



AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INC.

BY-LAW NO. 1

STANDING ORDERS

1. INTERPRETATION

Unless inconsistent with the context or subject matter.

- (1) "Meeting" means any meeting of Members of the Branch, including meetings of the Branch Council, committees or delegates, as well as meetings open to all Members;
- (2) words and expressions defined in the Rules of the Branch shall be given the same meaning in this By-Law.

2. SUSPENSION

Standing Orders in whole or in part may be suspended by a resolution passed by a majority of the meeting. Such motion to suspend Standing Orders shall be open to debate.

3. RULES OF DEBATE

The following Rules of Debate shall be observed at all Meetings at the discretion of the Chair.

- (1) No Member shall be permitted to speak more than once on the same question, except the mover of any original motion (but not of any amendment), who shall be allowed to speak in reply, after which the debate shall be closed. The need for a seconder for any motion (except as pursuant to Clause 3.3) shall be at discretion of the Chair.
- (2) The mover of an original motion shall not speak for more than fifteen minutes. No other speaker shall, nor shall the mover in reply, speak for more than ten minutes.
- (3) Any Member may move that the question be now put. Any such motion shall require a seconder and not be debated.
- (4) The mover of a motion for the adjournment either of the Meeting or of the debate may speak for not more than five minutes, and the seconder shall not make a speech. One Member (the mover of the original motion or amendment under discussion to have the preference) may speak for five minutes in opposition to any such motion for adjournment, which shall then be put by the Chair without further debate.

- (5) A Member who has spoken may, by permission of the Chair, be again heard in explanation, but shall not introduce new matter nor interrupt a Member who is speaking.
- (6) Whenever an amendment of an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been decided. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the proposal on which any further amendment may be moved.
- (7) No Member shall move more than one amendment on any motion except with the permission of the Meeting.
- (8) All motions should be clearly displayed and any amendments should also be displayed in tracked format.
- (9) Motions proposing amendments of the Constitution and By-Laws can only be accepted from the Constitution and Policy Committee. Others may propose motions proposing changes in broad terms to give direction to the Constitution and Policy Committee.
- (10) A person may during the debate foreshadow a motion which may be a direct negative of the original motion. Such a foreshadowed motion shall be a contingent one and shall be formally moved only if the original substantive motion is defeated.
- (11) Foreshadowing of motions is appropriate when:
 - (a) it is desired to alter a motion more drastically than is possible by amendment
 - (b) it is desired to have a positive resolution in the minutes to record policy opposite to that proposed in the motion before the Chair, and
 - (c) the motion foreshadowed is contradictory in meaning or intent to the motion before the Chair.
- (12) The Chair must put foreshadowed motions to the vote in the order in which they were presented.
- (13) The Chair may call attention to continued irrelevance, tedious repetition, unbecoming language, or any breach of order on the part of a Member, and may direct such Member to discontinue speaking.
- (14) Any Member raising a point of order shall state distinctly such point of order without debate whereupon the point of order shall immediately be decided by the Chair.
- (15) A Member speaking, if a point of order is raised, shall not continue speaking until the point of order is decided.
- (16) Any motion already agreed to or negatived cannot be afterwards rescinded or adopted unless notice of motion to rescind or adopt (as the case may be) be given at a Meeting for some subsequent Meeting, provided always that such notice may be waived with

the consent or by a vote of a majority of two-thirds of the Members present and entitled to vote at a Meeting.

- (17) In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order, the decision of the Chair shall be final and conclusive, subject, however, to a motion disagreeing with the Chair's ruling.
- (18) When a motion to disagree with the ruling of the Chair has been duly proposed and seconded, the Chair shall at once cease to preside and the President of the Branch (if not already the Chair of the Meeting) or, in the President's absence, the Vice President (if not already the Chair of the Meeting) shall preside until the matter is decided; and, if neither of them be present, or if they are unwilling to act, the Meeting shall elect a Member to preside until the motion is decided.
- (19) Such motion must be carried by three-fourths of those present and entitled to vote. An extension of time for speaking may in any case be granted to a speaker by a simple majority of the Members present at the Meeting and entitled to vote.
- (20) In all cases not herein or otherwise provided for, the relevant authorities shall be "Guide for Meetings" N.E. Renton Eight Edition 2005 in so far as the same may be applicable to proceedings of the Branch.

