yara, on Monday 23 October 2023, commencing at 6pm.

**MOTION 1** That the 2022/2023 Annual Report for the Australian Dental Association Victorian Branch Inc be adopted

**MOTION 2** That Crowe Australasia be appointed as Branch Auditors and Tax Agent for 2023/2024

**MOTION 3** That the amendments to the Rules detailed in the following pages be adopted

Melbourne  
August 2023

Matthew Hopcraft  
Chief Executive Officer

By Order of Branch Council

## FORM OF APPOINTMENT OF PROXY

- NOTES:**
1. A proxy may not be given to a person who is not a Member of the Branch.
  2. Appointment of a proxy must be by notice received by the Chief Executive Officer no later than 48 hours before the time of the meeting
  3. There is no limit to the number of proxies that may be placed in the hands of the Chair of the Meeting, but any Members giving a proxy to the Chair must specify their vote, whether for or against, for each matter listed on the Notice of Meeting.
  4. No Member, other than the Chair of the Meeting, shall hold more than five proxies.
  5. When a proxy is given to a Member of the Branch other than the Chair of the Meeting, it is permissible, although not compulsory, to specify a vote.

I, \_\_\_\_\_ ADAVB Membership Number \_\_\_\_\_  
(Name)  
of \_\_\_\_\_  
(Address)

being a member of the Australian Dental Association Victorian Branch Inc. hereby appoint:

the Chair, or

\_\_\_\_\_  
(Name of proxy)

of \_\_\_\_\_

being a member of the Australian Dental Association Victorian Branch Inc., as my proxy to vote for me on my behalf at the Annual General Meeting of the Branch to be held on Monday 23 October 2023 and at any adjournment of that

My proxy is authorised to vote as follows:

	For	Against	Abstain
<b>MOTION 1</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>MOTION 2</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>MOTION 3</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Member appointing proxy \_\_\_\_\_

Date \_\_\_\_\_

## EXPLANATORY NOTES FOR PROPOSED

The following recommendation for changes to the existing Rules are to remove all mentions of Executive Committee which Branch Council recommends be wound up in line with contemporary governance structures

### PROPOSED AMENDMENTS TO THE ADAVB INC. RULES TO BE CONSIDERED AT THE JUNE GENERAL MEETING ON 23 OCTOBER 2023

#### CONSTITUTION OF AUSTRALIAN DENTAL ASSOCIATION, VICTORIAN BRANCH INCORPORATED

##### INTERPRETATION

4. (1) In these presents, unless there be something in the subject or context inconsistent therewith...
- (k) (i) "Committee" means a body to which authority is delegated by the Branch Council and whose acts are all subject to the approval of the Branch Council;
- (ii) "Standing Committees" are those established by the Branch Council to administer a permanent function under conditions, objects, or regulations prescribed by the Branch Council;
- (iii) "Ad Hoc Committees" are those formed by the Branch Council ~~or Executive Committee~~ for a specific function, at the conclusion of which they are dissolved...
- (o) "Office Bearers" means the President, Vice-President, Immediate Past President, and Chair of Finance Risk and Audit Committee, provided however, that they shall be a Branch Councillor;~~"the Executive Committee" means the members of the Executive Committee established pursuant to Rules 43 and 59 of this Constitution;~~...
- (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 ~~86-80~~ and ~~9791~~(2) and which is passed according to Rule ~~8983~~(2);

##### Election of Members

- 9 (1) Unless specified in the By Laws of the Branch, as soon as practicable after such application has been received; ~~it shall be brought before the Executive Committee for consideration whereupon the Executive Committee may~~
- (a) if ~~satisfied that~~ the applicant is eligible for Membership pursuant to these Rules, Membership of the Branch shall be granted;~~elect the applicant to Membership of the Branch;~~ or
- (b) the application shall be ~~referred the application~~ to the Branch Council.
- (2) As soon as practicable after such referral ~~from the Executive Committee~~ the Branch Council may

