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**AUSTRALIAN  
PROSTHODONTIC  
SOCIETY  
INCORPORATED**

**ACN 178 336 021**

**Incorporated under the  
Associations Incorporation  
Act 1991 (ACT) as amended.**

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**CONSTITUTION**

**and**

**BY-LAWS**

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**December 2010**

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# Australian Prosthodontic Society Incorporated

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# Australian Prosthodontic Society Incorporated

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## CONSTITUTION

### 1. NAME

55 The Association shall be known as the “Australian Prosthodontic Society Incorporated”, hereinafter referred to as the Society or Federal Society.

### 2. OBJECTS

60 The objects of the Society shall be:-

To encourage and maintain the study and clinical advancement of prosthodontics.

65 To support, protect and advance the profession of dentistry insofar as it relates to prosthodontics.

To establish high professional and clinical standards for the practice of prosthodontics.

70 To promote prosthodontics as a formally recognised specialist branch of dentistry as well as an integral part of general dental practice.

75 To seek or grant affiliation with any other body or prosthodontic society upon such terms and conditions as shall best further the objects of the Society PROVIDED THAT any body with which the Society is affiliated shall prohibit the distribution of its income and property to its or their members.

To do such lawful things as are incidental or conducive to the attainment of the above objects.

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### 3. INTERPRETATION

Wherever used in this Constitution the following words and phrases shall have the following meanings except where the context otherwise requires:-

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“Prosthodontics” is the discipline of dentistry concerned with the consequences of congenital absence or acquired loss of oral tissues and with the methods for and assessment whether more good than harm is done by inserting artificial devices made from alloplastic materials.

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“Australian Dental Association” shall mean and include the Australian Dental Association Incorporated and any State or Territory Branch of that Association.

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“General Meeting” shall mean and include any Annual General Meeting of the Federal Society and any Special General Meeting of the Federal Society.

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“Council” shall mean the Council of the Australian Prosthodontic Society Incorporated (The Federal Society).

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‘Executive’ shall mean and include the President, Vice President, Secretary, Treasurer or Secretary/Treasurer and any one of the currently appointed Federal Councillors who is elected to the position by the Council. The Executive may meet and vote in person or by any accepted telephonic or electronic communication means available.

Any reference herein to the masculine gender shall include the feminine gender and vice versa.

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“Practice” of prosthodontics shall be deemed to include the teaching of prosthodontics.

Unless the contrary intention appears – ‘The Act’ means Associations Incorporation Act 1991 (ACT).

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## **4. MEMBERSHIP**

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All Ordinary, Student and Retired members and applicants for Ordinary, Student and Retired membership shall be suitably qualified and members in good standing of the Australian Dental Association Incorporated or, if resident outside Australia, of a recognised national dental association.

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All Ordinary, Student and Retired Members or applicants for Ordinary, Student and Retired Membership of the Society shall be members of the Branch of the Society in the state or territory in which they reside. If there is no such Branch the member or applicant must apply for membership of the nearest suitable Branch.

130

The Federal Society will automatically recognise all bona fide members of a Branch as members of good standing of the Federal Society.

If such member ceases to be a member of their Branch such member shall automatically cease to be a member of the Australian Prosthodontic Society Incorporated and vice versa.

135

All members of the Society shall be bound by this Constitution, the resolutions and By-Laws made hereunder and by all the proper directions of the Council and shall comply with the code of ethics of the Australian Dental Association Incorporated and with all ethical rules or codes of conduct adopted by the Society with respect to the practice of prosthodontics.

### **4.1 Classes of Membership –**

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There shall be the following classes of membership:

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## 4.1.1 Ordinary Membership -

145 May be granted to a dentist who is resident in Australia and who maintains an active interest in the Study of Prosthodontics.

## 4.1.2 Student Membership –

### Post Graduate Students -

150 may be accepted as student members on the recommendation of their sponsoring Branch and according to the conditions laid down by Federal Council from time to time.

### Undergraduate Students -

155 comprise an honorary membership category entitling *ab initio* students to attend Society programs at a fee to be set by the Council from time to time.