4. INTO COMMITTEE

The Chair or any person may move "That the meeting move into Committee". Such a motion shall not be open to debate. If the motion is carried the proceedings of the meeting whilst in Committee shall not be minuted, individuals shall be entitled to speak more than once in debate and procedural motions shall not be accepted. When the Committee has concluded its business it shall adopt a motion "That the meeting move out of Committee and report back its findings to the meeting". If carried, the Chair shall then report the findings of the Committee (if applicable) and these shall be minuted. The meeting may adopt the report with or without amendments, reject the report or order recommittal.

5. AGENDA

- (1) The agenda may include items for which there is no material assigned.
- (2) Agenda items should be assigned to one of the following:
 - (a) for noting,
 - (b) for discussion,
 - (c) for approval/decision
- (3) Any agenda item marked 'for noting' may upon request be changed to 'discussion' or 'approval/decision'

- (4) At the commencement of a meeting First Nations Australians will be acknowledged by way of Acknowledgement of Country. The acknowledgement shall be 'In the spirit of reconciliation, the ADAVB acknowledges the Traditional Owners of the land on which we meet today and pay respects to Elders past and present.'

6. BRANCH BUSINESS CONDUCTED VIA TELECOMMUNICATIONS

(1) Meetings

- (a) The date and time of a meeting via telecommunications shall be determined by the President or the Committee Chair.
- (b) Usually, participants shall be located within Australia.
- (c) A meeting via telecommunications must observe the conditions such as Notice of Meeting, Quorum, Voting and, Standing Orders that are applicable to all meetings of the Branch held in person.
- (d) At the commencement of and during a meeting via telecommunications, all present shall be identified.

(2) Electronic Ballots

(a) Approval

The Branch Council and Branch Committees may in the circumstances listed below and with the approval of the President or relevant Chair institute a ballot to be conducted by electronic communications:

- (i) for the ratification of Minutes or written reports;
- (ii) to seek resolution of a matter previously discussed at a meeting of the applicable entity; or
- (iii) regarding an urgent matter that has arisen between meetings.

(b) Notification

The notification initiating such a ballot shall:

- (i) include sufficient explanatory material and a ballot;
- (ii) specify a date usually not less than seven days and no more than 28 days from the day of the ballot's transmission for the return of votes; and
- (iii) require the assent to the motion of at least three-quarters of the votes of those entitled to vote (provided that the number of votes recorded, as distinct from abstentions, is at least equal to the quorum of the body holding the

meeting), whereupon the matter so resolved shall be as valid and effectual as if it had been passed at a face-to-face meeting.

(c) Reporting

The President or Committee Chair (as applicable) shall have the responsibility for reporting the result of the electronic ballot to the next meeting attended by members in person and so recorded in the Minutes thereof.

(3) Incidental Applications

- (a) Branch business may be the subject of informal communications by means of electronic and/or postal transmissions between members of the Branch Council, Committee Chairs, and their Committee members.
- (b) Such communications:
 - (i) must be kept in a confidential and secure fashion unless or until declared otherwise; and
 - (ii) shall not require written reportage or further transmission, although documentation therefrom may be included in a future agenda of the applicable Branch entity.

7. NOMINATION FOR THE BRANCH COUNCIL

- (1) Nominations for the Branch Council shall be sought as pursuant to Rules 36 and 37.
- (2) Each nomination for the Branch Council elections shall be receipted immediately by letter. The letter will:
 - (a) acknowledge the nomination;
 - (b) set out details of the election and the Special Meeting of the Branch Council to be held after the election; and
 - (c) request an up-to-date curriculum vitae (or amendments if one is held at the Branch Office). The curriculum vitae, shall be in a standard format as determined by the Returning Officer and will include if applicable:
 - (i) full name;
 - (ii) practice details including year of graduation for registrable qualification;
 - (iii) relevant postgraduate qualifications and honours using standard abbreviations;
 - (iv) Association activities which are limited to Branch and Federal ADA offices held including highest Group office and year, Branch Committees and years

with highest office held and years, Federal Committees and years with highest office held; and

- (v) other activities which may be relevant to serving on the Branch Council.
- (d) request a statement on the motivation for nominating, limited to 100 words;
- (e) request a current passport style head and shoulders photo.