##### Reciprocal rights

12. (1) Any person who is a member of the Association in any other State or Territory of Australia or who is a member or constituent of any body or association of dentists recognized by the Association and who is a member of the Association may, upon application in writing to the Secretary be accepted as a Member subject to the written confirmation from ~~an officer of~~ the branch or other such body or association as aforesaid of which such person is presently a member of good standing or if deemed necessary be elected pursuant to Rule 9 above and to the receipt from such applicant of the annual subscription payable pursuant to the provisions of Rule 12(3)...
- (3) In the year of joining the Branch, such applicant from another branch shall not be liable to pay annual subscription. However, such applicant from another body or association pursuant to Rule 12(1) above shall be liable to pay the whole or such proportion of the annual subscription as may be determined by the Branch Council in its absolute discretion. The Secretary shall notify the applicant of the amount of the subscription payable and if the applicant fails to pay such amount within 30 days the application shall be refused unless otherwise determined by the Branch Council~~Executive Committee~~.

(3) In the year of joining the Branch, such applicant from another branch shall not be liable to pay annual subscription. However, such applicant from another body or association pursuant to Rule 12(1) above shall be liable to pay the whole or such proportion of the annual subscription as may be determined by the Branch Council in its absolute discretion. The Secretary shall notify the applicant of the amount of the subscription payable and if the applicant fails to pay such amount within 30 days the application shall be refused unless otherwise determined by the ~~Branch Council~~Executive Committee.

#### **Obligations of Members**

Privileges allowed pending election

14. Notwithstanding anything in these Rules contained the ~~Executive Committee~~Branch Council may at its discretion permit a person whose application for Membership has been duly made to attend Meetings of the Branch and enjoy the same privileges as an Honorary Member pending consideration of such application by the ~~Executive Committee or the Branch~~ Council.

#### **Entitlement to Indemnity Cover**

15. Any applicant for Membership whose application is subsequently approved by ~~the Executive Committee or~~ the Branch Council shall be entitled to access the Indemnity Scheme negotiated by the Branch Council pursuant to Rule 30(3).

#### **HONORARY LIFE MEMBERS...**

##### **Benefits and privileges**

18. A Member elected as an Honorary Life Member shall notwithstanding any other provision in these Rules be entitled to the full benefits and privileges of Membership of the Branch for life (including the right to participate in the benefits of the Indemnity Scheme upon payment of the annual subscription to that Scheme as prescribed by Rule 30) without the payment of any further annual subscription for Membership of the Branch, and with the Branch paying any Association annual subscription, unless ceasing to be a Member under the provisions of Rules 20 or ~~10397~~.

#### **CESSATION OF MEMBERSHIP**

23. Members of the Branch shall cease to be Members if...

- (g) they be expelled from or forfeit Membership of the Branch pursuant to the provisions of Rule ~~10397~~;

#### **Re-admittance to Membership**

25. In the event of ceasing to be a Member of the Branch pursuant to any of the Rules 23(b) to 23(i) inclusive, the ex-Member concerned shall have no absolute right of re-admittance to Membership. However, if such ex-Member at the discretion of ~~the Executive Committee or~~ the Branch Council be re-admitted to Membership it shall only be on payment of all arrears of monies due to the Branch and on such other terms as the Council sees fit to impose PROVIDED that any Member so re-admitted to Membership as aforesaid shall not be deemed to be a new Member and it shall not be necessary to be nominated or seconded as such and PROVIDED FURTHER that a Member re-admitted as aforesaid shall not be entitled to receive direct support from the Branch in respect of any cause or action or other matter which may arise or any claim which may be made against such Member during the period of being unfinancial or cessation of membership.

#### **GOVERNMENT OF THE BRANCH COUNCIL**

##### **How constituted**

33 (2) In addition to the elected members of the Branch Council the following shall be ex-officio members of the Council...

- (b) those members of the Branch Council elected as members of the Federal Council of the Association pursuant to Rule ~~100-94~~ during whatever term of office remains to them as members of the Federal Council or the Federal Executive after the June General Meeting of the Branch in each even year.

