

CORPORATIONS LAW
A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING SHARE CAPITAL
CONSTITUTION
OF
THE ACADEMY OF AUSTRALIAN AND NEW ZEALAND PROSTHODONTISTS

Revised September 2005

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A. OBJECTS AND POWERS

1. The name of the company is THE ACADEMY OF AUSTRALIAN AND NEW ZEALAND PROSTHODONTISTS ("the Academy").
2. The liability of the members is limited.
3. The Object of the Academy of Australian and New Zealand Prosthodontists is to be pursued through the following goals:
 - (a) To promote the dental and general health of the community through improved prosthodontic knowledge and care.
 - (b) To advance the knowledge of prosthodontics amongst members and the dental profession.
 - (c) To encourage and support prosthodontic research in Australia and New Zealand.
 - (d) To support the interests of members in the practice of and teaching of prosthodontics and the advancement of prosthodontics in general.
 - (e) To encourage and maintain the study of prosthodontics and the clinical advancement of prosthodontics, and to promote and maintain high ethical and professional standards amongst Prosthodontists.
 - (f) To pursue and advance the recognition and acceptance of the practice of prosthodontics as a specialist branch of dentistry and to promote its formal recognition as such.
 - (g) To make constructive recommendations to members in relation to the practice of prosthodontics or the practice of dentistry in the field of prosthodontics.
 - (h) To seek affiliation with the Australian and New Zealand Dental Associations and to seek or grant affiliation with any other body or association of Prosthodontists upon such terms and conditions as shall best further the objectives of the Academy.
 - (i) To promote and support the activities of the Australian Prosthodontic Society (APS) and the New Zealand Association of Prosthodontists and Restorative Dentists (NZAPRD)

- (j) To hold regular Meetings of the members of the Academy.
 - (k) To encourage a desirable standard of prosthodontic training for undergraduate dental students in Australian and New Zealand Universities.
 - (l) To encourage support and monitor the attainment of desirable standards of post graduate training for Prosthodontists in Australia and New Zealand.
 - (m) To monitor the standards of overseas post-graduate training for Prosthodontists.
 - (n) To advise the appropriate Australian and New Zealand registering bodies of the requirements for specialist registration as a Prosthodontist.
 - (o) To encourage the appointment of specialist Prosthodontists by Hospital Boards and public bodies and to advise on appropriate qualifications for such appointees.
 - (p) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives.
4. The Academy may only exercise the powers in section 124(1) of the Law to:
- (a) carry out the objects of this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of the power under clause 4(a) of this Part A.
5. The income and property of the Academy must be applied solely towards the promotion of the objects and purposes of the Academy and no portion may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to present or former members of the Academy or anyone claiming through them.

Provided that no payment shall be made to any Council Member of the Academy other than:

- (a) For the payment of out of pocket expenses incurred by the Council Member in the performance of any duty as a Council Member of the Academy where the amount payable does not exceed an amount previously approved by the Council.
- (b) For payment of any service rendered to the Academy by any Council Member in a professional or technical capacity other than in the capacity as Council Member where the provision of the service has the prior approval of the Council of the Academy and where the amount payable is approved by the Council of the Academy and is not more than an amount which commercially would be reasonable payment for this service; or
- (c) For payment of any salary or wage due to the Council Member as an employee of the Academy where the terms of employment have been approved by the Council of the Academy.
- (d) For reasonable and proper rent to a member for premises let to the Academy by any member.

6. Every member of the Academy undertakes to contribute to the property of the Academy in the event of the same being wound up while they are a member or within one year after they cease to be a member for payment of the debts and liabilities of the Academy (contracted before he or she ceases to be a member) and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding One hundred Australian dollars (A\$100.00).
7. If upon the winding up or dissolution of the Academy there remains after satisfaction of all debts and liabilities any property it must not be paid to or distributed among the members of the Academy but must be given or transferred to some other institution or institutions having objects similar to the objects of the Academy and whose Memorandum of Association or Constitution shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on this Academy under or by virtue of clause 3. The institution or institutions must be determined by the members of the Academy at or before the time of the dissolution and in default by application to the Supreme Court of Australia for determination.
8. True accounts must be kept of the money received and expended by the Academy and credits and liabilities of the Academy. Subject to any reasonable restrictions as to the time and manner of inspecting the accounts that may be imposed in accordance with the Constitution for the time being of the Academy, the accounts will be open to the inspection of the members. Once at least in every year, the accounts of the Academy must be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors who must report to the members in accordance with the provisions of the Law. The Auditor must not be associated with the Academy in any other capacity. The Academy must keep written financial records in relation to the Academy, and cause the financial records to be audited in accordance with the requirements of the Law.

B. REGULATIONS UNDER CONSTITUTION

1. Interpretation

In these regulations:

"Area" shall mean New Zealand or any one State or Territory of Australia;

"Australian Dental Association" and "A.D.A." shall mean and include the Australian Dental Association of any State or Territory being affiliated with the Federal body of the Australian Dental Association;

"the Academy" means The Academy of Australian and New Zealand Prosthodontists;

"Constitution" means the Constitution and Terms of Reference of the Academy including these Regulations;

"Council" means the board of directors and governing council of the Academy;

"Council Member" means a member of the Council;

"Committee" means any committee or sub-committee established by the Academy in accordance with the Constitution;

"Executive" means the President, the Immediate Past President, The Vice-President, the Secretary and the Treasurer. The positions of Secretary and Treasurer may be combined.