8. ELECTION OF THE BRANCH COUNCIL AND OFFICE BEARERS

(1) Election – The Branch Council

(a) Conduct of Ballot

(i) Pursuant to Rule 38 the Branch Council shall appoint:

- (a) Returning Officer, who may, in the event that the ballot is conducted electronically, delegate some of the duties of the Returning Officer to a service provider
- (b) two scrutineers to assist where the ballot is to be conducted in hard copy form.

The Returning Officer and Scrutineers (if required) shall each be a Member and not a candidate for membership of the Branch Council. In case of the death of a Member appointed as Returning Officer or as a scrutineer or of such Member's refusal or incapacity to act or to continue to act, the President shall appoint another Member to fill the vacancy thereby constituted.

(ii) Returning Officer

The Returning Officer's report on the Branch Council election shall include the number of votes cast, both formal and informal, and the number of votes gained by each candidate. This report is to be held at the Branch and be available for perusal by any member upon request to the Chief Executive Officer.

The Returning Officer's report shall be in writing to the CEO with the following information:

- the total number of votes cast in the election;
- the number of positive votes cast for each candidate; and
- the minimum number of votes required for election of a member.

Each candidate shall be provided with written advice concerning the result of the election.

Records of an electronic vote shall be retained by the Returning Officer for 14 days from written advice being provided to candidates. Any candidate may ask for a recount up to 48 hours from advice being sent to them regarding the election.

(iii) Ballot

The Ballot pursuant to Rule 38 (2) shall be delivered electronically to all eligible Members at least 28 days prior to the date of the June General Meeting in each even year.

The order of candidates on the ballot paper will be determined by lot. Accompanying the ballot shall be information containing a summary of candidates' activities as described in 7(2)(c) above. The information shall be amended, where required, by the Returning Officer to ensure compliance with this By-Law.

Ballot responses shall be required to be returned to the Returning Officer, via the prescribed online voting method for an electronic ballot not later than 5.00 pm on the 14th day prior to the date of the June General Meeting in each even year.

(b) Counting of votes

The counting of votes will be managed electronically by the service provider and the result communicated to the Returning Officer on the 9th day before the June General Meeting in each even year.

(c) A vote is invalid if

- it has not been returned by a financial member,
- it is not received by the closing date,
- greater than the required names are selected, or
- it fails to comply with other instructions.

(2) Election – Office Bearers

The election of Office Bearers shall be conducted pursuant to the following Rules.

Rule 43 (1)(a)(b) Election of Office Bearers

- The election of Office Bearers shall be:
- President
- Vice President
- Executive Councillor

(a) Rule 36 (2) Nominations

Nominations shall be in writing and assented to by the signature of the person nominated, which may be an electronic signature.

Nominations shall close at 5.00 pm on the 4th day prior to the meeting of the Branch Council at which the election shall be held.

If insufficient nominations for any office have been received, then the President shall ask for nominations for that office(s) only from the meeting.

(b) Announcement of Results

Pursuant to Rules 44(2) and 73(2)(b) the President shall each year announce to the June General Meeting the newly elected Office Bearers.

(c) Casual Vacancy

Pursuant to Rule 47 the Branch Council may appoint from their number any member to fill a casual vacancy.

9. FILLING A CASUAL VACANCY ON BRANCH COUNCIL

(1) Any casual vacancy shall be filled within 50 days, however, the Branch Council shall be at liberty not to fill any casual vacancy occurring in the Branch Council after the 15th day of March in any even year in accordance with Rule 47.

(2) The following procedure shall be followed to fill a casual vacancy on Branch Council.

- (a) Call for confidential nominations from Branch Councillors
- (b) Within 10 days of vacancy create a nominations panel from members of the Remuneration and Appointments Committee
- (c) Within 14 days Branch Council are to submit candidates
- (d) If required, panel to shortlist candidates
- (e) Panel to present candidates at an appropriate Branch Council meeting
- (f) Branch Council to select first and second preferred candidates
- (g) In the event that the first candidate does not accept the second candidate shall be offered the position.
- (h) Repeat the process if first and second candidate do not accept offer.

Adopted by the Branch Council	13/09/04
Reviewed by Constitution and Policy Committee	01/05/25 06/11/25
Amended by the Branch Council	20/06/05 21/06/10 22/10/10 20/02/12 03/12/12 20/07/15 24/07/17 27/08/18 31/08/20 30/08/21 23/10/23 15/02/24 26/05/25 17/08/26