

CONSTITUTION OF
AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INCORPORATED



RULES

CONTENTS

CONTENTS.....	1
FOREWORD	4
HISTORY OF CONSTITUTIONAL CHANGES	4
CONSTITUTION OF.....	9
AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INCORPORATED	9
TITLE	9
OFFICE	10
STATEMENT OF PURPOSES AND POWERS	10
INTERPRETATION	10
MEMBERSHIP	13
Eligibility for Membership	13
Classes of Members	14
Benefits and privileges	14
ELECTION OF MEMBERS	14
Application for election	14
Election of Members.....	14
Applicants for Membership not elected.....	15
Notification to elected applicants	15
Reciprocal rights	15
Obligations of Members	16
Entitlement to Indemnity Cover	16
Membership nontransferable	16
HONORARY LIFE MEMBERS	16
Qualification	16
Election	17
Benefits and privileges	17
HONORARY MEMBERS.....	17
Qualifications	17
Benefits and Privileges	18
Limitations.....	18
Revocation.....	18
CESSATION OF MEMBERSHIP	18
Readmittance to Membership	19
SUBSCRIPTIONS	19
Subscriptions	19
Power to waive Branch subscriptions or levy additional amounts	19
Subscription year	20
Arrears.....	20
Subscriptions to Indemnity Scheme	20
Additional duties of Branch Council re subscriptions	21
REGISTER OF MEMBERS	21
Change of address to be notified.....	21
GOVERNMENT OF THE BRANCH COUNCIL	22
How constituted.....	22
Election	22
Nominations	22
Conduct of ballot	23
Counting of votes	23
Informal votes	23
Casting vote.....	23
Result of ballot	23
Announcement of results	24
Filling of vacancies.....	24
VACATION OF OFFICE	24
Cessation of Office	24

Removal from Office	24
CASUAL VACANCY	25
How filled	25
PROCEEDINGS OF COUNCIL	25
Meetings	25
Notice of meeting.....	25
Quorum.....	26
The Chair of meetings.....	26
Voting at meetings	26
Conduct and recording of meetings	26
Validity of acts	26
POWERS AND DUTIES OF THE BRANCH COUNCIL.....	27
Power to make By-Laws	27
Branch funds	28
OFFICE BEARERS.....	28
How constituted.....	28
Casual vacancy.....	28
COMMITTEES.....	28
Meetings	28
Delegation of powers by the Branch Council	29
PRESIDENT	29
CHIEF EXECUTIVE OFFICER.....	30
SECRETARY	30
ACCOUNTS AND AUDIT	31
Accounts.....	31
Auditor	31
Annual report and audited accounts.....	31
GENERAL MEETINGS	31
Annual General Meeting.....	32
June General Meeting	32
Other Ordinary General Meetings.....	32
Extraordinary General Meetings	32
Notice and recording of General Meetings	33
Quorum.....	33
The Chair.....	33
Resolutions.....	34
Poll	34
Adjournment of Meetings	35
Referral of matters for investigation.....	35
Notices of resolutions	35
Visitors	36
Ballots	36
AFFILIATION	36
Affiliation of other bodies	36
DUTIES OF MEMBERS.....	36
DISPUTES AND DISCIPLINARY PROCEDURES.....	37
Disputes procedure	37
Establishing a Committee	37
The Chair's Action.....	37
Disputes between a Member and another Member or person	38
Disputes between a Member and the Branch	38
Mediation Process	38
Disciplinary Procedures	39
Disciplinary Actions	39
Appeal Rights	40
Lifting of Disciplinary Action	41
CONFLICT OF INTEREST.....	41

INTELLECTUAL PROPERTY	42
NOTICES	42
AMENDMENT OF STATEMENT OF PURPOSES OR RULES	43
VALIDITY OF ACT	43
INCOME AND PROPERTY	43
WINDING UP	44
Disposal of assets.....	44
INDEMNITY	44
COMMON SEAL.....	44
CUSTODY OF BOOKS	45

FOREWORD

HISTORY OF CONSTITUTIONAL CHANGES

This history records that the Odontological Society of Victoria, founded in 1884, did amalgamate with the Australian College of Dentistry Alumni Society in December 1920. Previously in November 1916 the Australian College of Dentistry Alumni Society had merged with the Dental Graduates Society of Victoria.

At the Annual Meeting of the amalgamated Societies, held in November 1922, the name was changed to the State Dental Society of Victoria.

At a meeting of delegates from the five State societies, held at Canberra on the nineteenth of June 1928, the "Australian Dental Association" was formed.

At a meeting of the State Dental Society of Victoria, held on the twentieth day of November 1928, it was decided that the Society should become the Victorian Branch of the Australian Dental Association, and that thereafter the Society should be known as "Australian Dental Association, Victorian Branch".

The Federal Constitution of the Australian Dental Association was originally drawn up in 1928 and has been revised on several occasions.

In 1961 this Constitution was amended to provide that Members of the State Branch be also members of the Australian Dental Association, where previously only the six State Branches as such were members.

In 1966 the Victorian Branch Constitution was revised after several years' thought and consideration, and certain basic changes were made. These provided, inter alia, authorized powers for the Branch Executive, the election of officers of the Branch by the Branch Council, and the appointment by the Branch Council of the Committees, previously elected by the Members. These were adopted on 2nd August 1966.

In 1976 further revision of the Constitution seemed desirable and a committee representative of all sections of the Membership was set up to determine what changes were necessary. From this investigation and further study by the Council a new document was drafted.

Significant changes were few. However, the Branch Council was empowered to determine subscription rates, the number of elected Branch Councillors was increased to fourteen and the office of Permanent Vice-President was discarded in favour of the option to have up to two Honorary Vice-Presidents with a time limit of three years on their initial appointment (and possible extension for a further three).

Other administrative functions were streamlined, powers of Branch Council and Executive more clearly defined and a more workable document produced. This was put to an Extraordinary General Meeting on 30th July 1979 and adopted.

In 1988/89 substantial reworking of all By-Laws was undertaken in order to achieve necessary updating and uniformity of style. In the process, most of the By-Laws were renumbered and retitled as follows:

Previous By-Law No. 1 as amended became By-Law No. 1:

CONDUCT OF MEETINGS

Previous By-Law No. 2 as amended became By-Law No. 2.1:

CODE OF ETHICS

Previous By-Law No. 3 as amended became By-Law No. 2.2:

PROCEDURES FOR ENQUIRY INTO PROFESSIONAL CONDUCT

Previous By-Law No. 4 as amended became By-Law No. 3:

INCORPORATED DENTAL PRACTICES

Previous By-Laws Nos. 5 & 6 as amended became By-Law No. 4:

THE GROUPS OF THE BRANCH

Previous By-Law No. 7 as amended became By-Law No. 5:

THE BENEVOLENT FUND

Previous By-Law No. 8 as amended became By-Law No. 6.1:

THE DEFENCE COMMITTEE

Previous By-Law No. 9 as amended became By-Law No. 6.2:

THE DENTAL HEALTH EDUCATION COMMITTEE

Previous By-Law No. 10 as amended became By-Law No. 6.3:

THE DENTAL NURSES TRAINING COMMITTEE

Previous By-Law No. 11 as amended became By-Law No. 6.4:

THE GRADUATE EDUCATION COMMITTEE

Previous By-Law No. 12 as amended became By-Law No. 7:

AFFILIATION

All of these By-Laws were then adopted in April 1989.