#### **Election of ~~Executive Committee~~Office Bearers and Appointment of Finance Risk and Audit Committee**

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 the members of the Branch Council holding office for the ensuing year, to elect from their number, pursuant to the By-Laws of the Branch, the following ~~Office B~~earers:

(a) a President; ~~and~~

(b) a Vice-President; ~~and~~

~~(c) two Executive Councillors~~

who shall ~~collectively together with the ex-officio member pursuant to Rule 59(2), constitute the Executive Committee and shall~~ assume and commence office on the expiration of the term of office of the outgoing ~~Executive Committee~~Office Bearers at the commencement of the day following the June General Meeting.

(2) At the same meeting the members of the Branch Council shall also appoint the Finance Risk and Audit Committee and its Chair and Vice-Chair for the ensuing year pursuant to Rule ~~7367~~(1) and the By-Laws of the Branch.

#### Announcement of results

44. (2) The President shall each year announce to the June General Meeting the ~~members of the Executive Committee~~Office Bearers elected pursuant to Rule 43(1) ~~and 59~~ for the ensuing year.

#### Cessation of Office

45. (1) Office bearers or other members of the Branch Council shall cease to hold office and a casual vacancy occur...

(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 ~~403-97~~ hereof);

#### PROCEEDINGS OF COUNCIL

##### Meetings

49 (2) The Branch Council may also confer on a given matter via telecommunications at such times as may be determined by the President ~~or the Executive Committee~~. Where votes are registered as a consequence of such a conference, these must be recorded at the next Branch Council meeting held pursuant to Rule 49(1). However, such ballots shall be as valid and immediately effective as if made at a meeting held in person pursuant to Rule 49(1).

#### OFFICE BEARERSTHE EXECUTIVE COMMITTEE

##### How constituted

59. (1) The ~~Executive Committee~~Office Bearers shall be elected each year pursuant to Rule 43(1) from amongst the members of the Branch Council and shall include the following ~~Office B~~earers:

- (a) the President; ~~and~~
- (b) the Vice-President; ~~and~~
- ~~(c) two Executive Councillors.~~

(2) In addition to the elected ~~members~~Office Bearers~~of the Executive Committee~~ the Immediate Past President of the Branch may be appointed by Council as an ~~ex-officio member of Executive Committee~~Office Bearer.

(3) Further, the Chair of the Finance Risk and Audit Committee shall be deemed an Office Bearer.

##### Casual vacancy

60. The Branch Council shall have power at any time to appoint from their number a ~~ny~~ member to fill any Office Bearer casual vacancy ~~occurring in the Executive Committee~~. 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 of a member of the Executive Committee~~ shall become vacant if, for any reason, the member ceases to be a member of the Branch Council.

#### POWERS OF THE EXECUTIVE COMMITTEE

~~62. Subject always to directions of the Branch Council prescribing limitations on the powers of the Executive Committee (whether generally or in respect of particular transactions), the Executive Committee may exercise all such powers and do all such things as may be exercised or done by the Branch Council save such as are by these Rules expressly required to be exercised or done by the Branch Council. Further, the Executive Committee must act within the decisions reached at General Meetings, and meetings of the Branch Council, and may take any action for the purpose of implementing any objects, policies and powers of the Branch not inconsistent with this Clause.~~

#### PROCEEDINGS OF THE EXECUTIVE COMMITTEE

##### Meetings

~~63. (1) The Executive Committee shall meet, at such times and format as it decides but on not less than six occasions in every calendar year and at least once every two months, unless for special reasons it shall decide otherwise. Not less than 7 days' notice of any such meeting shall be given to every member of the Executive Committee.~~

~~The President or any other three members of the Executive Committee shall have the power to call a meeting of the Executive Committee by giving not less than 24 hours written notice specifying the time and place for the meeting to all members of the Executive Committee.~~

~~———— (2) ——— Executive Committee may also confer on a given matter via telecommunications at such times as may be determined by the President, or any other three members of the Executive Committee. Where votes are registered as a consequence of such a conference, these must be recorded at the next Executive Committee meeting held pursuant to Rule 63(1). However such ballots shall be as valid and immediately effective as if made at a meeting held in person pursuant to Rule 63(1) above.~~

~~———— (3) ——— At an in-person meeting, a member or members of Executive Committee, provided a quorum of members physically present at a scheduled meeting is achieved, may on occasion of unusual circumstances, and only with the approval of the President, attend all or part of the meeting via teleconference.~~