"General Meeting" shall mean and include any General Meeting of the Academy and any Special General Meeting of the Academy;

"the Law" means the Corporations Act 2001 (Cth) and includes any amendment or enactment of it or any legislation passed in substitution for it;

"Practice of Prosthodontics" for the purpose of membership eligibility shall be deemed to include the teaching of Prosthodontics;

"Prosthodontics" shall encompass fixed removable and maxillo-facial prosthodontics;

"the seal" means the common seal of the Academy;

"Secretary" means any person appointed to perform the duties of a company secretary of the Academy and includes an honorary secretary;

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing words in a visible form;

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act of South Australia and of the Law as in force at the date at which this Constitution become binding on the Academy.

Except if the contrary intention appears in these regulations an expression has in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law the same meaning as in that provision of the Law.

2. Purpose

The Academy is established for the purposes set out in part A of the Constitution.

3. Members

For the purposes of registration it is declared that the number of members of the Academy is unlimited.

4. Membership

4.1 General Requirements

(a) Submission of Applications

All applications or nominations for membership in any category, or for changes in category, must be submitted in writing to the Secretary in a form approved by the Council in their absolute discretion and signed and dated by the applicant. The Secretary must also receive appropriate documentation of qualifications together with such other information as may be required from time to time and the appropriate application fees before referring the application or nomination to the Council for consideration.

(b) Review of Membership Applications

The Council shall review applications and proposals for Full Members, Associate Members, Retired Members, Life Members and Honorary Membership, verify information submitted, seek additional information, if necessary, and if satisfied of the validity of each applicant's credentials, consider admission to membership.

(c) Approval of Membership

(i) The Council shall have the authority to approve the admission of applicants to membership in the Full Member, Associate Member and Retired Member categories. An applicant shall not be elected to membership of the Academy unless a majority of those Council Members vote in favour of the election of the applicant. Any applicant who is refused membership shall have the right of appeal to the members of the Academy. Such appeal shall take the form of a postal poll decided by a simple majority of the members. The appeal shall be in writing and set out the applicant's case for membership and the Council's case for refusal. The Council shall make recommendations to the next General Meeting of the Academy regarding nominations for Honorary and Life Membership.

(ii) The Secretary shall notify applicants of the receipt of their applications, any deficiencies in the form of their application and their acceptance or rejection for membership.

- (iii) The Council Members do not have to give any reason for rejecting an application for membership.
 - (iv) No person shall be admitted to membership of the Academy unless he or she agrees in writing to be bound by the constitution.
 - (v) The rights and privileges of every member are personal to each member and are not transferable by the member's own act or the operation of law.
- (d) Termination of Membership
- (i) A member may give notice in writing at any time to the Secretary to resign his or her membership of the Academy but shall continue to be liable for all moneys due by him or her to the Academy and in addition for any sum not exceeding \$100.00 for which he or she is liable as a member of the Academy under clause 5 of Part A of the Constitution.
 - (ii) Members whose annual dues and assessments have not been paid by June 30 (or such date on which such subscription or assessment shall be levied) of the year following the year for which they were owed and have not applied, or been proposed, for Life Membership then the Council will give the member notice then the member shall have their membership in the Academy terminated if the subscription amount remains unpaid for 30 days from the date of such notice.
 - (iii) Membership of any member may be terminated by a resolution of a majority of three quarters of the Council Members present and voting provided that the membership of a member may not be terminated by a resolution of the Council Members unless that member is given 21 days notice of the resolution and what is alleged against him or her and afforded an opportunity of giving orally or in writing to the members any explanation or reply he or she thinks fit.
 - (iv) The Council shall have the right at any time to suspend the membership of any member who has been shown to have acted in a grossly unprofessional manner for any period which the Council may determine. Such a suspension will operate forthwith on the serving of notice on the members last known address. Such a decision can only be made by a vote of three quarters majority of Council present.
 - (v) A member of the Academy will cease to be a member of the Academy if he or she dies, becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health or is convicted of an indictable offence.
 - (vi) Any member ceasing to be a member:
 - (A) will not be entitled to any refund (or part refund) of a subscription; and

- (B) will remain liable for and will pay to the Academy all subscriptions and moneys which were due at the date of ceasing to be a member.

4.2 Register of Members

The Council of the Academy shall maintain a Register of all members of the Academy which shall contain such particulars in respect of each member as are required under the Law and shall include particulars of the name postal address qualifications and the appropriate class of membership of each member of the Academy. The Register shall be kept at all times in the possession of the Secretary of the Academy but all members of the Academy shall be at liberty to inspect the Register at such time and place as shall be nominated by the Secretary. The Secretary shall from time to time circulate to members a copy of the current membership Register.

5. Categories of Membership

The Academy shall have the following categories of membership:

5.1 Full Members

Full Members of the Academy shall be those individuals who have completed an accredited formal prosthodontic training programme approved by Council. Proof of successful completion of the training programme must be submitted before an application to become a Full Member can be considered.

5.2 Associate Members

Associate Members of the Academy shall be those individuals who are enrolled in an accredited formal prosthodontic training program or those who are approved by Council. Proof of enrolment in an accredited formal prosthodontic training programme or a prosthodontic training program not approved by the Academy must be submitted before an application to become an Associate Member can be considered.

5.3 Life Members

Life Members of the Academy shall be those Full Members who apply for Life Membership, or are proposed by the Council, and who have held memberships in the Academy and have rendered long or outstanding service to prosthodontics. Any application or proposal for Life Membership must set out the basis for such application or proposal for Life Membership.

5.4 Retired Members

Retired Members are those Full Members whom the Council considers in its sole discretion to have retired from active prosthodontic practice.

5.5 Honorary Members

Honorary Membership may be granted to those individuals who do not hold membership in any other category but have made significant clinical or scientific contributions to the discipline or specialty of prosthodontics or have provided substantial support for the educational or research programs of the Academy.