## 4.1.3 Retired Membership -

160 May be granted by resolution of the Federal Council to any member who shall have been a member of the Society for no less than ten (10) years and who shall have retired from active practice.

## 4.1.4 Honorary Life Membership -

165 May be awarded by the Society by resolution in General Meeting to any member who shall have rendered long or outstanding service to the Federal Society or its Branches.

## 4.1.5 Honorary Membership -

170 May be awarded by the Society by resolution in General Meeting to any person who is not an Ordinary member of the Society who shall have rendered long or outstanding service in Prosthodontics.

175

## 4.1.6 Corresponding Membership -

May be granted to a suitably qualified dentist residing outside Australia who maintains an active interest in Prosthodontics.

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## 4.2 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the society –

185 is not capable of being transferred or transmitted to another person and terminates upon cessation of the person's membership.

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## 5. RIGHTS AND DUTIES OF MEMBERS

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5.1 Ordinary and post graduate student members shall be entitled to attend all meetings of the Society and vote upon all matters brought before the Society and be eligible for any office in the Society. Ordinary members and post graduate student members shall be entitled to inspect any books or documents of the association by arrangement with the Executive.

195

5.2 Honorary Members, Undergraduate Student Members and Retired Members shall be entitled to attend all meetings of the Society but shall not be entitled to vote or hold office in the Society.

200

5.3 Honorary Life Members shall be entitled to attend all meetings, to vote upon all matters brought before the Society and to hold office on the Council of the Society and shall otherwise retain, during continuance of their membership, all rights and privileges attaching to their previous membership classification.

205

5.4 Corresponding Members shall be entitled to attend meetings of the Society but shall not be entitled to vote or hold office in the Society.

210

5.5 The Council may in its absolute discretion grant leave of absence to any member upon application by such member.

### 5.7 Members' liabilities

215

The liability of a member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society.

220

## 6. ELECTION OF MEMBERS

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6.1 Applications for memberships, excepting Ordinary and Student memberships, shall be made, in the form prescribed by the Council, to the Secretary and shall be required to be recommended either by two or more Ordinary members or by a Branch. The application shall be signed and dated by the applicant and shall contain full particulars of the applicant's professional circumstances and qualifications together with such other information as shall from time to time properly and reasonably be required. The Council shall be at liberty to require such further information of any applicant as it may consider necessary or expedient.

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6.2 Nomination for Retired membership of the Society shall be decided, upon the application of a state branch of the Society, by a simple majority of the Council.

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235 6.3 Nominations for Honorary membership of the Society shall be made to the Federal Secretary and, if approved by a simple majority of the Council, such nominations shall be submitted to a General Meeting of the Society and decided by a simple majority of members present and voting.

240 6.4 The Council may receive nominations for or itself nominate any appropriate person for Honorary Life membership and shall submit such nomination to the next General Meeting of the Society. A simple majority of the votes of members at the General Meeting of the Society shall be sufficient to appoint an Honorary Life member. An  
245 Honorary Life member may resign from membership by giving written notice thereof to the Federal Secretary.  
An appointment of Honorary Life membership shall not be revoked except by the resolution of three-quarters (3/4) of the members present at a General Meeting of the Society.

250 6.5 Application for Corresponding membership shall be made in writing to the Federal Secretary together with a statement in writing, signed by the applicant, setting out such particulars and qualifications for membership as the Council or its Secretary shall properly and reasonably require. Nominations shall be decided by a simple  
255 majority of Council

260 6.6 The Federal Secretary shall notify the appropriate Branch Secretary within fourteen days of the name, address and date of election of any member elected to the Australian Prosthodontic Society Incorporated in accordance with this section in order that such member's particulars may be recorded in the State Register.

## **7 CESSATION AND SUSPENSION OF MEMBERSHIP**

265 7.1 Any member may resign by tendering a written resignation to the Council giving not less than one month's notice but any such resignation shall be without prejudice to the right of the Society to claim and recover from any member the amount of any subscription or assessment or other moneys owing by such member to the Society.

