

PREFACE TO THE CONSTITUTION

As a federally constituted organisation the Australian Society of Endodontology was begun in February 1967 at a meeting in Melbourne, after several States had Study Clubs or independent Societies in existence for up to seven years.

The original constitution served through the period when five States changed to Federal Branch status and was broadly revised in 1975 when The Society was incorporated in the Australian Capital Territory. Further extensive revisions were adopted in 1978 and 1990. Further revisions were made in 1994 in accordance with the Australian Capital Territory Associations Incorporated Act of 1991 (known hereafter as "the Act") and again in 1995.

THE CONSTITUTION OF THE AUSTRALIAN SOCIETY OF ENDODONTOLOGY INC.

THE NAME:

1. The name of this Society shall be "THE AUSTRALIAN SOCIETY OF ENDODONTOLOGY INCORPORATED", hereinafter referred to as "The Society", or "The Federal Society".

OBJECTIVES:

2. (a) The Society, a non-profit organisation, was established with the following objectives:
 - (i) To promote interest and participation in the study and advancement of Endodontology and Endodontics.
 - (ii) To promote the discussion of subjects related to Endodontology and Endodontics, particularly through the use of international and national lecturers, and to provide educational programmes for members of The Society.
 - (iii) To publish papers of relevance to Endodontology and Endodontics in The Society's publication, commonly known as the Australian Endodontic Newsletter.
 - (iv) To promote scientific and clinical research in Endodontology and Endodontics by making grants available to individuals for such research.
 - (v) To promote public knowledge and education in Endodontology and Endodontics, through the production and distribution of literature, visual and audio-visual and other educational material.
- (b) The assets and income of The Society shall be applied solely in the furtherance of its abovementioned objectives and no portion shall be distributed directly or indirectly to the members of The Society except as bona fide compensation for services rendered or expenses incurred on behalf of The Society.

STATE BRANCHES, LOCAL SOCIETIES AND AFFILIATED GROUPS:

3. (a) (i) A State Branch is that Study Club or Society or the derivative of it which was the recognised Endodontic group within a particular State as at the time of formation of The Society in 1967 and which has since changed its title to being a Branch of the Australian Society of Endo-dontology.
- (ii) A Local Society is any other group of five or more Australian Dental Association members whose specific object is as per Clause 2, and who seek and are granted recognition as a group within The Society.
- (b) Each State Branch, Local Society or Affiliated Group is to be autonomous in the running of its own affairs, but shall supply a copy of its constitution and alterations thereto, to The Federal Society. However, if a State Branch is involved in promoting an overseas speaker, then it will offer the conduct of any lecture tour to The Federal Society if more than one other State is involved.
- (c) Any group of members numbering more than ten, whose individual membership involves more than one State, may be granted affiliation with The Society, upon such conditions as the Executive may determine. Application for affiliation shall identify the relevance of the group to Endodontology and shall contain assurances and evidence of financial independence, as well as an undertaking to report to The Society as and when requested by the Executive of The Society.

MEMBERSHIP:

4. Eligibility for membership exists for:
- (a) All members of the dental profession, who shall be:
- or
- (i) Members in good standing of a Branch of the Australian Dental Association Incorporated,
- (ii) If resident outside Australia a member in good standing of a recognised national dental association.
- (b) Members of State Branches and Local Societies who shall automatically be members of The Federal Society.
- (c) Non-dentists working in fields of science related to Endodontics.
- (d) Members of the dental, medical or collateral sciences whose work has contributed to the advance-ment of Endodontology may be eligible for "Honorary Membership" by invitation of the Executive.
- (e) The Society shall have the power from time to time to elect as an Honorary Life Member any member of the dental profession or other person who may have rendered long and outstanding service to Endodontology.
- (f) Any member who has been a member in good standing of The Society for at least ten consecutive years, and who has completely retired from practice and remunerated teaching may apply to the Secretary to become a Retired Member. The Federal Executive will decide on the application and the amount of subscription payable.

OFFICERS AND FEDERAL EXECUTIVE:

5. (a) The Officers who shall all be members according to Clause 4 (a) (i) shall be a President, a Vice-President, a Secretary-Treasurer and State Councillors. The President and Secretary-Treasurer shall be from the one State and the Vice-President from a different State. The States not so represented shall each supply a Councillor who shall be nominated by that State Branch. These shall constitute the Federal Executive of The Society which shall have the power to conduct The Society's business.

The President, Vice-President and Secretary-Treasurer shall be elected at every second General Meeting of The Society or at such other time as the Executive shall determine and hold office until the conclusion of the next election. The Councillors appointed by the States shall hold office for the same term and each State Branch shall have appointed its Councillor prior to the General Meeting or conclusion of the term.