Nominations for Honorary Membership will only be accepted from Full Members, Life Members and Retired Members of the Academy and must be supported by letters from two other members with voting rights. Members nominating Honorary Members must specifically describe the candidate's distinguished and creditable contributions to the field of prosthodontics.

6. Dissolution

Subject to the Law, the Academy may be dissolved on the authority of all Full Members voting by written resolution or at a General Meeting duly called, complete with a notice of intent to dissolve the Academy.

7. Voting of members

7.1 Voting rights are vested in the Full Members. Associate Members, Life Members, Retired Members, and Honorary Members are not eligible to vote.

7.2 Voting may be in person or by proxy or attorney.

7.3 On a show of hands each person present who is a member or a representative of a member has one vote and on a poll every person present in person or by proxy or attorney has one vote.

7.4 Objections to the qualification of a voter may be raised only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any objection must be referred to the chairperson of the Meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

7.5 If a member is of unsound mind or is a person whose personal estate is liable to be dealt with in any way under the law relating to mental health his or her committee or trustee or such other person as properly has the management of his or her estate may exercise any rights of the member in relation to a general meeting as if the committee trustee or other person were the member.

7.6 Unless otherwise required by the Constitution or by-laws, a simple majority of Full members voting is required to carry motions and amendments.

7.7 An objection to the qualification of a voter may only be raised at the General meeting or adjourned General Meeting at which the voter intended to vote. An objection must be referred to the chairperson of the General Meeting, whose decision is final. A vote which the chairperson does not disallow because of an objection is valid for all purposes.

8. Polls

8.1 At any General Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with the Law.

8.2 A poll will be taken either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll will be the resolution of the Meeting at which the poll was demanded. A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

- 8.3 Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry to that effect is made in the minutes of the proceedings of the Academy is conclusive evidence of the facts without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.4 The demand for a poll may be withdrawn.
- 8.5 In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the Meeting at which the show of hands takes place or at which the poll is demanded in addition to his or her deliberative vote (if any) has a casting vote.
- 8.6 After a poll has been demanded at a General Meeting, the General Meeting may continue for the transaction of business other than the question on which the poll was demanded.
- 8.7 Proxy Votes
 - (a) An instrument appointing a proxy must be in writing under the hand of the appointor or that of his or her attorney duly authorised in writing.
 - (b) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and where an instrument of proxy so provides the proxy is not entitled to vote on the resolution except as specified in the instrument.
 - (c) An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
 - (d) A proxy must be in the following form or in a form that is as similar to the following form as in circumstances allow:

The Academy of Australian and New Zealand Prosthodontists

I/Weof.....being a Member/Members of the abovenamed Academy, hereby appoint of in his/her absenceof.....as my/our proxy to vote for me/us on my/our behalf at the * annual General/ *General Meeting of the Academy to be held on theday of 20.... and at any adjournment.

** This form is to be used * in favour of /against the resolution.

.....
 Dated / /

* Strike out whichever is not desired.
 ** To be inserted if desired

- (e) A proxy need not be a member.

- (f) An appointment of a proxy is valid if it is signed by the member making the appointment and contains the information required by subsection 250 A(1) of the Law. The Council Members may determine that an appointment of proxy is valid even if it only contains some of the information required by 250 A(1) of the Law.
- (g) For the purposes of clause 8.7(f), an appointment received at an electronic address will be taken to be signed by the member if:
 - (i) the personal identification code allocated by the Academy to the member has been input into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Council Members.
- (h) A proxy's appointment is valid at an adjourned General Meeting.
- (i) A proxy or attorney may be appointed for all General Meetings or for any number of General Meetings or for a particular purpose.
- (j) Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
 - (i) to vote on:
 - (A) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (B) any procedural motion, including any motion to elect a chairperson, to vacate the chair or to adjourn the general meeting,

even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (ii) to vote any motion before the General Meeting whether or not the motion is referred to in the appointment.
- (k) If a proxy appointment is signed by a member but does not name the proxy or proxies in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name or names of one or more Council Members or the Secretary.
- (l) An instrument appointing a proxy will not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority is or are deposited not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll not less than 24 hours before the time appointed for the taking of the poll at the registered office of the Academy or at another place within Australia as is specified for that purpose in the notice convening the meeting.

- (m) The Academy receives an appointment of a proxy and any power of attorney or other authority under which it was executed when it was received at the Academy's registered office, or, a facsimile number at the Academy's registered office, or, a place, facsimile number or electronic address specified for that purpose in the notice of meeting.
- (n) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid despite the previous death or unsoundness of mind of the principal or the revocation of the instrument (or of the authority under which the instrument was executed) if no intimation in writing of the death unsoundness of mind or revocation has been received by the Academy at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

9. Adjournments

- 9.1 The chairperson may with the consent of any meeting at which a quorum is present and must if so directed by the majority of members present adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.2 When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting must be given as in the case of an original meeting.

10. Council

10.1 Role of Council

There shall be a Board of Councillors, hereinafter referred to as the Council, which shall act in accordance with the Constitution and by-laws in being generally responsible for the affairs of the Academy and shall implement the decisions and resolutions of any General Meeting or other meeting of the Academy. The Council will transact the business of the Academy as it thinks fit and in accordance with the objects of the Academy in the Constitution. The Council shall report its proceedings and make its recommendations known to members of the Academy at each General Meeting of the Academy and shall be guided by direction from General Meetings. The council shall meet upon the request of the President or upon written request of not less than three Council Members. A quorum of the Council shall be four Council Members.

