

**AUSTRALIAN DENTAL ASSOCIATION VICTORIAN BRANCH INC.
BY-LAW NO. 1**

STANDING ORDERS

I. INTERPRETATION

Unless inconsistent with the context or subject matter.

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

2. SUSPENSION

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

3. RULES OF DEBATE

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

- (1) No Member shall be permitted to speak more than once on the same question, except the mover of any original motion (but not of any amendment), who shall be allowed to speak in reply, after which the debate shall be closed. The need for a seconder for any motion (except as pursuant to Clause 3.3) shall be at discretion of the Chair.
- (2) The mover of an original motion shall not speak for more than fifteen minutes. No other speaker shall, nor shall the mover in reply, speak for more than ten minutes.
- (3) Any Member may move that the question be now put. Any such motion shall require a seconder and not be debated.
- (4) The mover of a motion for the adjournment either of the Meeting or of the debate may speak for not more than five minutes, and the seconder shall not make a speech. One Member (the mover of the original motion or amendment under discussion to have the preference) may speak for five minutes in opposition to any such motion for adjournment, which shall then be put by the Chair without further debate.
- (5) A Member who has spoken may, by permission of the Chair, be again heard in explanation, but shall not introduce new matter nor interrupt a Member who is speaking.
- (6) Whenever an amendment of an original motion has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been decided. If an amendment is carried, the motion as amended shall take the place of the original motion and shall become the proposal on which any further amendment may be moved.
- (7) No Member shall move more than one amendment on any motion except with the permission of the Meeting.

- (8) All motions should be clearly displayed and any amendments should also be displayed in tracked format.
- (9) Motions proposing amendments of the Constitution and By-Laws can only be accepted from the Constitution and Policy Committee. Others may propose motions proposing changes in broad terms to give direction to the Constitution and Policy Committee.
- (10) A person may during the debate foreshadow a motion which may be a direct negative of the original motion. Such a foreshadowed motion shall be a contingent one and shall be formally moved only if the original substantive motion is defeated.
- (11) Foreshadowing of motions is appropriate when:
 - (a) it is desired to alter a motion more drastically than is possible by amendment
 - (b) it is desired to have a positive resolution in the minutes to record policy opposite to that proposed in the motion before the Chair, and
 - (c) the motion foreshadowed is contradictory in meaning or intent to the motion before the Chair.
- (12) The Chair must put foreshadowed motions to the vote in the order in which they were presented.
- (13) The Chair may call attention to continued irrelevance, tedious repetition, unbecoming language, or any breach of order on the part of a Member, and may direct such Member to discontinue speaking.
- (14) Any Member raising a point of order shall state distinctly such point of order without debate whereupon the point of order shall immediately be decided by the Chair.
- (15) A Member speaking, if a point of order is raised, shall not continue speaking until the point of order is decided.
- (16) Any Member may at any Meeting give a notice of motion for a future Meeting by handing same or a copy thereof to the Chair, who shall at once read it to the Meeting.
- (17) Any motion already agreed to or negated cannot be afterwards rescinded or adopted unless notice of motion to rescind or adopt (as the case may be) be given at a Meeting for some subsequent Meeting, provided always that such notice may be waived with the consent or by a vote of a majority of two-thirds of the Members present and entitled to vote at a Meeting.
- (18) In all cases of dispute, doubt or difficulty respecting or arising out of matters of procedure or order, the decision of the Chair shall be final and conclusive, subject, however, to a motion disagreeing with the Chair's ruling.
- (19) When a motion to disagree with the ruling of the Chair has been duly proposed and seconded, the Chair shall at once cease to preside and the President of the Branch (if not already the Chair of the Meeting) or, in the President's absence, the Vice-President (if not already the Chair of the Meeting) shall preside until the matter is decided; and, if neither of them be present, or if they are unwilling to act, the Meeting shall elect a Member to preside until the motion is decided.
- (20) Such motion must be carried by three-fourths of those present and entitled to vote. An extension of time for speaking may in any case be granted to a speaker by a simple majority of the Members present at the Meeting and entitled to vote.

- (21) In all cases not herein or otherwise provided for, the relevant authorities shall be "Guide for Meetings" N.E. Renton Fifth Edition 1990 and "Guide for Voluntary Associations N.E. Renton Fifth Edition 1991 in so far as the same may be applicable to proceedings of the Branch.