#### **Quorum**

~~64. ——— The quorum for a meeting of the Executive Committee shall be three-fifths of members, and if there is no quorum present within half an hour of the appointed time, the meeting shall lapse.~~

#### **The Chair**

~~65. ——— The President shall act as the Chair at every meeting of the Executive Committee, or if there is no President or if the President is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act then the Vice President shall preside or, failing this, the meeting shall lapse.~~

#### **Voting at meetings**

~~66. ——— (1) ——— Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and each member of the Executive Committee shall have one vote. In the case of an equality of votes the Chair shall not have a casting vote in addition to a deliberative vote.~~

~~(2) ——— Resolutions adopted by a conference at which members of the Executive Committee are not present in person at one place (subject to Rules 63(2) and 64) shall nevertheless be deemed to have been passed on the day and at the time at which the conference was held.~~

#### **Accountability of the Executive Committee**

~~67. ——— (1) ——— Accurate minutes of all resolutions and proceedings of the Executive Committee shall be prepared and kept. Such minutes and consequential actions (unless impracticable so to do) shall be forwarded to each member of the Branch Council prior to and for consideration at the next following meeting of the Branch Council PROVIDED ALWAYS that any matter, which in the opinion of the President is of such a secret and confidential nature so to warrant, need not be included in such reports but, if not so included, a record to that effect shall be made in the minutes of the next meeting of the Executive Committee and the matter shall be reported to the Branch Council at the first meeting of the Branch Council following the conclusion of negotiations on such confidential matters or else a report shall be made in a manner determined by the President.~~

~~———— (2) ——— In all other respects the provisions of these Rules in relation to proceedings of the Branch Council shall also apply to meetings of the Executive Committee.~~

## **COMMITTEES**

### **Meetings**

~~628.~~ (1) Committees shall meet together, in person, 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) Committees may also ~~meet or confer on a given matter~~ via telecommunications at such times as may be determined by the Chair. ~~Where votes are registered as a consequence of such a conference, these must be recorded at the next Committee meeting held pursuant to Rule 68(1).~~

(3) A member or members of Committees, provided a quorum of members physically present at a scheduled meeting is achieved, may on occasion of unusual circumstances, and only with the approval of the Chair, attend all or part of the meeting via teleconference.

### **Delegation of powers by the Branch Council**

~~639.~~ ~~Without prejudice to the Branch Council's power to delegate powers and authorities or the doing of any act or thing to the Executive Committee,~~ the Branch Council may in its discretion delegate any of its powers and authorities or the doing of any act or thing to any Standing or Ad Hoc 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

## Membership of Committees

~~6470.~~ (1) Members of the Branch, whether or not members of the Branch Council, and in special circumstances non-Members may be appointed by the Branch Council as members of a committee.

## Standing Committees

~~6571.~~ (1) Standing Committees, governance and advisory, of the Branch shall be as established by the Branch Council, pursuant to Rule ~~639~~ and subject to Rule ~~7266~~, and shall include:

- ~~(a) Governance:~~
  - ~~(i) Constitution and Policy Committee;~~
  - ~~(ii) Disputes and Ethics Committee; and~~
  - ~~(iii) Remuneration and Appointments Committee;~~
- ~~(b) Advisory:~~
  - ~~(i) Continuing Professional Development Committee;~~
  - ~~(ii) Defence Advisory Committee;~~
  - ~~(iii) Oral Health Committee;~~
  - ~~(iv) Recent Graduates and Students Committee~~

~~(a) the Continuing Professional Development Committee~~

~~(b) the Defence Advisory Committee~~

~~(c) the Oral Health Committee~~

~~(d) the Disputes and Ethics Committee~~

~~(e) the Recent Graduates and Students Committee~~

## Duration of Office

~~6672.~~ (1) At the first meeting of the Branch Council to be held after the June General Meeting in each odd year:

- (a) all members of Standing Committees, other than those pursuant to Rule ~~7266~~(2) below, shall be deemed to have retired from office; and
- (b) the Branch Council shall appoint the members of each Standing Committee for the ensuing two years.