A few consequential alterations to the Rules, notably references to the no longer operative Defence Fund, were ratified in May 1989.

With the incorporation of the Branch in November 1990, various changes were required to reflect the incorporated status of the organisation.

In November 1992, significant modifications were made to the Constitution, such that the number of elected Branch Councillors was increased, the method of electing Federal Councillors was changed, and the Branch Council and Committee year was changed from calendar to fiscal.

In June 1994, the period for which a member was able to remain in arrears before termination was reduced.

In October 1994 By-Law No. 6.6 (initially numbered 8) concerning the QUALITY ASSURANCE COMMITTEE was established.

In November 1995 By-Law No. 6.5 concerning the PROFESSIONAL DEVELOPMENT COMMITTEE was established.

In June 1996 By-Law No. 8 concerning MEMBERSHIP was established.

In June 1996 the Constitution and By-Laws were reviewed to comply with the new National Competition Laws. Changes were also made to allow two-year terms for Branch Council and Standing Committees, to recognize that Branch Councillors are Directors of the Branch, and to revise the classes of Membership.

In March 1997 By-Law No. 6.3 concerning the DENTAL NURSES TRAINING COMMITTEE was rescinded.

In March 2000, significant modifications were made to the Constitution such that the number of elected Branch Councillors and Executive Committee were reduced, the quorum for both was set to a more flexible three-fifths of those eligible to attend, the Immediate Past President may be an ex-officio member of Executive Committee, the titles of the Executive Director and Executive Officer were changed to Chief Executive Officer and Assistant Honorary Treasurer respectively, and the Finance Committee was replaced with the Finance and Audit Committee.

In February 2004 By-Law 6.1 concerning COMMITTEES and By-Law 6.2 COMPOSITION AND OBJECTS OF STANDING COMMITTEES were established. This included establishing the PROFESSIONAL PROVIDENT FUND POLICY ADVISORY COMMITTEE as a Standing Committee.

In February 2004 By-Law No. 6.1 concerning THE DEFENCE COMMITTEE, By-Law No. 6.2 concerning THE DENTAL HEALTH EDUCATION COMMITTEE, By-Law No. 6.3 (Vacant), By-Law No. 6.4 concerning THE GRADUATE EDUCATION COMMITTEE, By-Law No. 6.5 concerning THE PROFESSIONAL DEVELOPMENT COMMITTEE and By-Law No. 6.6 concerning THE QUALITY ASSURANCE COMMITTEE were rescinded.

In September 2004 By-Law No. 1 concerning THE CONDUCT OF MEETINGS was amended to By-Law 1 STANDING ORDERS.

In October 2004 By-Law No. 2.1 ETHICS was renumbered By-Law 2, By-Law No. 2.2 PROCEDURES FOR ENQUIRY INTO PROFESSIONAL CONDUCT and By-Law No. 3 INCORPORATED DENTAL PRACTICES were rescinded, By-Law 3 MANAGEMENT OF DISPUTES AND ETHICAL COMPLAINTS was established, and By-Law No. 4 THE GROUPS OF THE BRANCH was retitled By-Law 4 REGIONAL GROUPS OF THE BRANCH.

In October 2004, significant modifications were made to the Constitution such that more current terminology was used. Definitions for Australian Dental Council candidate, Chairman and Federal Councillor were added and those of Committees and Indemnity Scheme were amended. The Definitions section was retitled Interpretation and the power for Branch Council to deny or annul membership on the basis of a false declaration was added. The number of elected Branch Councillors was increased by two. The titles of Honorary Treasurer and Assistant Honorary Treasurer were changed to Chairman Finance and Audit Committee (FAC) and Executive Councillor respectively. The status of the FAC was changed from a Standing Committee to one appointed annually pursuant to Rule 43. The concept of Honorary Vice-Presidents was abandoned. Duties for the President and Honorary Secretary were expanded and were added for the Vice-President and Vice Chairman of FAC. The quorum for the June and Annual General Meetings was reduced to 10 and ability for Members to give a proxy vote for all General Meetings was added. The role of Federal Councillors and Branch representatives on Federal Council was clarified. Disciplinary penalties for Members were simplified and a new Rule 102 on Disputes Involving Members was added.

In June 2005, minor modifications were made to the Constitution such that the composition of the FAC no longer required the Immediate Past Chairman to remain a member until the Annual General Meeting.

In October 2009 significant modifications were made to the Constitution in response to legislative requirements introduced by the *Associations Incorporation Amendment Act 2009 (Vic)*.

In October 2010 the term Chairman was replaced with the term Chair.

In June 2012 significant modifications were made to the Constitution to reflect changes adopted by the Association. Reciprocal rights were updated such that members from other branches are not liable to pay the annual subscription in the year of transferring. Provisions for participating in meetings via telecommunications were included. Rules 109 (conflict of interest) and 110 (intellectual property) were added.

In October 2012, significant modifications were made to the Constitution to more clearly distinguish between the Branch membership and Indemnity Scheme Subscriptions, allow the mechanism for the option of the Branch annual subscriptions for membership to be paid in instalments and allow more flexibility for the Branch to select the best possible indemnity scheme for Members in an ever changing environment.

In June 2013 minor modifications were made to the Constitution to indicate that the Branch pay Association subscriptions for Honorary Life Members and to include the Recent Graduates and Students Committee on the list of Standing Committees.

In October 2013 significant modifications were made to the Constitution to ensure consistency with the *Associations Incorporation Reform Act 2012 (Vic)*.

In October 2014 minor modifications were made to the Constitution to strengthen the Purpose regarding supporting members, to avoid ambiguity about nominations for Branch Council and to comply with requirements under the *Associations Incorporation Reform Act 2012 (Vic)* regarding the custody of books.

In June 2015 minor modifications were made to the Constitution to replace Latin phrases, delete unnecessary words such as “from time to time” and change the title of the Finance and Audit Committee to Finance Risk and Audit Committee.

In October 2015 modifications were made to align deceased member spouse access to benefits with the Association Constitution.