10.2 Membership

The Council shall consist of the Executive and three other members with voting rights to be known as Councillors, one from each of the following Areas where the Immediate Past President and the Vice-President are also the Councillor for their Area:

New South Wales
Queensland
South Australia
Victoria
Western Australia
New Zealand

The Councillor residing in the same Area as the President will take the office of Secretary/Treasurer. Only Full Members are eligible for election to Council.

The Executive and Councillors shall vacate their office and membership of the Council if:

- (a) his or her membership of the Academy ceases; or
- (b) he or she is removed from office by resolution passed by majority at any General Meeting of the Academy convened for the purpose of considering inter alia such a resolution;
- (c) he or she tenders his or her resignation in writing;
- (d) he or she ceases to practice prosthodontics;
- (e) is prohibited by the Law from holding office or continuing as a Council member; or
- (f) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it, or becomes in the opinion of the Council members incapable of performing his or her duties; or
- (g) is absent from Council members' meeting for [3] consecutive months without leave of absence from the Council members; or
- (h) is directly or indirectly interested in any contract or proposed contracts with the Academy and fails to declare the nature of the interest as required by the Law.

11. Election of Council Members and Terms of Office.

11.1 General

- (a) All normal terms of office shall begin and end coincident with a fiscal year of the Academy. The normal term of office for Council Members including the Executive is two years.
- (b) If the conduct or position of any Council Member is such that continuance in office appears to the majority of Council Members to be prejudicial to the interests of the Academy, a majority of Council Members at a meeting of the Council Member's specifically called for that purpose may suspend the Council Member. Within 14 days of the suspension, the Council Member's must call a General Meeting, at which the members may either confirm the suspension or remove the Council Member from office in accordance with clause 10.2(b) or annul the suspension and reinstate the Council Member.
- (c) Subject to clause 10.2, the Council Member's may appoint any person as a Council Member to fill a casual vacancy or as an addition to the existing Council Members. A Council Member appointed under this clause will hold office until the next General Meeting of the Academy when the Council Member may be re-elected.
- (d) During the second year of a Council biennium the Secretary will:

- (i) call for nominations from Full Members and if necessary conduct a postal ballot to elect a person to the position of Vice-President (President elect) in the next biennium.
 - (ii) call for Full Members in each of the Areas to nominate one person to serve on the next Council and, if necessary conduct a postal ballot amongst the members resident in an Area to elect such a person. The person nominated from the Area represented by the current Vice-President will take the office of Secretary/Treasurer in the next Council.
- (e) A ballot shall be conducted as follows:
- (i) the Council shall appoint a returning officer and two scrutineers to assist, none of whom shall be candidates for Council;
 - (ii) the returning officer shall count the ballot papers which said ballot papers shall be checked by the scrutineers and certify the results in writing to the President of the Academy who shall announce the results to the members by post within 7 days of its receipt. In any case in which an equal number of votes are cast the Secretary shall conduct a by-election until a result is obtained;
 - (iii) ballot papers in such form and with such instructions as are prescribed by the Council shall be posted to each member of the Academy at least seven days prior to the date of the election and must be returned to the returning office within 21 days of the date of the election.

11.2 Vice-President

The Vice-President shall be elected by majority vote of Full Members present and voting at the General Meeting designated for this purpose. The Vice-President will hold his or her office and the position of Councillor for their Area for two years or until a successor has been elected and inducted into office. The Vice-President may not succeed themselves in office. Nominations may not be received from persons residing in the same Area as the current Vice-President.

11.3 President

The Vice-President shall become the President at the expiration of his or her Vice-Presidential term that will normally be in the next biennial Council. In the absence of a Vice-President prepared to succeed to the presidency, an election for President shall be held at a General Meeting. The President shall hold their office for two years or until a successor have been inducted into office. At the expiration of their presidential term, the President shall become the Immediate Past President and Councillor for his or her Area.

11.4 Secretary and Treasurer

The Councillor residing in the same Area as the President shall take the office of Secretary and the Treasurer. The term of office of the Secretary and Treasurer shall be two years.

11.5 Councillors

- (a) Councillors shall be elected by majority vote of the Full Members present and voting at the General Meeting designated for this purpose. The term of office of a Councillor shall be two years.
- (b) If the conduct or position of any Council member is such that continuance in office appears to the majority of the Council members to be prejudicial to the interests of the Academy, a majority of Council members at a meeting of the Council members specifically called for that purpose may suspend that Council member. Within 14 days of the suspension, the Council members must call a General Meeting, at which the members may either confirm the suspension and remove the Council member from office or annul the suspension and reinstate the Council member.

12. Unscheduled Vacancies

12.1 President

Should a President of the Academy be disabled or unable to perform the duties of office, the Vice-President shall be appointed to serve for the remainder of the unexpired term of office, at which time that person shall commence a normal two-year term as President.

12.2 Immediate Past President

Should an Immediate Past President be disabled or unable to perform the duties of office, the position shall remain unfilled until the next General Meeting, at which time the position shall be filled by the outgoing President.

12.3 Vice-President

Should a Vice-President be disabled or unable to perform the duties of office, the position shall remain unfilled until the next General Meeting, at which time the position shall be filled by election.

12.4 Secretary and/or Treasurer

Should the Secretary and/or the Treasurer become disabled or unable to perform the duties of office, the President shall appoint a Councillor pro tempore to serve for the remaining portion of the incumbent's term. If there is no Councillor available or willing to fill the position, the President, with the concurrence of the majority of the remaining Councillors, may appoint any Full Member to serve in the position until the next General Meeting when the position shall be filled by election.