## Finance Risk and Audit Committee

~~6773.~~ (1) The Finance Risk and Audit Committee shall comprise six to eight members being:

- (a) two Branch Councillors as the Chair and the Vice Chair ~~at least one of whom must be an Executive Councillor;~~

## PRESIDENT

~~7468.~~ (1) The President shall

- (a) chair the Branch Council ~~and Executive Committee~~ meetings, ensuring the effectiveness of the meetings and adherence to the Rules and By-Laws of the Branch

- (e) carry out such duties and responsibilities as may be allocated by the Branch Council ~~or Executive Committee~~

(2) Powers of the President for urgent action

The President may, following ~~a meeting of the Executive Committee or, if it be impossible or impracticable to convene a meeting of the Executive Committee, after~~ consultation with all available ~~members of the Executive Committee, Office Bearers,~~ 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 ~~all members of the Executive Committee~~ Branch Council and shall be recorded in the minutes of the next meeting of the ~~Executive Committee~~ Branch Council.

~~7569.~~ 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 ~~or Executive Committee~~.

## IMMEDIATE PAST PRESIDENT

~~7670.~~ The Immediate Past President shall...

- (d) carry out such duties and responsibilities as may be allocated by the Branch Council ~~or the Executive Committee~~

## FINANCE RISK AND AUDIT COMMITTEE CHAIR

~~7771.~~ (1) The Finance Risk and Audit Committee Chair shall...

- (c) co-authorise payments made by the Branch Council ~~or by the Executive Committee;~~

## CHIEF EXECUTIVE OFFICER

[7872](#). (1) The Chief Executive Officer shall be appointed and removed by the Branch Council;

(5) The Secretary must give to the Registrar notice of ~~his or her~~[their](#) appointment within 14 days after the appointment.

## ACCOUNTS AND AUDIT

### Accounts

[7973](#). The Branch Council shall cause to be kept proper books of account in which shall be kept full and complete accounts of the affairs and transactions of the Branch. The accounts shall be closed on the 30th day of June in each year and a balance sheet and revenue account shall be made out up to such date.

### Auditor

[8074](#). (1) One or more qualified auditors shall be appointed annually by the Branch at the Annual General Meeting. In the case of the death or resignation of an auditor during the year, the Branch Council shall be authorised to appoint a replacement at its next meeting following the vacancy in the office of auditor. No member of the retiring or the incoming Council shall be appointed auditor.

### Annual report and audited accounts

[8175](#). A copy of every report of the Branch Council and of every balance sheet and revenue account which is to be laid before the Branch at the Annual General Meeting together with a copy of the report of the auditor(s) thereon shall be sent to all Members not less than 7 days before the date of the Meeting.

## GENERAL MEETINGS

## GENERAL MEETINGS

### Annual General Meeting

[8276](#). (1) The Annual General Meeting of the Branch shall be held no later than the 30th day of November in each year at such time and place as the Branch Council shall determine.

### June General Meeting

[8377](#). (1) A General Meeting of the Branch shall always be held, in the month of June each year at such time and place as the Branch Council shall determine.

(b) each year, to receive a report from the President regarding the [Office Bearers and the](#) membership of the ~~Executive Committee and~~ Finance Risk and Audit Committee for the ensuing year pursuant to Rule 43;

(c) in each even year, to receive a report from the President of the members of the Branch Council elected as Federal Councillors for the ensuing two years pursuant to Rule ~~10094~~;

### Other Ordinary General Meetings

[8478](#). Ordinary General Meetings may be held at such times and places as the Branch Council shall determine.

### Extraordinary General Meetings

[8579](#). (1) The Branch Council may at any time and shall on the requisition in writing of fifty Members stating the business for which it is required convene an Extraordinary General Meeting for any specific purpose. The requisition as aforesaid shall be left with or sent to the Secretary at the Office.

(2) The Branch Council shall convene an Extraordinary General Meeting to consider an appeal, pursuant to Rule ~~10498~~(7)

### Notice and recording of General Meetings

[8680](#). (1) The Secretary shall at least 14 days before any General Meeting or at least 21 days before any General Meeting at which a special resolution is to be proposed pursuant to Rule [9791](#)(2), notify Members of such Meeting specifying the place day and hour of the Meeting and the business that will be brought before such Meeting, including details of any resolution or special resolution which is to be proposed but the accidental omission to give such notice to or non-receipt of such notice by any Members shall not invalidate any resolution passed at any such Meeting. No business other than that stated in such notice, except of a formal nature, shall be brought forward at any General Meeting of the Branch unless notice thereof shall have been duly given as herein provided.