270 7.2 Unless a member has paid the annual subscription and the amount of any levy by the first day of July in each year, his membership shall automatically cease. If such member pays the said annual subscription and the amount of any levy before the first day of October following such cessation of his membership, the Council shall automatically reinstate his membership.

275 7.3 Notwithstanding any other provision of this clause the Council shall have the right at any time or from time to time to suspend the membership of any member whom the Council reasonably suspects to have acted in a grossly unprofessional manner, or is found by a Board to have acted in a grossly unprofessional manner, for any period

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280 which the Council may in its sole and unfettered discretion determine, such  
suspension to operate forthwith on the serving of notice of such suspension on the  
member at the last known address.

285 7.4 A member ceases to be a member of the Society if the member ceases to be a  
member of the Australian Dental Association Incorporated, dies or, in the case of a  
body corporate, is wound up.

## 8 DISCIPLINING OF MEMBERS

290 8.1 Where the Council is of the opinion that a member –

has persistently refused or neglected to comply with a provision of these rules or

295 has persistently and wilfully acted in a manner prejudicial to the interests of the  
Society,

the Council may, by resolution –

300 expel the member from the Society or

suspend the member from such rights and privileges of membership of the Society as  
the executive may determine for a specified period.

305 8.2 A resolution of the Council under sub rule 8.1 is of no effect unless the Council, at a  
meeting held not earlier than 14 days and not later than 28 days after service on the  
member of a notice under sub rule 8.3, confirms the resolution in accordance with  
this rule.

310 8.3 Where the Council passes a resolution under sub rule 8.1, the secretary shall, as soon  
as practicable, cause a notice in writing to be served on the member -

setting out the resolution of the Council and the grounds on which it is based:

315 stating that the member may address the Council at a meeting to be held not earlier  
than 14 days and not later than 28 days after service of the notice:

stating the date, place and time of that meeting or the means by which the meeting is  
intended to be held and

320 informing the member that the member may do either or both of the following:

attend and speak at that meeting;



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325 submit to the Council at or prior to that date of that meeting written representations relating to the resolution.

8.4 Subject to section 50 of the Act, at a meeting of the Council mentioned in sub-rule 8.2, the Council shall –

330 give to the member mentioned in sub rule 8.1 an opportunity to make oral representations.

335 give due consideration to any written representations submitted to the Council by that member at or prior to the meeting; and

by resolution determine whether to confirm or to revoke the resolution of the Council made under sub-rule 8.1.

340 8.5 Where the Council confirms a resolution under sub-rule 8.4, the Federal secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under sub-rule 8.7.

345 8.6 A resolution confirmed by the Council under sub-rule 8.4 does not take effect –

until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

350 where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution in accordance with sub rule 8.4.

## **8.7 Right of appeal of disciplined member**

355 A member may appeal to the society in general meeting against a resolution of the Council which is confirmed under sub-rule 8.4 within 7 days after notice of the resolution is served on the member by lodging with the Federal secretary a notice to that effect.

360 Upon receipt of a notice under this sub rule, the Federal secretary shall notify the Council, which shall convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.

365 Subject to section 50 of the Act, at a general meeting of the Society convened under this sub- rule:

no business other than the question of the appeal shall be transacted;  
the executive and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both, and

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370 the members present shall vote by secret ballot on the question of whether the  
resolution made under sub-rule 8.4 should be confirmed or revoked.  
If the meeting passes a special resolution in favour of the  
confirmation of the resolution made under sub-rule 8.4, that  
resolution is confirmed.

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## 9 COUNCIL

380 9.1 The Council shall consist of a President, a Vice-President, a Secretary and a Treasurer  
(or in lieu of a separate Secretary and Treasurer a Joint Secretary/Treasurer), and one  
Councillor representing each of the Branches. All members of the Council shall be  
ordinary members or Honorary Life members of the Society. Council members  
shall be appointed at a General Meeting of the Society and shall hold Office for a  
385 period not less than 2 years but not exceeding 3 years until the conclusion of the  
next General Meeting at which elections are due to be held. All Officers are eligible  
for re-election.