- (b) The President, Vice-President or Secretary-Treasurer or a Councillor shall vacate his office:
- (i) If he resigns in writing, or
 - (ii) If he be removed from office by a resolution passed at a General Meeting of The Society convened for the purpose of considering such a motion, whereupon the same meeting shall elect replacement(s).
- (c) The President will not hold that office for more full years consecutively than two, which period shall be the normal term of an Executive. Unless exceptional circumstances occur, the Vice-President shall progress to become the next President, but he shall be duly elected as per Clause 5 (a).
- (d) The Immediate Past President shall be a non-voting member of the Executive ex-officio for a period of one year immediately following his retirement from the office of President, unless he is the Councillor from his State.
- (e) The Executive shall co-opt an additional officer for not more than the latter half, but not less than the last six months, of its expected term. He shall be the nominee of the Vice-President, will be non-voting during this term and will be the Secretary-Treasurer (if elected) for the term of the next Executive.

DUTIES OF THE FEDERAL EXECUTIVE:

6. (a) The Federal Executive shall implement the decisions reached at General Meetings of The Society and in addition it may, on behalf of The Society, take any actions it thinks fit, control and manage the affairs of The Society in accordance with the objects of The Society and the Constitution or By-Laws thereof and shall appoint Committees not provided for and fill vacancies in such Committees. All action taken on behalf of The Society shall be reported to the meetings of the Executive and recorded in the minutes thereof. A report shall be prepared by and on behalf of the Executive and presented to each General Meeting of The Society. The Federal Executive shall meet how, when and where the President shall decide. The quorum

shall consist of four members excluding the Immediate Past President, unless he is a Councillor.

(b) Duties of the President:

The President, or in his absence his nominee approved by the Executive shall preside at all business meetings of The Society, sign minutes of the previous meeting, once adopted, and shall have a second casting vote in case of a tie. He shall keep general oversight over the duties of any Committee appointed as in Clause 6 (a), shall sign official documents requiring his signature, and perform such duties as appertain to his office. The President shall generally superintend the affairs of The Society and regularly acquaint the Vice-President with all business coming to or issuing from the Federal Office.

(c) Duties of the Honorary Secretary-Treasurer:

The Honorary Secretary-Treasurer shall keep in his control all records and other documents relating to The Society including a register of members, and he shall make them accessible as per Clause 13 (d). The Honorary Secretary-Treasurer shall keep the Minutes of all Executive and General Meetings of The Society including the names of officers present, notify officers and members of their election, and take charge of, conduct and retain all copies of Society correspondence. The Honorary Secretary-Treasurer shall receive all money payable to The Society, be custodian of The Society's funds and shall pay all vouchers presented by the President. He shall make a financial report to all meetings of The Society and at the end of each calendar year for submission to The Registrar's Office of the A.C.T. Government. He shall also place a similar audited report before each General Meeting. At the termination of his term of office he shall deliver to his successor all funds and documentation pertaining to the office.

(d) The President, Vice-President or Secretary-Treasurer may be signatories to The Society's accounts except that for a payment in excess of ten percent of The Society's total funds, two such signatories shall endorse the cheque.

(e) Where a member of The Federal Executive or their appointed representative has any direct or indirect pecuniary interest in a matter to which The Society may be a party, that person must disclose the total nature and extent of the interest to the Federal Executive and to the next General Meeting of The Society according to Section 65 of the Act.

CASUAL VACANCIES:

7. A casual vacancy occurring among the officers of The Society, except as in Clause 5 (b) (ii), shall be filled as follows:

(a) If the President resigns, the Vice-President shall have the option of assuming office forthwith or asking the residual Executive to appoint an Acting President for the remainder of the term.

(b) If the Secretary-Treasurer resigns the President has the option of appointing a replacement until the next General Meeting or asking the residual Executive to appoint a replacement.

(c) If the Vice-President resigns, his State Branch may appoint a replacement otherwise the residual Executive shall have the option of appointing an Acting Vice-President or leaving the post vacant.

(d) If a Councillor resigns, the State Branch which appointed him shall appoint a successor.

ELECTION OF MEMBERS:

8. (a) A candidate for membership, including a candidate defined in Clause 4 (c), must be nominated and seconded by two members of The Society. This nomination is to be forwarded to the Federal Executive who may:
- (i) Elect the candidate forthwith, or
 - (ii) Refer the election to the next General Meeting of The Society.
- (b) An Honorary Member or Honorary Life Member must be nominated by a State Branch, or by the Executive and accepted by unanimous vote of the Executive or by a simple majority vote of those present at a General Meeting, where such nomination has been formally included on the agenda.
- (c) Honorary Membership only will extend till the next General Meeting, whereupon eligibility for reinvitation shall be decided.
- (d) An Honorary Life Member may retire by written notice to the Secretary-Treasurer, but otherwise shall not be subject to retirement except by a resolution passed by three-fourths of the members present at a General Meeting of The Society.