12.5 Councillors

Should a Councillor be unable or unwilling to complete a term of office, the President may appoint a Councillor pro tempore to serve until a replacement from the appropriate State or New Zealand is found. Should more than one nomination be received then the election will be determined by a majority vote of Council. Council Members so elected shall hold office until the conclusion of the next biennial election.

13. Powers of the Council

- 13.1 The business of the Academy shall be managed by the Council who may pay all expenses incurred in promoting and registering the Academy and may exercise all such powers of the Academy as are not by the Law or by this Constitution required to be exercised by the Academy in general meeting subject nevertheless to any of this Constitution and to the provisions of the Law and may make rules or by-laws not inconsistent with this Constitution provided that any rule or by-law of the Academy made by the Council may be disallowed by the Academy in general meeting and provided further that no resolution or rule made by the Academy in general meeting shall invalidate any prior act of the Council which would have been valid if that resolution or rule had not been passed or made.
- 13.2 The Council may exercise all the powers of the Academy to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Academy and to guarantee or become liable for the payment of money or the performance of any obligation by or of any person.

14. Proceedings of the Council

- 14.1 The Council may meet together for the dispatch of business adjourn or otherwise regulate its meetings as it thinks fit. A Council Member may at any time and the Secretary shall on the requisition of a Council Member summon a meeting of the Council on at least 48 hours written notice of the meeting to each Council Member and Alternate Council Member.
- 14.2 Subject to the Law, a meeting of the Council may be held by the Council Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Council Members need not all be physically present in the same place for a Council Member's meeting to be held.
- 14.3 A quorum is a majority of Council Members for the time being. Where a quorum cannot be established for the consideration of a particular matter at a meeting of Council Member's, the chairperson may call a general meeting to deal with the matter.
- 14.4 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Council Members, the chairperson may call a General Meeting to deal with the matter.
- 14.5 Notice of a meeting of Council Members may be given in writing, or the meeting may be otherwise called using any technology consented to by all the Council Members.
- 14.6 Subject to this Constitution questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the Council Members shall for all purposes be deemed a determination of the Council. In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 14.7 The chairperson may determine any dispute about the admission or rejection of a vote and his or her determination, if made in good faith, will be final and conclusive.
- 14.8 The continuing Council Members may act notwithstanding any vacancy in the Council and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the council the continuing member or members may act for the purpose of increasing the number of Council Members to that number or of summoning a General Meeting of the Academy but for no other purpose.

- 14.9 The President shall preside as chairperson at every meeting of the Council or if there is no President or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting the Vice President shall be chairperson or if the Vice President is not present at the meeting then the members may choose one of their number to be chairperson of the Meeting.
- 14.10 The Council may delegate any of its powers and or functions (not being duties imposed on the Council by the Law or the general law) to one or more committees consisting of such member or members of the Academy as the Council thinks fit. Any committee so formed shall conform to the provisions of this Constitution which deals with meetings of Council Members so far as they are applicable and not inconsistent with Council Members direction and any rule or by-law that may be imposed by the Council and subject thereto shall have power to co-opt any member or members of the Academy and all members of such sub-committees shall have one vote.
- 14.11 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairperson shall have a second or casting vote.
- 14.12 All acts done by any meeting of the council or of a committee or by any person acting as a Council Member shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid or that the Council Members or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Council Member.
- 14.13 A resolution in writing signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Council Members. Any document referred to in this clause may be in the form of a facsimile or electronic transmission. The minutes of Council Member meetings must record that a meeting was held in accordance with this clause. This clause applies to meetings of committees and sub-committees.
- 14.14 A Council member who has a material personal interest in a matter that is being considered at a Council members' meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the Law to do so, in which case the Council member may:
- (c) be counted in determining whether or not a quorum is present at any meeting of Council members considering that contract or arrangement or proposed contract or arrangement;
 - (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- 14.15 A Council Member may, with the approval of the other Council Members, appoint any person as his or her alternate (**Alternate Council Member**) for a period determined by

that Council Member. An Alternate Council Member is entitled to notice of meetings of Council members and, if the appointor is not present at a meeting, is entitled to attend, be counted in a quorum and vote as a Council member. An Alternate Council Member is an officer or the Academy and is not an agent of the appointor. The provisions of this Constitution which apply to Council members also apply to Alternative Council Members. The appointment of an Alternate Council Member:

- (a) may be revoked at any time by the appointor or by the other Council members; and
- (b) end automatically when the appointor ceases to be a Council member.

Any appointment or revocation under this clause must be effected by written notice delivered to the Secretary.

14.16 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Council member, Alternate Council Member or member of a committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Council member or the Council members' committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

14.17 The Council members must cause minutes to be made of:

- (a) the names of the Council members present at all Council members' meetings and meetings of Council members' committees;
- (b) all proceedings and resolutions of general meetings, Council members' meetings and meetings of Council members' committees;
- (c) all resolutions passed by Council members in accordance with clause 14.13;
- (d) all appointments of officers;
- (e) all orders made by the Council members and Council members' committees; and
- (f) all disclosures of interests made under clause 14.14.

Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body. The Academy must keep all registers required by this Constitution and the Law.

15. General Meetings

15.1 Biennial General Meeting

A General Meeting shall be held at least once within every second calendar year as required by the Constitution. The agenda of this Meeting, identified as the Biennial General Meeting, shall not be limited to, but shall provide for:

- (a) Report of the Council

- (b) Report of the auditor
- (c) Report of the Treasurer
- (d) Amendments to the Constitution, By-laws or Rules of Order
- (e) Approval of budgets
- (f) Approval of dues and assessments
- (g) Election of Councillors
- (h) Appointment of an auditor

15.2 Authority to call a General Meeting

- (a) Any Council Member may, at any time, call a General Meeting.
- (b) A member may:
 - (i) only request the Council Members to call a General Meeting in accordance with section 249D of the Law; and
 - (ii) not request or call and arrange to hold a general meeting except under section 249E of the Law.