In June 2017 minor modifications were made to align Branch Federal Council vacancy rules with the Association Constitution.

In October 2017 modifications were made to standardise grammar, numbering and reduce duplication between Rules and By-Laws. Provision was made to allow for electronic elections to be held. Modifications were made to wind up the position of Honorary Secretary.

A final modification allowed correct direction of Honorary Life Membership nominations through the Honours and Awards committee.

In June 2018 minor modifications were made to remove the impracticable requirement for an application for election to membership be proposed and seconded by two members.

In October 2020 modifications were made to rename “Active Members” to “Ordinary Members” for national consistency and to enable Branch Council and Executive Committee to conform with the minimum number of meetings required other than meeting in person.

In June 2022 modifications were made to simplify the Purposes and Powers of the Branch, delete reference to an Official Journal, appointment of Deputy Branch Councillors and that notices and ballots must be “posted”.

In October 2022 a modification was made to change the arrears period for a member of the Branch to cease to be a member to 14 days.

In October 2023 numerous modifications were made to accommodate the winding up of the Executive Committee and defining Office Bearers. Standing Committees were classified as Governance and Advisory.

In June 2024 modifications were made to accommodate that in the Association Constitution there were no longer Federal Councillors appointed by the Branch.

In October 2024 modifications were made to reflect the requirements of the *Association Incorporation Reform Regulations 2023* (Vic). These modifications were made; to support the use of modern communication technology, to change the process of disciplinary appeals to be considered by an ‘appeals tribunal’ and clarify the rules for appointing and paying a mediator to resolve an internal grievance. Further modifications were made to no longer reference any specific committees or differentiate between Standing Committees and Ad Hoc Committees.

PURPOSES

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;
 - (c) to advise upon, participate in, develop and promote continuing professional development for dentists and other persons engaged in the practice of dentistry;
 - (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;
 - (e) to advance and safeguard the professional interests and wellbeing of Members.
- (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;
 - (f) "the Branch" means the Australian Dental Association Victorian Branch Incorporated;
 - (g) "the Branch Council" means the members of the Branch Council established pursuant to Rule 33 of this Constitution;
 - (h) "Branch Councillor" means a member of the Branch Council
 - (i) "the By-Laws" means the By-Laws, as altered or added to, established and made by the Branch Council pursuant to the powers vested in it by these Rules;
 - (j) "Chair" shall mean the person presiding over any meeting of the Branch;
 - (k) "Code of Ethics" means a Code of Ethics (by whatever name) of the Branch as established, promulgated and encouraged pursuant to Rule 3(1)(c);p
 - (l) "Committee" means a body which is established by the Branch Council to which the Branch Council delegates authority and whose acts are all subject to the approval of the Branch Council;
 - (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, 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.
- (3) The decision of the Branch Council on the construction or interpretation of any Rule of the Branch, or on any matter not provided for in these Rules shall be conclusive unless such decision shall be overruled by not less than three-fourths of votes cast by Members present and entitled to vote at an Extraordinary General Meeting of the Branch requisitioned within 28 days from such decision and summoned pursuant to Rule 85 within a further 28 days from the date of receipt of such requisition.

MEMBERSHIP**MEMBERSHIP**

5. (1) The Members of the Branch shall be
- (a) those persons whose names are entered in the Register of Members of the Australian Dental Association, Victorian Branch at the date of and immediately prior to the date of adoption of this revised Constitution; for so long as they shall not for any reason cease to be Members pursuant to Rule 23.
 - (b) such other persons who, being eligible, are elected to Membership pursuant to these Rules.
- (2) Membership of the Branch shall qualify, constitute and require the Member to become and remain a member of the Association.

Eligibility for Membership

6. (1) Any Registered Dentist who agrees to be governed by the Rules of the Branch and By-Laws as established by the Branch Council shall be eligible for election as a Member of the Branch.
- (2) Any person not being a Registered Dentist but who would be entitled on application to the Appropriate Body to become a Registered Dentist and who agrees to be governed by the Rules and By-Laws as aforesaid shall be eligible for election as a Member of the Branch PROVIDED that the Branch Council may at any time by notice in writing require any Member not being a Registered Dentist to make a successful application to the Appropriate Body for registration as such.
- (3) Any person practising dentistry within any branch of the Australian Armed Forces who has a degree or other recognized qualification in dentistry from any university or other tertiary institution (whether within Australia or not) and who agrees to be governed by the Rules and By-Laws as aforesaid shall be eligible for election as a Member of the Branch.
- (4) Any dental student who is undertaking a primary qualification to enable registration as a dentist conducted by any university in the State and who in each case agrees to be governed by the Rules and By-Laws as aforesaid shall be eligible for election as a Student Member of the Branch.
- (5) Any person who is an Australian Dental Council candidate and who in each case agrees to be governed by the Rules and By-Laws as aforesaid shall be eligible for election as a Member of the Branch.

- (6) If at any time it is discovered that information provided on the application made pursuant to Rule 8 was falsified or omitted then the Branch Council may declare membership be denied or annulled.

Classes of Members

7. (1) Members of the Branch shall be classified, as defined in the Rules and By-Laws of the Branch as follows;
- (a) Ordinary Members
 - (b) Concessional Members
 - (c) Student Members;
 - (d) Honorary Life Members;
 - (e) Honorary Members
 - (f) Other classes of Members as the Branch Council may determine.
- (2) Any class of Members may be further divided into sub-classes for administrative purposes.

Benefits and privileges

- (3) Classes and sub-classes of Members shall have benefits and privileges as determined by Branch Council subject to the Rules and By-Laws of the Branch.
- (4) Members may request in writing to inspect a copy of this Constitution at any reasonable time.

ELECTION OF MEMBERS

ELECTION OF MEMBERS

Application for election

8. A candidate for Membership shall make application for election to the Secretary in writing in such form as the Branch Council may require and shall agree, if elected, to be governed by the Rules of the Branch and By-Laws as established by the Branch Council. Such application shall, except in the case of a candidate for election as a Student Member, be accompanied by the joining fee, if any, and first annual subscription, including subscription to the Indemnity Scheme if applicable.

Election of Members

9. (1) Unless specified in the By Laws of the Branch, as soon as practicable after such application has been received;
- (a) if satisfied that the applicant is eligible for Membership pursuant to these Rules, elect the applicant to Membership of the Branch; or
 - (b) refer the application to the Branch Council.
- (2) As soon as practicable after such referral the Branch Council may

- (a) elect the applicant to Membership of the Branch pursuant to these Rules;
- (b) decide not to elect the applicant to Membership of the Branch, without assigning or being bound to give any reason for such refusal, which action may be subject to challenge pursuant to Rule 10(2); or
- (c) refer the application for consideration by the Members at the next General Meeting of the Branch, PROVIDED that any such application so referred shall be required to be approved by not less than three fourths of the votes cast by Members of the Branch who are entitled to vote at the Meeting to which such application is referred for consideration as aforesaid.