9.2 The office bearers of the Society shall be:

390

(a) The President

(b) Vice President

(c) Secretary

395

(d) Treasurer or (c) Joint Secretary/Treasurer.

400

9.3 A member is not eligible to simultaneously hold more than one position on Council  
excepting when a member holds the position of Joint Secretary/Treasurer.

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9.4 Nominations for the election of office bearers to the Council shall be made, with the  
consent of the nominee, to the Federal Secretary by two members holding Ordinary  
or Honorary Life memberships. Nominations shall close with the Secretary of the  
Council at 5:00 p.m. on the seventh day immediately preceding that on which notice  
of the General Meeting is required to be posted. If there are no nominations for a  
particular office at the closing date then nominations may be called from the floor at  
the general meeting at which elections are due to be held.

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Nominees for the position of State Councillor properly elected by and with the  
written authority of their Branch shall be automatically appointed to the Council and  
shall represent their Branch in accordance with 9.1. If there is no such nominee for  
any Branch at the closing date then nominations may be called from the floor of the  
meeting at which elections are due to be held and the appointed person will represent  
that Branch in accordance with 9.1 even if the appointee is not a member of the  
Branch.

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## 9.5 Powers of the Council

The Council, subject to the Act, the Regulations, these rules, and to any Resolution passed by the Society in general meeting –

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shall control and manage the affairs of the Society.

may exercise all such functions as may be exercised by the Society other than those functions that are required by these rules to be exercised by the Society in general meeting and

425

has power to perform all such acts and do all such things as appear to be necessary or desirable for the proper management of the affairs of the Society.

430

shall consider and if found appropriate bestow an Award of Merit to any members or non-members of the Society whose contributions to prosthodontics are found to be outstanding.

9.6 A Council member shall vacate his office and membership of the Council if:

435

His membership of the Society ceases, or

Resignation in writing is tendered by the member, or

440

The member is de-registered, found guilty of unprofessional conduct or convicted of a criminal offence or

The member is removed from office by resolution subject to section 50 of the Act and passed by a simple majority at any General Meeting of the Society convened for the purpose of considering inter alia such a resolution or

445

The member's term of office expires by virtue of clause 9.1.

## 450 9.7 Duties of the Council

The Council through the executive shall convene four (4) meetings of Council members in person in each year and more often if determined by the business needs of the Society and convene other meetings to be held by electronic communication as required and shall implement the decisions and resolutions of any general or other meeting of the Society in accordance with its objects, this Constitution and the By-Laws made hereunder.

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## 460 9.8 Delegation by Council to sub-committee

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465 The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Council thinks fit and may include other persons who in the council's opinion may offer special advice or expertise to the sub-committee) the exercise of such of the functions of the Council as are specified in the instrument, other than –

this power of delegation: and

470 a function which is a function imposed on the Council by the Act, by any other law of the Territory, or by resolution of the Society in general meeting.

475 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

480 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.

Notwithstanding any delegation under this rule, the Council may continue to exercise any function delegated.

485 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Council.

The Council may, by instrument in writing, revoke wholly or in part any delegation under this rule.

490 A sub-committee may meet and adjourn as determined by the terms of reference for that committee.

## 9.9 Voting and decisions

495 Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of the votes or members of the Council or sub-committee present at the meeting.

500 Each member present at a meeting of the Council or of a sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

505 Any four (4) members of Council constitute a quorum for the transaction of business of a Meeting of Council. The Council may act notwithstanding any vacancy on the Council.

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510 Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

## 515 **9.10 Council Business Conducted by Post or Electronic Communication**

520 9.10.1 Subject to Clause 9.7 the Council is not obliged solely to convene meetings in person but may also meet together by telephone, conference television or any other form of audio or audio-visual instantaneous communication for the dispatch of notified business, and may adjourn and otherwise regulate business as it thinks fit.

9.10.2 The Council may at any time institute a ballot to be conducted by post or electronic communication with all Federal Councillors on any motion that has been discussed by Council and may set a date for the return of votes.