### Quorum

[8781](#). Ten Members entitled to vote shall form a quorum for the June General Meeting and Annual General Meeting. Twenty Members entitled to vote shall form a quorum for other General Meetings of the Branch. If within half an hour from the time appointed for the Meeting a quorum be not present the Meeting, if convened on the requisition of the Members, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place and, if at such adjourned Meeting a quorum be not present, those Members who are present shall be a quorum and may transact the business for which the Meeting was called.



### **The Chair**

[8882](#). The President if present and willing to act shall preside at any Meeting of Members. If the President is not present within 10 minutes of the time fixed for calling the Meeting, or is unwilling to act as the Chair, then the Vice-President shall preside. If neither be present or be willing to act, the meeting shall elect a Chair from among the Members present.

### **Resolutions**

[8983](#). (1) Any proposed resolution submitted to any General Meeting of the Branch, other than a special resolution, shall be determined in the first instance by a show of hands.

[9084](#). On a show of hands or on a poll every Member present in person and entitled to vote at the meeting shall have one vote. In the case of an equality of votes the Chair shall have a casting vote in addition to a deliberative vote.

[9185](#). (1) No Member shall be entitled to vote at any General Meeting unless all monies presently payable by that Member to the Branch have been paid.

[9286](#). No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the Meeting, whose decision shall be final and conclusive.

[9387](#). At any General Meeting, unless a poll be demanded by at least five Members present in person and entitled to vote at the Meeting, a declaration by the Chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the record of proceedings of the Branch shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **Poll**

[9488](#). (1) If a poll is demanded as aforesaid, or is required to be held pursuant to the provisions of these Rules, it shall be taken immediately, unless otherwise decided by the Meeting, and in such manner as the Chair directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded or required. The demand for a poll shall not prevent the continuance of the Meeting for the transaction of any business other than the question upon which a poll was demanded.

### **Adjournment of Meetings**

[9589](#). The Chair may, with the consent of any Meeting, adjourn the same, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for more than 10 days, notice of the adjourned Meeting shall be given as in the case of an original Meeting but save as aforesaid it shall not be necessary to give notice of an adjourned Meeting or of the business to be transacted thereat.

### **Referral of matters for investigation**

[9690](#). The Members present at any Meeting of the Branch may refer any matter appertaining to the Branch to the Branch Council for consideration and investigation and the Council shall report thereon to the Branch at the next Ordinary General Meeting of the Branch or (at the sole discretion of the Branch Council) at an Extraordinary General Meeting of the Branch convened for the purpose by the Branch Council.

### **Notices of resolutions**

[9791](#). (1) Notice in writing shall be given to the Secretary at least 35 days before the holding of any General Meeting of the Branch of any resolution to be proposed at such Meeting by a Member (other than a resolution proposed by the Branch Council) PROVIDED that any Member may at any Ordinary General Meeting of the Branch give notice of intention to move a particular resolution at a further Meeting of the Branch by handing a copy of the notice of resolution in writing to the Chair who shall forthwith read it to the Meeting.

### **Visitors**

[9892](#). A non-Member of the Branch may on the invitation of a Member and with the concurrence of the President be admitted as a visitor to any of the Meetings of the Branch.

### **Ballots**

[9993](#). (1) The Branch Council may if it deems it expedient and shall on the requisition in writing of fifty Members institute and conduct a ballot of all voting Members on any matter appertaining to the Branch and in such manner as the Branch Council determines. Any resolution to be carried or question to be decided shall be required to be so carried or decided by the same majority of votes as would have been necessary if such resolution or question had been carried or decided at a General Meeting of the Branch. The ballot shall be declared null and void if less than twenty votes are received.