Applicants for Membership not elected

10. (1) The Branch may receive the joining fees, if any, together with annual subscriptions of applicants in advance of their election but neither such receipt nor any other matter or thing shall bind the Branch to elect such applicants and if they shall not be elected in due course a refund of any monies paid by them shall be a complete discharge to the Branch.
- (2) In the event of a decision by the Branch Council not to elect an applicant to Membership, the applicant shall be entitled on request to have such decision referred on appeal to the Members at the next General Meeting of the Branch for consideration in the manner of Rule 9(2)(c).

Notification to elected applicants

11. When applicants for Membership have been elected the Secretary shall forthwith notify them in writing and shall at the same time inform them that a printed copy of the Constitution may be inspected at the Office or obtained for a sum to be determined by the Branch Council.

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 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).
- (2) Every such applicant shall be deemed to have agreed to become a Member of the Branch and to be governed by the Rules of the Branch and By-Laws as

established by the Branch Council on receipt by the Secretary of the application as aforesaid.

- (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.

Obligations of Members

13. Membership of a person pursuant to Rule 5(1) shall commit that person to being governed by the Rules and By-Laws of the Branch.

Privileges allowed pending election

14. Notwithstanding anything to the contrary in these Rules, the 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 Branch Council.

Entitlement to Indemnity Cover

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

Membership nontransferable

16. The rights and privileges of Membership shall be personal and shall not be transferable or transmissible.

HONORARY LIFE MEMBERS

Qualification

17. (1) Honorary Life Members may be elected at a June General Meeting of the Branch on the recommendation of the Branch Council from those members of the Association who have rendered long and outstanding services to the Branch and where appropriate, also to the Association or to the cause of dental and allied sciences or to the profession generally; and who by a resolution of not less than three fourths of the Branch Council have been so recommended; and the election shall be in the manner set out hereunder.

- (2) The Branch Council may receive for consideration nominations for election to Honorary Life Membership by request in writing by the Chair of any Committee that may be formed by the Branch Council for such a purpose and in any case lodged with the Secretary at least 14 days before the date of the holding of the meeting of the Branch Council at which such request is to be considered for recommendation.
- (3) All recommendations by the Branch Council shall be by resolution of not less than three fourths of the votes cast at a Branch Council meeting at which not less than three-fifths of the members of the Branch Council are present held at least 28 days before the date of the June General Meeting. The Branch Council may at its absolute discretion from nominations received as aforesaid recommend one or more of such nominees to the June General Meeting for election to Honorary Life Membership without any obligation to make any recommendation whatsoever.

Election

- (4) Election to Honorary Life Membership shall be by the vote of not less than three fourths of votes cast by Members who are entitled to vote at the June General Meeting.

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 92.

HONORARY MEMBERS

HONORARY MEMBERS

Qualifications

- 19. (1) Honorary Members may be elected for the ensuing year at a June General Meeting of the Branch on the recommendation of the Branch Council from the following persons:
 - (a) any persons who are distinguished in dental, medical or allied sciences or who have rendered distinguished service to the promotion of such sciences;
 - (b) any persons who have rendered distinguished service to the Branch or to the Association;

- (c) any persons who in the opinion of the Branch Council may further advance the interests of dentistry generally.

(2) Temporary Honorary Members

The Branch Council may at any time grant some or all of the privileges of Honorary Membership for a period not exceeding 12 months to any individual dentist who is temporarily resident in Victoria and who is a member or constituent of any body or association of dentists recognised by the Association.

Benefits and Privileges

20. Honorary Members, without the payment of any annual subscription for Membership of the Branch, shall enjoy the full benefits and privileges of the Branch save for the following:
- (a) the right to participate in the Indemnity Scheme;
 - (b) the right to vote at any election or upon any motion proposed to any Meeting of Members of the Branch;
 - (c) the right to speak for or against any motion before a Meeting of Members of the Branch (except with the express permission of the Chair of that Meeting).

Limitations

21. An Honorary Member shall be limited in time of Membership to the period of 12 months, and also be subject to the limitations required by Rule 20. Notwithstanding the latter, the Branch Council may at its discretion vary the rights and privileges of an Honorary Member.

Revocation

22. The Branch Council may at any time in its discretion revoke the Honorary Membership or the temporary Honorary Membership of any person and upon such revocation such person shall cease to be a Member.

CESSATION OF MEMBERSHIP

23. Members of the Branch shall cease to be Members if
- (a) they die;
 - (b) by notice in writing to the Secretary they resign their Membership;
 - (c) when requested so to do by the Branch Council they fail to comply with the provisions of Rule 6(2) hereof;
 - (d) they forfeit by misconduct or otherwise the qualification by virtue of which they became eligible as Members (without limitation to the generality of the foregoing) including if, being Student Members, they cease for any cause to be undergraduates of a dentistry course conducted by any university in the State or Australian Dental Council candidates PROVIDED

HOWEVER that in the case of Student Members who graduate from an aforesaid course they shall be entitled to apply for election to other Membership of the Branch pursuant to these Rules;

- (e) their subscription be in arrears for a period of 14 days of the due date, subject however to the provisions of Rule 26 and 27;
 - (f) they fail to pay any levy or joining fee, if any, within one calendar month of due date;
 - (g) they be expelled from or forfeit Membership of the Branch pursuant to the provisions of Rule 92;
 - (h) the Branch Council declares their membership to be annulled pursuant to Rule 6(5);
 - (i) they cease for any reason to be a member of the Association.
24. In the case of Rule 23(a) above, member benefits shall be available to the Member's non-dental practitioner partner for the rest of the subscription year or the six months following the Member's death, whichever is greater.

Readmittance 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 readmittance to Membership. However, if such ex-Member at the discretion of the Branch Council be readmitted to Membership it shall only be on payment of all arrears of monies due to the Branch and on such other terms as the Branch Council sees fit to impose PROVIDED that any Member so readmitted 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 readmitted 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.

SUBSCRIPTIONS

SUBSCRIPTIONS

Subscriptions

26. The Branch Council shall determine the Branch joining fee and a schedule of Branch annual subscriptions payable by the Members within each class and sub-class established pursuant to Rule 7 and determine when and in what manner such subscriptions shall be collected.

Power to waive Branch subscriptions or levy additional amounts

27. In addition to the powers conferred upon the Branch Council by Rule 26, the Branch Council may at its sole discretion and on such terms as it thinks fit

- (a) waive or remit payment of all or part of any Branch subscriptions or arrears thereof or other monies due and owing or to become due and owing by any Member or any class or classes of Members;
- (b) call on each Member to contribute to the funds of the Branch such additional amount or amounts as the Branch Council may determine PROVIDED HOWEVER that neither any such additional amount nor the aggregate of any such additional amounts shall in any one year exceed fifty per centum of the annual subscription payable by such Member in that year.