GENERAL MEETING:

9. (a) An Annual General Meeting must be held in each calendar year within the period of five months from the end of The Society's previous financial year. The main purpose of this meeting is to receive and consider the statement of accounts and reports required by Section 73 (1) of the Act. Other General Meetings may be held at such other time as the Federal Executive shall determine.

Six weeks notice in writing shall be given to all members. A quorum shall be twenty members, including proxies, with at least three States represented.

- (b) Each member shall be entitled to appoint another member as proxy by written notice given to the Secretary-Treasurer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. The maximum number of proxies that one individual may hold is five.
- (c) The President may at any time and shall at the written request of five percent of members, who have set out with reasonable particularity their purpose, summon a Special General Meeting of The Society. In the latter situation, the meeting shall be announced within one month of receipt of such request. One month's notice shall be given in writing to all members of all such meetings, setting out the nature of the business. The quorum shall be as in Clause 9 (a).
- (d) A minimum Agenda for a General Meeting shall consist of the items:
- Apologies
 - Minutes of the Previous General Meeting
 - Business Arising from the Minutes
 - Federal President's Report
 - Federal Secretary-Treasurer's Report as per Clause 6 (c)

Ratification of any Introduced By-Laws
General Business
Election of Officers and Announcement of new Councillors

- (e) Questions or proposals put before a General Meeting shall be determined by a show of hands unless a poll is demanded by the person presiding or by at least three members.

ASSESSMENTS:

10. (a) (i) The funds of The Society shall be derived from annual subscriptions of the members, donations and such other sources as the Federal Executive determines, subject to Section 114 of the Act. The annual membership fee of The Society is \$60.00, or if any other amount has been determined by resolution of the Federal Executive, that other amount. Retired members shall be required to pay a fee as per Clause 4 (f).
- (ii) The Federal Secretary-Treasurer shall notify members not belonging to State Branches that these dues are payable. Such members shall be classified as Federal Members and encompass those living in geographically remote areas of Australia or overseas. State Branches shall be responsible for subscription payments for their members by a due date that the Federal Executive shall annually determine.
- (b) Honorary Members shall be exempt from payment of dues and assessments.
- (c) (i) The financial year shall end at 31st December of each year.
- (ii) The first year's subscription shall be paid at the time membership is approved and shall cover the residue of the current financial year from the date of election, but in the case of a member elected after the 30th day of June in any year, a reduction equal to half of the annual subscription may be granted by the Executive.
- (d) Members failing to pay their dues within three months from the first of January shall be notified of their default, and their membership automatically forfeited if their dues remain unpaid one month thereafter or if the member dies.
- (e) Notification to a member for the purposes of Sub-Clause (d) above or otherwise, will be deemed to have been issued if such notice is properly addressed and posted according to the then current address on The Society's register.

EXPENSES:

11. With the approval of the Federal Executive, the officers of The Society may be paid out of the funds of The Society such sums of money by way of travelling and other out-of-pocket expenses incurred in connection with the performance of their duties as The Society may from time to time determine, provided always that no expenses shall be allowed in connection with attendance at any meeting which is being held during the period when a Congress is being conducted in the State where the meeting is being held, except if an officer conveys his inability to attend the said Congress or Pre-Congress Meeting. The same criteria shall apply to a major national meeting of The Society.

PUBLICATIONS:

12. A Bulletin or Newsletter or Magazine shall be published regularly in the name of The Society. One or more Editors shall be responsible for the production and The Society shall meet the expenses incurred. The Executive shall appoint or reappoint the Editor(s). All members shall be sent a copy of each publication. The identity of the Editor(s) and of the Federal Executive and of the Principal Officers of the State Branches shall be conspicuous in each issue.

DUTIES AND PRIVILEGES OF MEMBERS:

13. (a) Every member of The Society shall be bound to conform in all respects to the Constitution of The Society, to the Code of Ethics of the Branch of the Australian Dental Association Incorporated to which he shall belong, and to any rules, By-Laws or ethical code pertaining to the practice of Endodontics which The Society may from time to time adopt.
 - (b) Members, in attendance or by proxy as per Clause 9 (d), shall be entitled to vote upon all constitutionally compatible motions brought before a General Meeting of The Society, and shall be eligible to any office in its gift, provided their dues and assessments are fully paid. A member may bring any business before a General Meeting. If notice in writing of it has been given to the Secretary beforehand, notice of the motion will be included in the agenda.
 - (c) All members shall receive the Newsletter when published.
 - (d) The records, books and other documents of The Society shall be open to inspection at the office of the Secretary-Treasurer by a member of The Society at any reasonable hour by prior arrangement and without any charge to that member.
 - (e) Membership and its entitlements are not transferable to another person.