## ASSOCIATION AND AFFILIATION

### Federal Council

[10094](#). (1) Subject to any contrary provisions contained in the constitution of the Association, the Branch Council shall elect in each even year in the manner hereinafter provided three members of the Branch Council (or such other number as may be provided for pursuant to the constitution of the Association) who will be appointed by the Branch as Federal Councillors.

### Affiliation of other bodies

[10195](#). The Branch Council may admit to or discontinue affiliation with the Branch any dental association, society or body or medical organisation which has a direct connection to dentistry functioning exclusively within the State and on terms and conditions as specified in the By-Laws of the Branch and otherwise determined by Branch Council.

## DUTIES OF MEMBERS

[10296](#). Every Member of the Branch shall be governed by and shall conform to the Rules and By-Laws of the Branch, and if applicable, the rules and regulations for the administration of the Indemnity Scheme.

## DISPUTES AND ETHICAL COMPLAINTS

### Complaints

[10397](#). (1) The Branch's procedures set out in this Rule and Rule [104-98](#) are subject to any requirements under the Act and shall apply to:

- (a) disputes between
  - (i) a Member and another Member; or
  - (ii) a Member and the Branch and
- (b) ethical complaints

(2) In any of the Branch's procedures set out in this Rule and Rule [104-98](#) a Member may appoint any person to act on their behalf, in a manner as determined by the Branch Council.

(3) A Member who is the subject of a disciplinary procedure under these Rules must not initiate the procedures set out in Rules [103-97](#) and [104-98](#) in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

### The Chair's Action

(4) Any written complaint pursuant to Rule [10397](#)(1), submitted to the Branch, shall be referred to the Chair of the Disputes and Ethics Committee for assessment and action pursuant to Rules [10397](#)(3), [10397](#)(4), [10397](#)(5) and [104-98](#) PROVIDED HOWEVER that the Branch Council at its discretion may direct the Chair of the Disputes and Ethics Committee to avoid, discontinue or postpone investigations of complaints related to particular clauses of the Rules or By-Laws thereupon specified by the Branch Council, for a period of time also to be specified.

### Disputes between a Member and the Branch

(7) The Chair or panel of the Disputes and Ethics Committee shall determine disputes between a Member and the Branch PROVIDED HOWEVER that the Member must be given an opportunity to be heard on the matter which is the subject of the dispute and may appeal the decision at a General Meeting in a manner consistent with Rules 10(2) or [10498](#)(7) and [10498](#)(8).

### Ethical Complaints

[10498](#). (1) In addition to any written complaint against a Member, submitted to the Branch whether originating from members of the public or Members of the Branch, a public notice regarding any Member who has had a guilty verdict or a penalty recorded by a Court shall be sufficient for an investigation to be instigated...

(6) The Branch Council may inform the Branch Membership of any penalties imposed pursuant to Rule [104-98](#) (4)...

(10) Non-compliance with any disciplinary action imposed under this Rule shall be deemed to constitute infringement of Rules 6 and [102-96](#) and may lead to forfeiture of Membership if not less than three-fourths of the Branch Council so resolve PROVIDED the Member concerned is then notified of such resolution and given a specified time in which to effect compliance. The Member shall also have the right of appeal against forfeiture of Membership in the manner of Rule [104-98](#) (7)...

### Lifting of Penalty

(11) A penalty imposed on a Member pursuant to Rule [10498](#)(4) may subsequently be subject to annulment or early lifting by a resolution of the Branch Council passed by not less than three-fourths of the members of the Branch Council. The Member concerned shall forthwith be notified in writing of the resolution of the Branch Council for the annulment or early lifting of a penalty imposed under Rule [10498](#)(4). Such notification shall also be given to the Association and to the Affiliates and Groups of the Branch.

## **CONFLICT OF INTEREST**

[10599](#). (1) A member attending a General Meeting, Branch Council, ~~Executive Committee~~ or a Committee of the Branch who has a material interest: pecuniary, functional, representational, legal, statutory or otherwise; or potentially has such interest in any contract, arrangement or initiative under consideration at any meeting of the Branch shall be obliged to declare such interest to the meeting and shall not participate in discussion or vote in respect of the matter PROVIDED

HOWEVER, that participation in discussion may be allowed at the discretion of the Meeting.

(2) Rule [105-99](#) (1) above does not apply to a material personal interest...