4. INTO COMMITTEE

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

5. AGENDA

- (1) The agenda may include items for which there is no material assigned.
- (2) Agenda items should be assigned to one of the following:
- (a) for noting, so not starred,
 - (b) for discussion, so starred,
 - (c) for approval/decision, so starred and accompanied by a motion
- (3) All agenda items with tabled documents shall be starred;
- (4) At the commencement of a meeting First Nations Australians will be acknowledged by way of Acknowledgement of Country, such as 'In the spirit of reconciliation, the ADAVB acknowledges the Traditional Owners of the land on which we meet today and pay respects to Elders and past and present.'

6. BRANCH BUSINESS CONDUCTED VIA TELECOMMUNICATIONS

- (1) Teleconferencing
- (a) Date and Time

The date and time of a conference via teleconferencing shall be determined by the President or the Committee Chair.
 - (b) Location

Usually participants shall be located within Australia
 - (c) Conditions
 - (i) A teleconference must observe the conditions such as Notice of Meeting, Quorum, Voting and, Standing Orders that are applicable to all meetings of the Branch held in person.

- (ii) At the commencement of a teleconference, all present (including any non members) shall state their names and affirm then and at the conclusion of the conference, the occurrence of mutual reception.
- (iii) An attendee shall announce their late arrival, departure before the end of the meeting or any subsequent return.
- (iv) The duration of a teleconference should not exceed two hours.

(2). Electronic Ballots

(a) Approval

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

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

(b) Notification

The notification initiating such a ballot shall:

- (i) include sufficient explanatory material and a ballot paper;
- (ii) specify a date usually not less than seven days and no more than 28 days from the day of the ballot's transmission for the return of votes; and
- (iii) require the assent to the motion of at least three-quarters of the votes of those entitled to vote (provided that the number of votes recorded, as distinct from abstentions, is at least equal to the quorum of the body holding the meeting), whereupon the matter so resolved shall be as valid and effectual as if it had been passed at a face to face meeting.

(c) Reportings

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

(3). Incidental Applications

- (a) Branch business may be the subject of informal communications by means of electronic and/or postal transmissions between members of the Branch Council, Committee Chairs, and their Committee members.
- (b) Such communications:
 - (i) must be kept in a confidential and secure fashion unless or until declared otherwise; and

- (ii) shall not require written reportage or further transmission, although documentation therefrom may be included in a future agenda of the applicable Branch entity.

7. NOMINATION FOR THE BRANCH COUNCIL

- (1) Nominations for the Branch Council shall be sought as pursuant to Rules 38 and 39.
- (2) Each nomination for the Branch Council elections shall be receipted immediately by letter. The letter will:
 - (a) acknowledge the nomination;
 - (b) set out details of the election and the Special Meeting of the Branch Council to be held after the election; and
 - (c) request an up-to-date curriculum (or amendments if one is held at the Branch Office). The curriculum vitae, shall be in a standard format as determined by the Returning Officer and will include if applicable:
 - (i) full name;
 - (ii) practice details including year of graduation for registrable qualification;
 - (iii) relevant postgraduate qualifications and honours using standard abbreviations;
 - (iv) Association activities which are limited to Branch and Federal ADA offices held including highest Group office and year, Branch Standing Committees and years with highest office held and years, all past Executive Committee appointments and years, Federal Committees and years with highest office held; and
 - (v) other activities which may be relevant to serving on the Branch Council.
 - (d) request a statement on the motivation for nominating, limited to 100 words;
 - (e) request a current passport style head and shoulders photo.

8. ELECTION OF THE BRANCH COUNCIL AND OFFICE BEARERS

- (1) Election – The Branch Council
 - (a) Conduct of Ballot
 - (i) Pursuant to Rule 38 the Branch Council shall appoint:
 - (a) a Returning Officer, who may, in the event that the ballot is conducted electronically, delegate some of the duties of the Returning Officer to a service provider
 - (b) two scrutineers to assist where the ballot is to be conducted in hard copy form.

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

(ii) Returning Officer

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

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

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

Each candidate shall be provided with written advice concerning

- the total number of votes cast in the election,
- the number of votes received by that candidate, and
- the minimum number of votes required to be elected.