Subscription year

28. Until otherwise determined by the Branch Council pursuant to Rule 26 hereof:

- (a) the Branch annual subscription as determined pursuant to Rule 26 shall be payable in advance or via an instalment payment plan approved by the Branch Council with the initial instalment payable in advance on the 1st day of July in each year;
- (b) Student Members on graduation who apply for other Membership of the Branch shall be liable to pay the appropriate Branch subscription determined in accordance with the provisions of Rule 26 applicable to the class of Membership for which application is made PROVIDED HOWEVER that in the case of Student Members who graduate during the course of a financial year they shall only be obliged to pay in respect of that financial year a proportion of the relevant full subscription as determined by the Branch Council;
- (c) except as provided in Rule 28(b) in the case of Student Members, the first annual Branch subscription of a Member shall be made at the time of making application for Membership and shall cover the residue of the then current financial year from the date of election PROVIDED that in the case of a Member elected after the 1st day of January in any year, the Branch Council may make such reduction in the subscription for the current financial year as it may deem fit.

Arrears

29. Any Member whose Branch subscription is unpaid shall not have any right

- (a) to vote at Meetings of the Branch or to participate in any postal ballot conducted pursuant to the provisions of these Rules;
- (b) to be appointed as a Branch Councillor or to any Committee(c) to inspect the Register of Members or books and documents of the Branch pursuant to Rules 32(2) and 108(2) respectively;
- (d) to any other rights or privileges which may be vested in Members under these Rules.

Subscriptions to Indemnity Scheme

- 30. (1) The Branch Council shall negotiate the annual subscription payable by Members to the Indemnity Scheme

- (2) The Branch Council shall be responsible for and where applicable facilitate the collection from Members of the Indemnity Scheme subscription.
- (3) The Branch Council shall determine the date of when the Indemnity Scheme subscription is due, how it is paid, what form it takes and the Indemnity Scheme's coverage PROVIDED HOWEVER, that the Branch Council ensures Indemnity Scheme subscription process is complementary to and part of the Branch Subscription process.

Additional duties of Branch Council re subscriptions

- 31. In addition to the powers vested in the Branch Council pursuant to Rules 26 and 30, the Branch Council shall be responsible for the collection of the annual subscription payable by Members to the Association (the amount of which shall be as determined by the Branch Council of the Association), and the remittance of such subscriptions to the Association.

REGISTER OF MEMBERS

REGISTER OF MEMBERS

- 32. (1) The Branch shall keep a Register of the name, address (including e-mail address where one has been provided), date of commencement and cessation of membership and classification of each Member and such other particulars as the Branch Council may prescribe and this Register shall be in such form as the Branch Council may determine.
- (2) All Members shall be entitled to inspect the Register of Members, subject to restrictions of the Act.

Change of address to be notified

- (3) Every Member shall communicate any change in address (including e-mail address where one has been provided) to the Branch in writing and any such change of address or other prescribed particulars shall be entered in the Register. The address (including e-mail address where one has been provided) of a Member as originally entered in such Register or if notice of change be given the new address set out in such notice shall be deemed to be the Member's registered address.

GOVERNMENT OF THE BRANCH COUNCIL

GOVERNMENT OF THE BRANCH COUNCIL

How constituted

33. (1) The business and affairs of the Branch shall be under the management and control of the Branch Council which shall include seventeen members who shall be elected in each even year for a two-year term of office in the manner hereinafter provided.
- (2) In addition to the elected Branch Councillors the Immediate Past President of the Branch if no longer an elected Member after the June General Meeting in each even year shall be ex-officio Branch Councillor.

Election

34. All Branch Councillors (other than the ex-officio members) shall be elected in the manner hereinafter provided and shall hold office until the commencement of the day following the June General Meeting held in the even year next succeeding the year of their election unless they resign or are removed from or cease to hold office as provided in these Rules.
35. Branch Councillors so elected shall assume and commence office immediately upon the expiration of the term of office of the outgoing Branch Councillors. A retiring Branch Councillor shall be eligible for reelection to office.

Nominations

36. (1) Nominations for the Branch Council shall be sought from voting Members of the Branch by the Secretary at least 42 days prior to the June General Meeting in each even year.
- (2) Each nomination shall be in writing and assented to by the signature of the Member nominated (which may be an electronic signature) and shall be proposed and seconded by two other voting Members, who shall sign the nomination paper as proposer or seconder as the case may be (and who may also sign by an electronic signature).
- (3) Upon receipt of any nomination the Secretary shall enter the name of each such nominee, with the name of the proposer and seconder, in a file to be kept for that purpose, which book, folder or other file as aforesaid (which may be an electronic file) shall be open to inspection at the Office by any Member at all reasonable times.
- (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;

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.

Removal from Office

- (2) Any Branch Councillor(s) may be removed from office by a resolution passed at an Extraordinary General Meeting of the Branch, if they are deemed to have failed in their primary duty as Branch Councillors to act honestly, in good faith or in the best interests of the Branch and its members.

46. An office bearer or other Branch Councillor who ceases to hold office or their estate (in the case of an office bearer or other member of the Branch Council who dies) must return any property belonging to the Branch within 28 days of them ceasing to hold office or be a member of the Branch Council.

CASUAL VACANCY

How filled

47. Any casual vacancy in the Branch Council shall be filled by the Branch Council with another Member within 50 days of the occurrence of such casual vacancy, and the person appointed to fill such vacancy shall hold office until the conclusion of the next June General Meeting in an even year PROVIDED that 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.
48. The continuing Branch Councillors may act notwithstanding any vacancy in their body but if and so long as the number of Branch Councillors is reduced below nine the continuing Branch Councillors may act for the purpose of increasing the number Branch Councillors to that number or of summoning a General Meeting of the Branch but for no other purpose.

PROCEEDINGS OF COUNCIL

PROCEEDINGS OF COUNCIL

Meetings

49. (1) The Branch Council shall meet at such times and format as the Branch Council decides but on not less than six occasions in every calendar year and at least once every two months, unless for special reasons the Branch Council shall decide otherwise. Special meetings may be convened at any time when so directed by the President or by any three members of the Branch Council.
- (2) Branch Councillors may participate in a meeting of the Branch Council by the use of technology that allows all Branch Councillors present to clearly and simultaneously communicate with each other participating Branch Council member. Each Branch Councillor participating in a Branch Council meeting in this manner is taken to be present at the meeting and, if the Branch Councillor votes at the meeting, is taken to have voted in person.