## **INTELLECTUAL PROPERTY**

[106100](#). (1) The Branch may in its absolute discretion seek the assistance of members of the Branch in the preparation, creation, generation, refinement, development or alteration (“authorship”) of documents, text or any other work protected by copyright, trade mark, design, patent or confidential information (“Intellectual Property”).

(3) Any member whose Intellectual Property is subject of Rules [106100](#)(1) and [100](#)(2) shall covenant to do all things and execute all documents as necessary at any time to perfect or otherwise complete the assignment contemplated by these Rules at law, in equity or at all.

(4) The assignment effected by Rule [106-100](#) (3) is full, final and irrevocable.

## **NOTICES**

[107101](#). A notice may be served upon any Member either personally or by sending it through the post or electronically. A notice sent by post shall be deemed to have been served on the fifth working day following that on which the notice is posted. In proving service by post it shall be sufficient to prove that the letter envelope or wrapper containing the notice was properly addressed and put into the post office and a certificate in writing signed by the Secretary or other proper officer that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof. A notice sent electronically shall be deemed to have been served if a bounce message is not received.

## **AMENDMENT OF STATEMENT OF PURPOSES OR RULES**

[108102](#). (1) The Rules, including the Statement of Purposes, may be altered, added to, repealed or substituted by the passing of a special resolution.

(2) Notice of a special resolution proposed by a Member for alteration to, addition to, repeal or substitution of the Statement of Purposes or other Rules, shall be given pursuant to Rule [9791](#)(2).

(3) Notification of a special resolution proposed by the Branch Council or a Member for an alteration to, addition to, repeal or substitution of the Statement of Purposes or other Rules shall be sent to every Member pursuant to Rule [8680](#).

## **VALIDITY OF ACT**

[109103](#). Nothing in these Rules shall affect the validity of any act matter or thing heretofore done or omitted to be done by the Branch or by the Branch Council or by any officer, servant or Committee thereof under the Rules of the Branch for the time being heretofore in force.

## **INCOME AND PROPERTY**

[110104](#). (1) The funds of the Branch shall be derived from joining fees, annual subscriptions, levies, donations and such other sources as the Branch Council determines.

## **WINDING-UP**

[111105](#). The Branch shall not be wound-up or dissolved except by a special resolution passed at a General Meeting of Members convened for that purpose pursuant to these Rules.

## **Disposal of assets**

[112106](#). If upon the winding-up or dissolution of the Branch there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Branch, but shall be given or transferred to some other institution or institutions, having purposes similar to the purposes of the Branch, and whose constitution or rules or other constituent document shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Branch under or by virtue of Rule [110-104](#) hereof, such institution or institutions to be determined by the Members of the Branch at or before the time of dissolution.

## **INDEMNITY**

~~113~~107. Every member of the Branch Council and every Member who shall undertake any duties on behalf of the Branch or the Branch Council shall be indemnified out of the assets of the Branch against all costs charges losses damages and expenses which they shall respectively incur or be put to in the execution of their respective offices or by reason of or on account of any contract act deed matter or thing which shall be done permitted entered into or executed by them respectively on behalf of or bona fide in the interest of or with the view to benefiting the Branch notwithstanding that the same may be ultra vires in point of law and any such members of the Branch Council or Member shall be chargeable only for so much money as they shall actually receive and they respectively shall not be answerable for the acts receipts neglects or defaults of each other but each of them for their own acts receipts neglects or defaults only nor shall they respectively be answerable for any solicitor banker broker collector or other person appointed by the Branch Council ~~or the Executive Committee~~ with whom or into whose hands any property or monies of the Branch may be deposited or come nor for the insufficiency of any title to the estate or property which may be purchased by order of the Branch Council ~~or of the Executive Committee~~ on behalf of the Branch nor for the insufficiency of any security upon which any of the monies of the Branch shall be invested by order of the Branch Council ~~or of the Executive Committee~~.

## **COMMON SEAL**

~~114~~108. (1) The Common Seal of the Branch shall be kept in the custody of the Secretary.

## **CUSTODY OF BOOKS**

~~115~~109. (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control, all books, documents and securities of the Branch.