525 9.10.3 Business transacted under the provisions of Clauses 9.10.1 and 9.10.2 shall be recorded in accord with Clause 9.7 and shall be as valid and immediately effective as if recorded at a meeting of council attended in person by its members.

## 530 **9.11 Records and reports of Council**

A record shall be kept of all meetings of the Council and/or all matters and things done for and on behalf of the Society. The Council shall prepare and present a report of its conduct of the affairs of the Society to each General Meeting of the Society.  
535 The Council shall meet upon request of the President or upon the written request of not less than three members of the Council.

## **9.12 Duties of the President**

540 The President, or in his absence the Vice-President or in the absence of the President and Vice-President then a person elected by those present, shall preside at all meetings of the Council. In meetings of the Council the President, or the Vice-President or the elected presiding officer acting in the President's absence shall, in the event of a tied vote, have a casting vote.

545 The President shall be responsible for the general supervision of any Committees appointed by the Council.

Subject to any resolution of the Council, the President and Secretary of the Society shall be the signatories to all contracts, agreements and authorities other than bills of exchange requiring execution by the Society.

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## **9.13 Duties of the Secretary**

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555 The Secretary shall keep written Minutes of all meetings of the Council and of all General Meetings of the Society, and shall notify Council members of their election to the Council and applicants for membership of the result of their application and shall conduct the correspondence of the Society subject to any direction of the President or the Council and shall keep a record of all correspondence of the Society. The Secretary shall circulate to Council members a copy of Minutes of all meetings signed by the presiding officer.

560 Subject to the Act, the regulations and this constitution the secretary must keep in his or her custody and control all books and other documents relating to the Society. The records books and other documents of the Society must be open to inspection by any member without fee on receipt of reasonable notice.

## 565 **9.14 Duties of the Treasurer**

570 The Treasurer shall receive all moneys paid to the Society and shall collect all moneys which are due and payable to the Society, and shall be custodian of the funds of the Society; and shall pay all moneys owing by the Society and all vouchers presented by Councillors in accordance with clause 13; and shall make an annual report to the Council of the monetary affairs of the Society. Upon termination of the term of office the Treasurer shall deliver to the successor all funds, papers, documents and things belonging to the Society.

575 The President, Vice-President and 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 or AUD \$2,500 (or such other amount as may be specifically required by the society's insurers), whichever is the larger, or the electronic transfer of such funds, two such signatories shall approve the payment in writing.

580 All funds and other moneys of the Society not required as petty cash shall be held in a bank account in the name of the Society or invested or applied for the benefit or purposes of the Society in such other manner as the Council may from time to time determine.

## 585 **9.15 Register of Members**

590 The Council of the Society shall maintain a Register of all members of the Society which shall contain such particulars in respect of each member as the Council shall from time to time determine, and shall include particulars of the name, postal address, qualifications, and the class of membership of each member of the Society, the date on which each member became a member of the Society and the date, if any, on which each member ceased to be a member of the Society. The Register shall be kept by the Secretary of the Society but all members of the Society shall be at liberty to inspect the Register at such time and place as shall be nominated by the Secretary.

## 595 **9.16 Register of Specialist Members**

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600 The Council of the Society shall maintain a Register of all members of the Society who are recognised as specialist prosthodontists by their respective Registration Authorities. The Register shall be kept by the Secretary of the Society, but all members of the Society shall be at liberty to inspect the Register at such time and place as shall be nominated by the Secretary.

## 605 **10 MEETINGS**

### 10.1 General Meetings

610 A General Meeting of the Society may be held in conjunction with each Australian Dental Association Congress or at such other time as the council may determine. The Council shall fix the date of such General Meetings. A quorum for such meetings shall be twenty (20) members providing there are members from at least three state branches voting in person or by proxy.

615 General Meetings including the Annual General Meeting may be held in conjunction with any scientific or general meeting of the Society or its Branches. The Council shall fix the date of such General Meeting.

### 620 **10.2 General Meetings – calling of**

The Council may, whenever it thinks fit, convene a General Meeting of the Society.