Notice of meeting

50. Not less than 7 days' notice of any meeting of the Branch Council shall be given to every Branch Councillor PROVIDED that notwithstanding the foregoing a meeting of the Branch Council may in

the case of emergency (of which the President shall be the sole judge) be called at shorter notice providing that the nature of the business is stated.

Quorum

51. (1) The quorum for a meeting of the Branch Council shall be at least three-fifths of the Branch Councillors eligible to attend.
- (2) If a quorum is not present within half an hour of the appointed time, the meeting shall lapse.

PROCEEDINGS OF COUNCIL

The Chair of meetings

52. The President shall act as the Chair at every meeting of the Branch Council, 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 the Vice President, then the Branch Councillors present shall elect one of their number to be the Chair of the meeting.

Voting at meetings

53. (1) Subject to Rule 56(3), questions arising at any meeting of the Branch Council shall be decided by a majority of votes cast by Branch Councillors who are entitled to vote and who attend the meeting, and each member of the Branch Council, whether elected or ex officio, 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) A Branch Councillor shall not be entitled to vote where that member has declared a conflict of interest, and their vote shall not be counted in determining the majority on a question.

Conduct and recording of meetings

54. (1) The Branch Council may, subject to these Rules, conduct its meetings as it may think fit and may make such regulations and decisions as it may think fit for the transaction of the business of the Branch Council, and may adjourn any meeting of the Branch Council to such date as may be decided.
- (2) Accurate minutes of all resolutions and proceedings of the Branch Council shall be prepared and kept.

Validity of acts

55. All acts done at any meeting of the Branch Council or by a Committee or by any person(s) acting on behalf of the Branch Council and duly authorised in that behalf shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Branch

Councillors or person(s) acting as aforesaid or that they or any of them were disqualified from so acting be as valid as if every such person had been duly qualified.

POWERS OF THE COUNCIL

POWERS AND DUTIES OF THE BRANCH COUNCIL

56. (1) The management and control of the business and affairs of the Branch shall be vested in the Branch Council which may exercise all such powers and do all such things as may be exercised or done by the Branch save such as are by these Rules required to be exercised or done by the Branch in General Meeting subject nevertheless to these Rules and to any regulations not inconsistent with the said provisions that may be made by the Branch in General Meeting; but no regulation so made by the Branch in General Meeting shall invalidate any prior act of the Branch Council which would have been valid if such regulation had not been made.
- (2) Subject always to these Rules, the Branch Council may delegate to officers, Committees, or staff any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Branch Council by the Act or any other law.
- (3) General duties of Branch Council shall be:
 - (a) to ensure each Branch Councillor is familiar with these Rules and the Act;
 - (b) to ensure the Branch complies with the Act;
 - (c) to ensure Branch Councillors comply with these Rules and the Act.

Power to make By-Laws

57. The Branch Council shall have power to make vary and repeal By-Laws not inconsistent with these Rules as it thinks expedient for the proper conduct and management of the Branch or for the direction of the Members or for the proper conduct and management of the Branch Council and of any of its Committees or for the direction of the Members, officers and servants of the Branch 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,
- (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 , 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
 - (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.

IMMEDIATE PAST PRESIDENT

IMMEDIATE PAST PRESIDENT

66. 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)

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 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

- (3) The Secretary shall be appointed and removed by the Branch Council pursuant to the Act, the provisions of which relating to the appointment, the duties and the removal of such Secretary shall apply and be included as part of these Rules.
- (4) Without limiting Rule 74, the Secretary must:
 - (a) maintain the Register of members pursuant to Rule 32 and the Act;
 - (b) keep custody of the common seal (if any) of the Branch and all books, documents and securities of the Branch pursuant to Rules 110 and 111;
 - (c) perform any other duty or function imposed on the Secretary by these Rules or the Branch Council.
- (5) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

ACCOUNTS AND AUDIT

ACCOUNTS AND AUDIT

Accounts

68. 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

69. (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 retiring or incoming Branch Councillor shall be appointed auditor.
- (2) It shall be the duty of the auditor(s) to examine the books of account and other financial records of the Branch and to audit the balance sheet and revenue account for presentation to the Annual General Meeting and also to perform such other audits as requested by the Branch Council.
- (3) The remuneration of the auditor(s) shall be approved by the Branch Council.
- (4) An auditor can only be removed from office by a resolution of Members at a General Meeting. Notice of an intention to move such a resolution and a statement in full of the proposed resolution must be given to Members at least two months in advance of the meeting, and copies of the notice must be provided to both the auditor and Registrar by the Secretary as soon as possible after the notice has been received by the Secretary.

Annual report and audited accounts

70. 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

Attendance

71. Members in addition to attending in person may take part in General Meetings by the use of technology that allows Members to clearly and simultaneously communicate with each other participating Member. Each Member participating in a General 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.

Annual General Meeting

72. (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.
- (2) The business of an Annual General Meeting shall be:
- (a) to receive and consider the minutes of the immediately preceding Annual General Meeting and of all Extraordinary General Meetings held since the preceding Annual General Meeting;
 - (b) to receive and consider the balance sheet, revenue statement and the report of the Branch Council and of the auditor(s) for the preceding financial year;
 - (c) to appoint auditor(s) for the ensuing year;
 - (d) to transact any other business of which notice shall have been given to the Secretary at least 21 days before the Annual General Meeting is held;
 - (e) to submit a statement containing information required by the Act, as the same may be amended or reenacted.

June General Meeting

73. (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.
- (2) Part of the business of the June General Meeting shall be:
- (a) In each even year, to receive a report from the President of persons who have been elected as Branch Councillors for the ensuing two years pursuant to Rules –36-42 inclusive;
 - (b) each year, to receive a report from the President regarding the Office Bearers for the ensuing year pursuant to Rule 43;
 - (c) to elect Honorary Life Members and Honorary Members of the Branch pursuant to Rules 17 and 19 respectively, if required.

Other Ordinary General Meetings

74. Ordinary General Meetings may be held at such times and places as the Branch Council shall determine.

Extraordinary General Meetings

75. (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 93(7)
- (3) Upon receipt of such requisition or appeal an Extraordinary General Meeting shall be convened within 60 days from the date of receipt of such requisition.

Notice and recording of General Meetings

- 76. (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 87(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 nonreceipt 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.
- (2) Accurate minutes of all resolutions and proceedings of General Meetings shall be prepared and kept.