15.3 Notice of General Meetings

- (a) Subject to the provisions of the Law allowing General Meetings to be held on shorter notice, at least 21 days' written notice (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) must be given to members of any General Meeting.
- (b) A notice calling a General Meeting must:
 - (i) specify the place the day and the hour of meeting and if the meeting is to be held in two or more places, the technology which will be used to facilitate this;
 - (ii) state the general nature of business to be transacted at that meeting; and
 - (iii) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.
- (c) A notice of an annual General Meeting need not state that the business to be transacted at the meeting includes:
 - (i) the consideration of the annual financial report, Council Member's report and the Auditor's report;
 - (ii) the election of directors; or

- (iii) the appointment and fixing of the remuneration of the Auditor.
- (d) The Council Members may postpone or cancel any General Meeting whenever they think fit (other than a meeting called as the result of a request under clause 15.2).
- (e) The Council Members must give notice of the postponement or cancellation of a General Meeting to all persons entitled to receive notices from the Company.
- (f) The failure or accidental omission to send a notice of a General Meeting (including a proxy appointment form) to any member or the non-receipt of a notice (or form) by any member does not invalidate the proceedings at or any resolution passed at the General Meeting.

15.4 Quorum for General Meetings

- (a) A quorum of ten members is required for General Meetings called in accordance with this Constitution. For the purpose of determining whether a quorum is present a person attending as a proxy, attorney or corporation of a member is deemed to be a member. No business may be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business.
- (b) If a quorum is not present within 30 minutes after the time appointed for a General meeting:
 - (i) if the General Meeting was called on the requisition of members, it is automatically dissolved; or
 - (ii) in any other case:
 - (A) it will stand adjourned to the same time and place seven days after the meeting, or to another day, time and place determined by the Council Members; and
 - (B) if at the adjourned General Meeting a quorum is not present within 30 minutes after the time appointed for the General Meeting, the General Meeting is automatically dissolved.

15.5 Chairperson

The chairperson, or in the chairperson's absence the deputy chairperson, of Council Member's meetings will be the chairperson at every General Meeting.

15.6 Admission to a Meeting

A person may be refused admission to, or required to leave and not return to a meeting if the person:

- (a) Refuses to permit examination of any article in the person's possession or

(b) Is in possession of any:

- (i) Electronic or recording device;
- (ii) Placard or banner; or
- (iii) Other article,

Which the chairperson considers to be dangerous, offensive or liable to cause disruption.

16. Duties of Members

- 16.1 Every member of the Academy shall comply in all respects with the Constitution of the Academy. Australian members of the Academy shall comply with the Code of Ethics of the ADA and New Zealand members shall comply with the Code of Ethics of the NZDA. All members shall comply with all Ethical Rules or codes of conduct adopted by the Academy with respect to the practice of Prosthodontics.
- 16.2 All papers read before the Academy which are not otherwise committed to a benefactor shall become the property of the Academy and a copy of each such paper shall be delivered to the Secretary as soon as possible thereafter. Notwithstanding the provisions of this paragraph any such paper may be published in any scientific journal provided that a suitable reference is made on the paper to the fact that it was first presented to a meeting of the Academy.
- 16.3 The Council may in its absolute discretion grant leave of absence to any member upon application by such member where such member proposes to be overseas for a period of not less than eleven months.
- 16.4 No member other than the President shall make a public statement on behalf of the Academy unless that member has been specifically authorised by Council to do so.
- 16.5 If a member executes or proposes to execute any document or do any act by or through an attorney which affects the Academy or the member's membership in the Academy, that member must deliver the instrument appointing the attorney to the Academy for notation. If the Academy asks the member to file with it a certified copy of the instrument for the Academy to retain, the member will promptly comply with that request. The Academy may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.
- 16.6 Any corporation or organisation which is a member may by written notice to the Secretary appoint a natural person to act as its representative in all matters connected with the Academy as permitted by the Law and may remove a representative.
- 16.7 A representative is entitled to exercise at a General Meeting all the powers which the corporation or organisation which appointed him or her could exercise if it were a natural person, stand for election as an office bearer or Council Member and be counted towards a quorum on the basis that the member corporation or organisation is to be considered personally present at a General Meeting by its representative.
- 16.8 A certificate executed in accordance with section 127 of the Law is rebuttable evidence of the appointment or the removal of the appointment (as appropriate) of the representative. The chairperson of a General Meeting may allow a representative to vote on the condition that he or she subsequently establishes his or her status as a

representative within the a period prescribed by and to the satisfaction of the chairperson of the General Meeting. The appointment of a representative may set out restrictions on the representative's powers.

17. Finances

17.1 Dues Assessments and Application Fees

(a) Dues

Full Members, Associate Members and Retired Members may be assessed dues in the amounts approved by majority vote at a duly called General Meeting. The initial subscription fee shall be AUD \$50.00. A member who is on leave of absence from the Academy for not less than eleven months shall be required to pay a reduced subscription so determined by Council. Retired Members shall pay a reduced subscription so determined by Council.

(b) Application Fees

Application fees shall be set by majority vote at a duly called General Meeting. The initial application fee will be AUD \$50.00. Where a member is elected after the 31 December in any year the Council may refund one half of the annual subscription to the applicant upon their election as a member of the Academy. The application fee once collected shall become the property of the Academy and is non-refundable.