625 The Society shall, on the requisition in writing of not less than 10 per cent of the total number of voting members, convene a general meeting of the Society.

A requisition of members for a general meeting –

630 shall state the purpose or purposes of the meeting;

shall be signed by the members making the requisition;

shall be lodged with the secretary: and

635 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

640 If the Council fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date.

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645 A general meeting convened by a member or members referred to in sub rule 11.3.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Council and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable expense so incurred.

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## **10.3 Notice**

655 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

660 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub rule 11.4.1 specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.

665 An Annual General Meeting of the Society shall be convened once in each calendar year and within a period of five (5) months after the expiration of each financial year of the Society subject to the powers of the registrar of incorporated associations under section 120 of the Act in relation to extension of time.

670

## **10.4 Annual General Meeting – calling of and business at**

675 The annual general meeting of the Society shall, subject to the Act, be convened on such date and at such place and time as the Council thinks fit.

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be –

680

to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting:

685 to receive from the Council reports on the activities of the Society during the last preceding financial year:

to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.



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690 An annual general meeting shall be specified as such in the notice convening it in  
accordance with rules 10.2 and 10.4.

An annual general meeting shall be conducted in accordance with the provisions of  
this Part.

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## 10.5 Special General Meetings

700 Special general meetings of the Society shall be convened by the President of the  
Society to take place in the State in which the President resides on the written request  
of ten (10) Ordinary members who shall state in writing the purpose(s) for which the  
meeting is proposed. Not less than twenty eight (28) days written notice shall be  
705 given to all members and such notice of meeting shall describe the nature of business  
proposed to be conducted at such meeting. A quorum for any such meeting shall be  
thirty (30) voting members present in person. The failure of any member to receive  
such notice of meeting shall not affect the validity of any resolution passed at such  
Special General Meeting.

## 10.6 Voting

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At each Annual General Meeting, General Meeting or Special General Meeting each  
voting member shall have one vote only. In the case of an equality of votes the  
person presiding is entitled to exercise a second or casting vote.

715 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. Proxy forms may be lodged electronically  
if the notice of meeting provides for that. The maximum number of proxies that one  
individual may hold, save for the person presiding, is five.

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## 11 STATE and TERRITORY BRANCHES

725 The Council may grant permission for the formation of a State or Territory Branch  
upon the written application of five (5) Ordinary members or Honorary Life  
members resident in that State or Territory. Not more than one Branch shall be  
formed in each State or Territory.

730 The functions of a Branch shall be to further the objects of the Society within its  
State or Territory, to deal with any matter having significance only to that Branch  
and to keep the Council informed of all relevant matters of which it is aware.

No Branch shall act contrary to the policy or purpose of the Society or its Council.

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735 Each Branch may elect at its Annual General Meeting a committee according to its Constitution. The Federal Councillor for the time being for that Branch shall be a member of that committee for the term of the current Federal Council.

740 Each Branch 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 not be inconsistent with the Constitution and By-Laws of the Society.

745 A copy of such Rules and Regulations of any Branch shall be forwarded (together with amendments as they occur) to the Federal Secretary.

750 The Branch Executive may levy an annual subscription upon its members or such other special assessment as it shall consider necessary for the conduct of the Branch. The Branch Treasurer shall notify all members of the amount of any such subscription or assessment and shall collect the same for the Branch together with all moneys owing from time to time by members of the Society to the Society. Upon receipt of all moneys owing to the Society, the Branch Treasurer shall forward the same to the Federal Treasurer who shall give a receipt therefore.

755 Each Branch Secretary shall notify the Federal Secretary within fourteen (14) days of the name, address and date of election of any member elected to that Branch in order that such member's particulars may be recorded in the Federal Register. If any member of a Branch resigns or is expelled from a branch, the Federal Secretary shall be notified within fourteen (14) days.

760 If a member of the Branch is elected by the society to the position of retired member, honorary member or honorary life member the Branch will accept that member's particular status as if it had been conferred by the Branch.