Quorum

- 77. 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

- 78. 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

79. (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.
- (2) A special resolution must be passed by not less than three fourths of the votes cast by Members present who are entitled to vote at the General Meeting.
80. On a show of hands or on a poll every Member present 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.
81. (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.
- (2) A Member shall be entitled to appoint a proxy to vote at a June General Meeting and Annual General Meeting by notice given to the Secretary no later than 48 hours before the time of the Meeting in respect of which the proxy is appointed.
- (3) No Member shall hold more than five proxies excepting only the Chair who may hold an unlimited number provided the Members giving the proxies have specified their voting intentions for each and every matter listed in the notice of the meeting and such proxies held by the Chair shall only be applied to a vote on the matter for which notice has been given and in no other instance.
82. 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.
83. At any General Meeting, unless a poll be demanded by at least five Members present 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

84. (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.

- (2) The Immediate Past President if present and willing shall be appointed as Returning Officer for any poll to be conducted at General Meetings of the Branch. If the Immediate Past President is not present or not willing to act, the meeting shall elect a Returning Officer from amongst the Members present.

Adjournment of Meetings

85. 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.

GENERAL MEETINGS

Referral of matters for investigation

86. 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 Branch 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

87. (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 providing a copy of the notice of resolution in writing to the Chair who shall forthwith read it to the Meeting.
- (2) Notice in writing shall be given to the Secretary at least 60 days before the holding of any General Meeting of the Branch of any special resolution to be moved at such Meeting by a Member (other than a special resolution proposed by the Branch Council) PROVIDED that any Member may at any Ordinary General Meeting of the Branch give notice of intention to propose a particular special resolution at a further Meeting of the Branch by providing a copy

of the notice of special resolution in writing to the Chair who shall forthwith read it to the Meeting. A notice of special resolution (other than proposed by the Branch Council) shall require a proposer and seconder.

- (3) In all cases, notice of a proposed resolution and an explanatory statement of its intent must be in writing and in the case of a special resolution must specify that the resolution is to be proposed as a special resolution.

Visitors

88. 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

89. (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.
- (2) A special resolution may not be decided by a postal or electronic ballot.

AFFILIATION

AFFILIATION

Affiliation of other bodies

90. 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.

OBLIGATIONS OF MEMBERS

OBLIGATIONS OF MEMBERS

91. 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 DISCIPLINARY PROCEDURES

DISPUTES AND DISCIPLINARY PROCEDURES

Disputes procedure

92. (1) The Branch's dispute procedures set out in this Rule are subject to any requirements under the Act and shall apply to disputes between:
- (a) a Member and another Member or person; or
 - (b) a Member and the Branch (including the Branch Council or a Branch Officer).
 - (c) a person and a member of the Branch's staff
- (2) Disciplinary matters shall be governed by the procedures in Rule 93.
- (3) In any of the Branch's disputes procedures set out in this Rule and in any of the disciplinary procedures set out in Rule 93, a Member may appoint any person to act on their behalf, in a manner as determined by the Branch Council.
- (4) A Member who is the subject of a disciplinary procedure under Rule 93 must not initiate the disputes procedures set out in this Rule 92 in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

DISPUTES AND DISCIPLINARY PROCEDURES

Establishing a Committee

- (4) The Branch Council must form a Committee to oversee disputes and disciplinary procedures for assessment and action pursuant to this Rule and Rule 93 and appoint a person to act as Chair of this Committee.

The Chair's Action

- (5) Where any matter that is the subject of the disputes procedure pursuant to Rule 92(1) or any disciplinary procedure pursuant to Rule 93 is submitted to the Branch, the matter shall then be referred to the Chair of the Committee that has been formed by the Branch Council pursuant to Rule 92(4) for assessment and action pursuant to this Rule and Rule 93 (as required) PROVIDED HOWEVER that the Branch Council at its discretion may direct the Chair of this Committee to avoid, discontinue or postpone investigations of the dispute or 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 by the Branch Council.
- (6) Where a matter has been referred to the Chair of the Committee established under Rule 92(4), the Chair may
- (a) conduct further investigation and resolution of the matter personally; or

- (b) refer the matter to a panel comprised of three members of the Committee for investigation and resolution.

Disputes between a Member and another Member or person

- (7) In disputes between a Member and another Member or person, facilitated mediation shall be recommended to both parties, with the mediation to be conducted in accordance with Rule 92(9). If the parties do not agree to mediation of the dispute, or the mediation process does not result in the dispute being resolved, the parties shall be advised that they may seek to resolve the dispute pursuant to the Associations Incorporation Act or otherwise at law.

Disputes between a Member and the Branch

- (8) In disputes between a Member and the Branch (including the Branch Council or a Branch Officer) the Chair or panel as determined under Rule 92(6) may:
 - (a) determine the resolution of the matter themselves (PROVIDED THAT 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 determination in a manner consistent with Rules 10(2) or 93(9),(10) and (11); or
 - (b) recommend facilitated mediation to both parties, with the mediation to be conducted in accordance with Rule 92(9). If the parties do not agree to mediation of the dispute, or the mediation process does not result in the dispute being resolved, the parties shall be advised that they may seek to resolve the dispute pursuant to the Associations Incorporation Act or otherwise at law.

Mediation Process

- (9) Where parties in dispute are recommended facilitated mediation, they must in good faith attempt to settle the dispute by following this mediation process:
 - (a) The mediation process can only begin with both parties executing consent. Failure by either party to give consent to the Branch within 21 days from the date of postage of an offer of mediation shall result in the Branch offering no further assistance in the matter.
 - (b) If consent is given, then a mediator shall be appointed in a manner as determined by the Branch Council PROVIDED THAT the mediator must not be a party to the dispute and shall not determine the dispute. Further, the mediator in conducting the mediation, must
 - (i) allow due consideration by all parties of any written statement submitted by any party; and
 - (ii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

Disciplinary Procedures

93. (1) Where:

- (a) there is any written complaint against a Member, submitted to the Branch whether originating from members of the public or Members of the Branch or otherwise); or
- (b) a public notice regarding any Member who has had a guilty verdict or a penalty recorded by a Court; or
- (c) there is any other matter that comes to the attention of the Branch that may give rise to a matter contemplated by Rule 93(3),

then the Branch Council may refer the matter for further investigation by the Committee established pursuant to Rule 92(4).

- (2) After receipt and consideration of a written opinion from the Chair or panel of the Committee investigating a matter contemplated by Rule 92(1), the Branch Council may consider further disciplinary action in accordance with the procedures of this Rule 93.