AUDITOR:

14. The Society at all times shall have a duly appointed Auditor. At the first Executive Meeting following a General Meeting the Executive shall elect or reappoint an auditor for the ensuing term on such conditions as it may think fit. The Auditor shall be clearly identified in the Financial Reports required by Clause 6 (c).

RESIGNATION AND TERMINATION OF MEMBERSHIP:

15. (a) Any member may resign on application made in writing to the Secretary.

- (b) Any member resident in Australia shall *ipso facto* cease to be a member of The Society should for any reason he relinquish membership of the Australian Dental Association Incorporated.

- (c) (i) A member shall cease to be a member if a resolution to that effect be recorded by the Federal Executive following a recommendation passed by three-fourths of the members present at a meeting of the State Branch or Local Society of the individual concerned.

- (ii) Any other member shall cease to be a member only by resolution passed by three-fourths of the members present at a General Meeting, where such resolution has been duly notified on the agenda.

- (d) Membership is terminated if dues are not paid as in Clause 10 (d).

- (e) Cessation of membership, and the date thereof, shall be entered by the Secretary in the register.

BY-LAWS:

- 16. (a) The Federal Executive between General Meetings may make alter or repeal By-Laws for the purpose of carrying out all or any of the objects of The Society except with respect to Clauses 1, 2 and 21. Such By-Laws shall have all or any of the powers and authorities of this Constitution. Such decisions shall remain valid until ratified at the next General Meeting. If not so ratified, such By-Laws will lapse.

- (b) By-Laws binding on Members or Branches shall be officially gazetted in the Newsletter.

AMENDMENTS TO CONSTITUTION AND BY-LAWS:

- 17. (a) The Constitution and By-Laws may be altered and amended by a two-thirds majority vote at a General Meeting where notice of changes have been circulated to members at least six weeks before this meeting. Neither the objects of The Society nor its Constitution may be altered except in accordance with the Act.

- (b) Proposals for such change(s) shall be submitted in writing by any member, State Branch or Local Society. Changes may also be initiated by the Federal Executive. In the case of an individual member the proposal(s) shall be seconded by at least TEN (10) other members. In the case of a State Branch or Local Society the proposal(s) shall be seconded by the Federal Councillor or State President of another Branch. Such proposal(s) are to be lodged with the Secretary-Treasurer who shall notify the Executive of the proposal(s) at its next meeting. The Executive shall then determine the manner of notification in the agenda for the next General Meeting.

INDEMNITY:

- 18. Members of the Federal Executive and members of The Society who have been authorised by the Executive and who undertake any duties on behalf of The Society shall be indemnified by The Society against all costs, charges, losses, damages and expenses which they have incurred or shall be put to in the execution of their respective offices or in the carrying out of such duties, or by reason

or on account of any contract, act, deed, matter or thing which shall be made, done, permitted, entered into or executed by them on behalf of The Society, and notwithstanding that the same may be *ultra vires* in point of law and every member of the Federal Executive and every such member of The Society shall be answerable or responsible for his own acts, neglects or defaults only and shall not be answerable or responsible for the acts, neglects or defaults of any other member or of the Federal Executive or of any servant, agent or employee of The Society or one of its State Branches, Local Societies, or Affiliated Groups.

THE SEAL:

19. The Society may adopt an official Seal, for which the Executive shall then provide safe custody. It shall only be used by authority of the Executive or of a Committee of the Executive authorised by the Executive in that behalf, and every instrument to which the Seal is affixed shall be signed by the President and shall be counter-signed by a second member of the Executive or by some other person appointed by the Executive for the purpose.

PUBLIC OFFICER:

20. Appointment of a Public Officer by the Executive will be made in accordance with Sections 9-10 of Associations Incorporation Ordinance 1953-1966.

WINDING UP AND DISSOLUTION:

21. (a) If The Society at a General Meeting, where such motion has been formally notified as being on the agenda, by a resolution supported by at least two-thirds of those present, shall decide that The Society be wound up, then the winding up shall be deemed to be in effect from the date when the resolution to that effect has been duly passed in accordance with the above provisions.
- (b) If after the winding up of The Society, there remains after the satisfaction of all debts and liabilities any money or other property of The Society whatsoever, the same shall not be paid to or distributed amongst the members of The Society, but shall be given or transferred to some other institution or institutions which is itself a non-profit organisation. The members of The Society in General Meeting shall decide the institution or institutions and the method of determination of such distribution.
- (c) The Liability of a member to contribute towards the payment of the debts and liabilities of The Society or the costs and charges of its winding up is limited to the amount, if any, unpaid by the member in respect of membership of The Society as required by Clause 10.

INTERPRETATION:

22. The male shall include the female and the singular the plural unless otherwise specifically provided.