765 The conferring of a particular membership status excepting ordinary and student memberships by a Branch does not automatically entitle the member to claim recognition of the same status by the Society.

### **12 SUBSCRIPTIONS**

770 The Council may determine the amount of the annual subscriptions for Ordinary and Corresponding membership. The Treasurer shall notify the Branches by end of March in each year of the amounts that are payable by members and of the time allowed for payment. The Treasurer shall require Branches to collect from members of those Branches the amount of any such subscription. Subscriptions shall be  
775 received by June 30<sup>th</sup>.

780 The financial year of the Society shall end on the 30<sup>th</sup> day of June in each year. The accounts of the society shall be audited at the conclusion of each financial year and the report of the Auditor shall be submitted to the Council.

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Retired members shall be required to pay a concessional membership subscription which shall be 50 per cent of the annual subscription for Ordinary members.

785 Honorary Life and Honorary members shall be exempt from payment of the annual subscription.

Upon election, a member shall be required to pay a pro rata membership subscription for the balance of the current financial year.

790 The council may raise funds by a levy of the Ordinary members of the Society, providing the total of such levies in any one year shall be no greater than the amount of the annual subscription. If the proposed levies in any one year are to exceed the amount of the annual subscription, a vote shall be conducted by post or at a General Meeting. A two-thirds (2/3) majority of votes cast shall be necessary for the ballot to be successful.

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If at any time two-thirds(2/3) of the Ordinary members and Honorary Life members pass a resolution authorising the Council to borrow money, the Council shall be empowered to borrow such amount of money at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution.

800

## **13 COUNCIL MEMBERS' EXPENSES**

805 Members of the Council shall be entitled to such reimbursement from the funds of the Society for expenses incurred in performing their duties as members of the Council as the Council shall determine.

There shall be no reimbursement of Council Members for attendance at any General Meeting or Council Meeting held in association with an Australian Dental Congress or any other recognised scientific meeting.

810

## **14 AUDITOR**

815 At an Annual General Meeting of the Society an auditor who is not a member shall be appointed to act as Auditor of the Society to hold office upon such terms and conditions as the Society shall determine. If at any time the office of auditor shall become vacant the Council may appoint a replacement to act until the next Annual General Meeting when a new auditor shall be appointed.

820

At least once in each financial year of the Society, the accounts of the Society shall be examined by the auditor who shall certify as to the correctness of the accounts of the Society.

825 In his report, and in certifying to the accounts, the auditor shall state:-

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whether he has obtained the information required by him;

830 whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information at his disposal and the explanation given to him as shown by the books of the Society; and

835 whether the rules relating to the administration of the funds of the Society have been observed.

The auditor

840 must be qualified according to the relevant requirements of the Act.

has right of access to the accounts, books, records, vouchers and documents of the Society.

845 may require from the servants of the Society such information and explanations as may be necessary for the performance of his duties as auditor;

may employ persons to assist in investigating the accounts of the Society; and

850 may, in relation to the accounts of the Society, examine any member of the Council or any servant of the Society.

The Council shall hold an annual general meeting before which the audited annual accounts shall be laid.

855 The auditor shall be required to report annually to the Society. The Council shall publish all audited accounts at each Annual General Meeting.

## 15 CASUAL VACANCIES

860 A casual vacancy occurring among the officers of The Society shall be filled as follows:

865 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.

870 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.

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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.

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If a Councilor resigns, the State Branch which appointed him shall appoint a successor.

## 880 **16 EDUCATION AND RESEARCH FUND**

In pursuance of the Society's objectives, the Australian Prosthodontic Society Education and Research Fund was established in 1988. It is and shall be administered by the Council. Grants will be offered on the recommendations of a committee comprising a chair and three committee members. Vacancies on the committee shall be filled by council appointees. Council may determine the amount of annual contribution to the fund in association of the setting of its budget.

885

The Operation of the Research Fund is governed by the By-Laws appended.