Disciplinary Actions

- (3) If, in the opinion of the Branch Council, a Member may have been or may be guilty of an infringement of the Rules or By-Laws of the Branch or of any act, practice or conduct calculated or likely to bring discredit on or be injurious to the character, welfare, reputation or interests of the Branch, the Association or of the profession generally, the Branch Council may call upon such Member to justify and explain such infringement, act, practice or conduct at a meeting of the Branch Council either personally or by the submission of a written statement. The Branch Council shall give such Member at least 14 days' notice of the meeting at which the matter is to be heard, which notice shall contain particulars of the infringement, act, practice or conduct complained of.
- (4) If, after considering the statement in explanation (if any) submitted or made by the Member as aforesaid, a majority of the votes cast by Branch Councillors entitled to vote is of the opinion that the infringement of the Rules or By-Laws is proven, or otherwise that the act, practice or conduct of such Member has discredited or has been or is injurious to the character, welfare, reputation or interests of the Branch, the Association or the profession generally, the Branch Council at such meeting or subsequently may, either singly or in any possible combination,

DISPUTES AND DISCIPLINARY PROCEDURES

- (a) instruct the President to counsel and give remedial advice, with such action not to be recorded as an infringement;

- (b) instruct the President to issue a reprimand and/or remedial advice directly, or in conjunction with another Member appointed by the Branch Council, or in writing;
- (c) suspend the Member from rights of Membership including without limitation the functions and services provided by the Branch and the Association and attendance at any of their Meetings for a period not exceeding 12 months in which case the Member shall forfeit any office held;
- (d) expel the Member from Membership of the Branch PROVIDED HOWEVER that a resolution for the expulsion of a Member shall be required to be passed by not less than three fourths of the votes cast by Branch Councillors entitled to vote at the meeting in which the resolution is considered.

For clarity, once an infringement has been established, only then may the Branch Council take into consideration any previous disciplinary action(s) against the Member.

- (5) A Member shall be forthwith notified in writing of any resolution of the Branch Council. Where the resolution is to suspend or expel the Member, notification shall also be given to the Association and to the Affiliates and Groups of the Branch. Where any disciplinary action is taken, the Member shall have the right of appeal against the resolution in accordance with the procedure under Rule 93(9).
- (6) The Branch Council may inform the Branch Membership of any disciplinary action taken pursuant to Rule 92 (4).
- (7) A Member suspended or expelled under this Rule shall forfeit all rights to claim upon the Branch and the property and funds of the Branch as Member, provided that this will not prejudice the Member's right of appeal against the resolution in accordance with the procedure under Rule 93 (9).
- (8) Noncompliance by a Member with any disciplinary action imposed under this Rule shall be deemed to constitute infringement of these Rules and may lead to forfeiture of Membership if a resolution is so passed by not less than three-fourths of the votes cast by Branch Councillors entitled to vote on the resolution 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 under this Rule in accordance with the procedure under Rule 93 (9).

Appeal Rights

- (9) Any Member who is the subject of any disciplinary action of the Branch Council under this Rule 93 shall have the right to appeal to an appeals tribunal established by the Branch Council under these Rules PROVIDED that notice of such appeal, stating the grounds

therefore, shall be given in writing by the Member to the President within 7 days from the date that the Member is notified of the disciplinary action. Within 28 days from the receipt of such notice of appeal from the Member, the appeals tribunal shall convene to consider the appeal in accordance with these Rules.

- (10) The appeals tribunal established by the Branch Council shall consist of at least three persons who are not members of the Branch Council or the Committee established under Rule 92(4) and who are otherwise considered by the Branch Council to be independent with respect to the matter.
- (11) Notice of the disciplinary appeal meeting must be given to each member of the appeals tribunal and the Member concerned as soon as practicable and must
 - (a) specify the date, time and place of the meeting; and
 - (b) state;
 - (i) the name of the Member against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the appeals tribunal members present must vote on whether the decision is upheld or revoked.

DISPUTES AND DISCIPLINARY PROCEDURES

Lifting of Disciplinary Action

- (12) Any disciplinary action imposed on a Member pursuant to this Rule may subsequently be revoked or ended by a resolution of the Branch Council passed by not less than three-fourths of the votes cast by Branch Councillors present and entitled to vote on the matter. The Member concerned shall forthwith be notified in writing of the resolution of the Branch Council for the revocation or ending of the disciplinary action. Such notification shall also be given to the Association and to the Affiliates and Groups of the Branch.

CONFLICT OF INTEREST

CONFLICT OF INTEREST

- 94. (1) A member attending a General Meeting, Branch Council 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 94 (1) above does not apply to a material personal interest:

- (a) that exists only because the Member belongs to a class of persons for whose benefit the Branch is established; or
 - (b) that the Member has in common with all, or a substantial proportion of, the Members of the Branch.
- (3) The Branch must maintain a register that records conflict as described in Rule 94(1) and Rule 94(2), as well as a management plan documenting actions required to mitigate the conflict.

INTELLECTUAL PROPERTY

INTELLECTUAL PROPERTY

95. (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”).
- (2) If any Member of the Branch is requested and agrees to participate in any generation of Intellectual Property for the Branch, then all Intellectual Property rights and interests, in whatsoever form and howsoever expressed, will reside solely and entirely as a matter of ownership with the Branch PROVIDED HOWEVER where a Member contributes to the Branch’s continuing professional development activities, then this contribution will remain the Member’s intellectual property, unless otherwise agreed.
- (3) Any Member whose Intellectual Property is subject of Rules 95(1) and 95(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 95 (3) is full, final and irrevocable.

NOTICES

NOTICES

96. 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**AMENDMENT OF STATEMENT OF PURPOSES OR RULES**

97. (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 87(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 76.

VALIDITY OF ACT**VALIDITY OF ACT**

98. 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**INCOME AND PROPERTY**

99. (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.
- (2) The income and property of the Branch whencesoever derived shall be applied solely towards the promotion and carrying out of the purposes of the Branch and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Branch or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Branch or to any Member thereof or other person in return for any services actually rendered to the Branch or otherwise as provided in Rule 58 PROVIDED ALWAYS that such remuneration to Members is on terms no more favourable than if the Member was not a Member.

- (3) Authorisation of payments shall be specified in the By-Laws of the Branch and/or Branch Policy Statements.

WINDING UP

WINDING UP

100. 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

101. 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 99 hereof, such institution or institutions to be determined by the Members of the Branch at or before the time of dissolution.

INDEMNITY

INDEMNITY

102. Every Branch Councillor 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 Branch Councillors 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 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 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.

COMMON SEAL

COMMON SEAL

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

- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures of two Branch Councillors

CUSTODY OF BOOKS

CUSTODY OF BOOKS

104. (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, files (including electronic files) and securities of the Branch.
- (2) All Members shall be entitled to request to inspect, and/or receive copies of, the books, documents, files and securities of the Branch, during Office hours and with reasonable notice of the request to the Secretary. The Secretary shall comply with the request PROVIDED THAT the Secretary shall not without the permission of the Branch Council allow the inspection, and/or provision of copies of, minutes or other records of any Committee or the Branch Council which he or she reasonably deems to relate to a confidential, personal, employment, commercial or legal matter or where to do so may be prejudicial to the interests of the Branch or any Member.