(c) Other Assessments

Other assessments, such as registration fees and fees for scientific sessions and social events, shall be set as determined by the Council. Assessments determined by the Council may not continue in effect beyond the next duly called General Meeting without the approval of the General Meeting.

(d) Currency

The moneys collected for application fees and dues shall be in Australian Dollars (AUD) and shall become the property of the Academy.

17.2 Dues Arrears

(a) Dues in Arrears

Members whose annual dues and assessments have not been paid three months after being sent, and have not applied, or been proposed, for Life Membership, may be assessed a late payment fee set by the Council. This fee shall not exceed fifty percent of the amount owing.

(b) Dues in Default

Members whose annual dues and assessments have not been paid by June 30 of each year (or such date on which such subscription or assessment shall be levied) and have not applied, or been proposed, for Life Membership then their membership in the Academy will be forfeited. Any such members whose membership has been forfeited may only be reinstated by resolution of the Council and upon payment of all sums owing to the Academy.

(c) Extensions and Reinstatement

The Secretary is empowered to reinstate delinquent members upon payment of all dues and assessments. The Secretary, in consultation with the President, is empowered to extend the time for the payment of dues in cases where a Full Member, Associate Member or Retired Member is temporarily unable to pay dues. Such discretion shall be exercised only when the reasons are of a serious nature.

(d) Exemptions

Honorary Members and Life Members shall pay no dues to the Academy but may be required to pay other fees, such as meeting fees, as determined by the Council. The Council shall have power to determine and levy differing amounts for the subscriptions and special assessments for the different classes of membership of the Academy. A member who is on leave of absence from the Academy shall be required to pay a reduced subscription so determined by Council. Retired Members shall pay a reduced subscription so determined by Council.

18. Financial

18.1 Financial Year

The financial year of the Academy shall extend from July 1 to June 30 inclusive.

18.2 Annual Report

The Treasurer's biennial report shall cover the previous fiscal year of the Academy.

18.3 Contracts

All proposed contracts to which the Academy is party shall be submitted to the Treasurer for review. The Treasurer shall, in turn, submit proposed contracts to legal counsel for review if required. All contracts must be signed in accordance with the requirements of the Law.

18.4 Council Members' Expenses

Council Members shall be entitled to reimbursement from the funds of the Academy for such sums of money by way of travelling and other proper expenses incurred in performing their duties as Council Members as the Council shall by a majority of two thirds of their number from time to time determine. There shall be no reimbursement of Council Members for attendance at any General Meeting of the Academy.

18.5 Dissolution

Upon dissolution of the Academy as provided for in Article 6 of the Constitution, the Board of Councillors shall, after paying or making arrangements for the payment of all liabilities of the Academy, dispose of all assets of the Academy for purposes in keeping with the object of the Academy and, in so far as is practical, in keeping with the goals of the Academy as stated in the By-laws.

19. Amendments

19.1 Constitution

The Constitution may be amended from time to time by a special resolution passed by not less than three quarters of Full Members of the Academy present and voting at a duly called General Meeting provided that notice of intent to amend the Constitution was mailed to the Full Members at least 30 days before the Meeting. The notice must include the proposed amendment. Proxy votes are permitted.

19.2 Rules and By-Laws

The Council may from time to time make, alter and repeal rules and by-laws for the purpose of carrying out the objects of the Academy and for the purpose of putting the Constitution into effect. The rules of the Academy may be altered or repealed by resolution passed by three quarters in number of Council Members present and voting provided that such alterations or repeal of the rules are confirmed at the next General Meeting of the Academy. Notice of any proposed resolution confirming an alteration or addition to the rules of the Academy shall be given not less than 30 days prior to the General Meeting at which confirmation is sought by the Council.

19.3 Postal Ballot

All amendments and additions to the Constitution may be made by postal vote in lieu of a General Meeting. The Council shall post a notice containing all of the proposed amendments or additions to the Constitution to all Full Members of the Academy together with a statement that the poll will close on the 21st day after the date of the notice. The Council shall count all votes received by the Academy at the end of the twenty first day after the date of the notice. A resolution which is supported by three quarters of the number of votes received within the time allowed shall be deemed to be passed provided that not less than 30 votes in aggregate have been received. If passed the Constitution of the Academy shall be deemed to be amended upon the 21st day after the date of the notice requesting members to vote.

20. Area Branches

The Council may grant permission for the formation of Area branches upon the written application of five Full Members resident in that area. Each Area may draw up and adopt such rules and regulations as may be necessary or expedient for its administration provided that such rules and regulations shall be consistent with the Constitution of the Academy. A copy of such Rules and Regulations of any Area shall be forwarded (together with amendments as they occur) to the Secretary of the Academy.

21. Notices

21.1 A notice or other document may be given by the Academy to any member either by serving them personally or by sending it by post or by facsimile transmission or electronic notification to their address as shown in the Register of members or the address supplied by them to the Academy for the giving of notices.

21.2 Where a notice or other document is sent by post service, the notice will be deemed to be effected by properly addressing prepaying and posting a letter containing the notice or other document and to have been effected in the case of a notice of Meeting on the day after the date of its posting and in any case at the time at which the letter would be delivered in the ordinary course of post.

- 21.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.

If a member does not have an address recorded in the register a notice will be taken to be served on that member 24 hours after it was posted on a notice board at the Academy's registered office. A member whose address recorded in the register is not in Australia may specify in writing an address in Australia to be taken to be the member's for the purposes of this clause 21. A certificate in writing signed by a Council member, secretary or other officer of the Academy that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting. Subject to the Law the signature to a written notice given by the Academy may be written or printed. All notices sent by post outside Australia must be sent by prepaid airmail post.