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

(iii) Ballot Paper

The Ballot Paper or electronic ballot pursuant to Rule 40 (2) shall be delivered electronically or posted to all eligible Members at least 28 days prior to the date of the June General Meeting in each even year.

The order of candidates on the ballot paper will be determined by lot.

The hard copy ballot paper shall be enclosed in an envelope (to be supplied by the Branch Council for the purpose) marked "Ballot Paper", which in turn shall be enclosed in a second envelope addressed to the Returning Officer, duly signed by the Member who is recording a vote.

The following instructions shall be inserted on the hard copy Ballot Paper or on the notes accompanying the Ballot Paper:

- "Record a vote for those you prefer by placing a tick in the box next to their name. Please tick up to seventeen names when recording your vote";
- "After you have marked your coloured Ballot Paper, it should be placed in the small brown "Ballot Paper" envelope provided. This in turn should be placed in the envelope addressed to the Returning Officer, and the outer envelope sealed"; and
- "Your name should be printed in block letters where indicated on the back of the outer envelope, and your signature placed beneath it. Unless this is done, your vote will be invalid."

When an electronic ballot is held clear instructions on the voting process consistent with a hard copy ballot shall be provided. Accompanying the ballot paper shall be a document containing a summary of candidates' activities as described in 7(2)(c) above. The content of this document shall be amended, where required, by the Returning Officer to ensure compliance with this By-Law.

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

(b) Counting of votes

Where the ballot is conducted by hard copy the envelopes containing the ballot papers shall be retained by the Returning Officer unopened until the 9th day before the June General Meeting in each even year when the same shall be opened by the Returning Officer and counted in the presence of the scrutineers, whose duty it shall be to check the accuracy of the count. The Returning Officer may call upon the Secretary for assistance by the Office staff or others in connection with the ballot.

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

(c) A vote is invalid if

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

(2) Election – Office Bearers

The election of Office Bearers shall be conducted pursuant to Rule 43(1), and as follows.

(a) Conduct of Ballot

The election of Office Bearers shall occur in the following order:

President
Vice President

(b) Nominations

Nominations shall be in writing and assented to by the signature of the person nominated.

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

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

(c) Announcement of Results

Pursuant to Rules 44(2) and 77(2)(b) the President shall each year announce to the June General Meeting the newly elected Office Bearers.

(d) Casual Vacancy

Pursuant to Rule 60 the Branch Council may appoint from their number any member to fill a casual vacancy.

(3) Election – Federal Councillors

(a) Ballot

(i) The election of Federal Councillors shall be conducted pursuant to Rules 94 (1) and (2) and Clause 19 of the Constitution of the Association each even year at a meeting of the Branch Council as per Rule 43, and as follows.

(ii) Nominations must be in writing and assented to by the signature of the person nominated;

(iii) Nominations shall close at 5.00 pm on the 4th day prior to the meeting of the Branch Council at which the elections shall be held. This would usually be the same meeting that elects the Office Bearers.

(iv) If insufficient nominations have been received the President shall ask for nominations from the meeting.

(b) Casual Vacancy

The Branch Council shall fill any casual vacancy as pursuant to Rule 94 (4).

9. APPOINTMENT OF FINANCE, RISK AND AUDIT COMMITTEE

The appointment of the Finance, Risk and Audit Committee shall be conducted pursuant to Rule 43(2), and as follows.

(1) Conduct of Appointment

The Finance, Risk and Audit Committee shall be appointed by the Branch Council, on the recommendation of a Committee appointed for such a purpose.

(2) Nominations

Nominations shall be sought by the appointed Committee for consideration at its last meeting held prior to the June General Meeting.

Nominations shall be established prior to the above appointed Committee meeting at which existing members of the Finance, Risk and Audit Committee seek appointment for the ensuing year.

(3) Announcement of Results

Pursuant to Rules 44(3) and 77(2)(b) the President shall each year announce to the June General Meeting the members of the Finance, Risk and Audit Committee.

(4) Casual Vacancy

Pursuant to Rule 67(1)(d) the Branch Council may appoint a person to fill a casual vacancy.

Adopted by the Branch Council	13/09/04
Amended by the Branch Council	20/6/05 21/6/10 22/10/10 20/02/12 03/12/12 20/07/15 24/07/17 27/08/18 31/08/20 30/8/21 23/10/23 15/02/24