- 21.4 Notice of every General Meeting may be given to:
- (a) every member;
 - (b) every Council Member and Alternate Council Member;
 - (c) every person entitled to share in consequence of the death or bankruptcy of a member who but for his or her death or bankruptcy would be entitled to receive notice of that meeting; and
 - (d) to the auditor, for the time being, of the Academy.
- 21.5 No other person is entitled to receive notices of General Meetings.

22. Seal

- 22.1 The seal of the Academy shall be in the form of a rubber stamp inscribed with the name of the name of the Academy encircling the words "Common Seal".
- 22.2 The Seal of the Academy shall not be affixed to any instrument except by the authority of the Council and the affixing thereof shall be attested to by the signatures of two Council Members or of such other persons as the Council may appoint for that purpose and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Council.

23. Replaceable Rules

To the extent permitted by Law, all replaceable rules contained in the Law shall not apply to the Academy.

24. Indemnity

- 24.1 Every officer, auditor or agent of the Academy is indemnified out of the property of the Academy against any liability incurred by him in his or her capacity as officer, auditor or agent in defending any proceedings whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him by the Court.

- 24.2 The amount of any indemnity payable under clause 24.1 will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Academy with a GST tax invoice for the GST Amount. For the purposes of this clause, officer means a Council Member or Secretary.

25. Appointment of Attorneys and Agents

- 25.1 The Council members may from time to time by resolution or power of attorney executed in accordance with section 127 of the Law appoint any person to be the attorney or agent of the Academy for purposes, with the powers, authorities and discretions (not exceeding those exercisable by the Council members under this Constitution), for the period, and subject to the conditions, determined by the Council members.
- 25.2 An appointment by the Council members of an attorney or agent of the Academy may be made in favour of:
- (a) any member of any local board established under this Constitution;
 - (b) any company;
 - (c) the members, directors nominees or managers of any company or firm; or
 - (d) any fluctuating body of persons whether nominated directly or indirectly by the Council members.
- 25.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Council members think fit. The Council members may appoint attorneys or agents by facsimile transmission, telegraph or cable to act for and on behalf of the Academy. An attorney or agent appointed under this clause may be authorised by the Council members to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

26. Duties of Council Members

26.1 President

- (a) Resolution of Conflict

The President is the chief executive officer of the Academy. In Meetings of the Council the President shall have a deliberative vote and in the event of a tied vote, a casting vote.

- (b) Chairman

The President shall be presiding officer and chairperson at all General and Extraordinary Meetings of the Academy and at Meetings of the Council. The preceding notwithstanding, the President may appoint a member with voting rights to chair any Meeting.

- (c) Appointment to Committees

The President shall be responsible for the general supervision of, and appointment of members to, any committees appointed by the Council and will ensure that any appointed members are informed of their responsibilities.

(d) Signing Authority

Subject to any resolution of the Council, the President and the Secretary of the Academy will sign all documents or orders necessary to carry out the will of the Academy except where such signing is expressly delegated to some other officer or agent of the Academy.

(e) Academy Representative

The President will act as the representative of the Academy to outside persons or to other organised bodies whenever necessary.

(f) Other Duties

The President shall perform other duties expressly assigned by by-laws or rules of the Academy.

26.2 Vice-President

(a) Assist the President

The Vice-President is also the President-elect and will assist the President in the discharge of presidential duties as requested by the President.

(b) Other Duties

The Vice-President shall perform other duties expressly assigned by by-laws or rules of the Academy.

26.3 Immediate Past President

The Immediate Past President will assist the President in the discharge of presidential duties as requested by the President.

26.4 Secretary

(a) Communication

The Secretary shall have primary responsibility for communication with, and within, the Academy and for its non-financial records, including, but not limited to, notices of Meetings, Meeting agendas and minutes.

(b) Meeting Preparation

The Secretary, acting in concert with the President, shall be responsible for ensuring the availability of all materials necessary for the conduct of General Meeting, Extraordinary Meeting and meetings of the Council.

(c) Other Duties

The Secretary shall perform other duties expressly assigned by by-laws or rules of the Academy.

26.5 Treasurer

(a) Custody of Funds

The Treasurer is the official custodian of all funds of the Academy, is the disbursing officer and has charge of any securities held by the Academy.

(b) Financial Representative

The Treasurer is designated to represent the organisation in all financial matters and is authorised to collect and disperse moneys as ordered by the Council and the President. The Treasurer shall make a biennial report to the Council of the monetary affairs of the Academy and shall present a financial report summarising the monetary affairs of the Academy at each General Meeting of the Academy. Upon the termination of their term of office the Treasurer shall deliver to their successor all funds, papers, documents and things belonging to the Academy. Any bank accounts of the Academy shall have two signatories which shall be the President and the Secretary or otherwise as the Council determines from time to time. All funds and other moneys of the Academy not required as petty cash shall be held in accounts in the name of the Academy.

(c) Secretary/Treasurer

If the positions of Secretary and Treasurer are combined, the Secretary-Treasurer shall have all the responsibilities stated in this clause.

27. Inspection of Records

Except as otherwise provide in the Law, the Council may determine whether and to what extent and at what time and place and under what conditions the accounting records and other documents of the Academy will be open to the inspection of members, and a member other than a Councillor does not have the right to inspect any document of the Academy as is provided by law or authorised by the Council or by the Academy in General Meeting.

28. Guests

Guests will be admitted by invitation to Academy events such as scientific sessions. The Secretary will notify the membership before each scientific session or other event whether guests will be accommodated. The amount of any guest fees set by the Council shall be similarly communicated.