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## **17 BY-LAWS**

The By-Laws of the Society may be altered or added to by resolution passed by three-quarters (3/4) in number of the members of the Council, provided that such alterations or additions are confirmed by a simple majority of the members of the Society voting. Notice of any proposed resolution confirming an alteration or addition to the By-Laws of the Society shall be given not less than fourteen (14) days prior to the date by which confirmation is sought by the Council. The failure of any member to receive such notice of meeting shall not affect the validity of such resolution passed at such General Meeting.

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## **18 AMENDMENTS TO CONSTITUTION**

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At a General Meeting:

This Constitution may from time to time be amended, altered or added to by resolution passed by not less than three-quarters (3/4) of the members of the Society present and voting at a General Meeting of the Society, being a meeting in respect of which notice of the proposed amendment, alteration or addition is set out and sent to all members of the Society no less than twenty one (21) days prior to the proposed date of the meeting. The failure of any member to receive such notice of meeting shall not affect the validity of any resolution passed at such General Meeting.

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By Electronic or Postal Vote:

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920 All amendments and additions to the constitution and By-Laws may be made by  
postal vote in lieu of a General Meeting. The Council shall send by post or  
925 electronic mail a notice containing all of the proposed amendments or additions to  
the Constitution to all Ordinary and Honorary Life members of the Society together  
with a statement that the poll will close on the twenty first (21<sup>st</sup>) day after the date of  
the notice. The Council shall count all votes received by the Society at the end of the  
twenty first (21<sup>st</sup>) day after the notice. A resolution which is supported by three-  
quarters (3/4) of the number of votes received within the time allowed shall be  
deemed to be passed provided that not less than thirty (30) votes in aggregate have  
been received. If passed, the Constitution shall be deemed to be amended upon the  
twenty first (21<sup>st</sup>) day after the date of the notice requesting members to vote.

930

## 19 INDEMNITY

935 Every member, servant or agent of the Society shall be indemnified out of the funds  
of the Society against all costs, charges, losses damages and expense arising from  
any liability incurred by him in the proper execution of his duty, or upon the  
performing, bona fide, by him of any act or the making, bona fide, by him of any  
omission performed or made with the authority of the Society or its Council,  
notwithstanding that such act or omission may, otherwise, be *ultra vires*.

940 No member of the Council or of any other Committee of the Society shall be liable  
for the acts, receipts neglect or defaults of any other member of the Council, or of  
any other Committee of the Society.

945

## 20 INCOME AND PROPERTY

950 The income and property of the Society, however derived, shall be applied solely  
towards the promotion of the objects and purposes of the Society and no portion  
thereof shall be paid or transferred directly or indirectly by dividend, bonus or  
otherwise to any member of the Society.

The Society shall not:-

955 Employ a person who is a member of the Council in any position in the Society,  
to the holder of which there is payable any remuneration by way of salary, fees or  
allowances, or

960 pay to any such member of the Council any remuneration or other benefit in  
money or money's worth (other than the repayment of out-of-pocket expenses  
properly incurred in the performance of his duties).

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965 Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Society of:-

remuneration in return for services actually rendered to the Society by the servant or member or for goods supplied to the Society by the servant or member in the ordinary course of business; or

970

Interest at current bank overdraft rate on money lent.

## 975 **21 THE SEAL**

The Seal of the Society shall be in the form of a rubber stamp or sticker inscribed with the name of the Society encircling the words "Common Seal".

980 The Seal of the Society shall not be affixed to any instrument except by the authority of the Council and the affixing thereof shall be attested by the signatures of the President and the Secretary and that attestation is sufficient for all purposes that the Seal was affixed by authority of the Council.

985 The Seal shall remain in the custody of the Secretary of the Society.

## **22 PUBLIC OFFICER**

990 The Council shall appoint a person to be Public Officer of the Society who is resident in the Australian Capital Territory for the purposes of the Associations Incorporation Act. If at any time the office of the Public Officer shall become vacant, the Council shall appoint a person to fill that vacancy.

995

## **23 DISSOLUTION**

1000 If at any time the Society in General Meeting shall resolve by a majority of not less than two-thirds (2/3) of the total number of members of the Society present and entitled to vote that the Society be dissolved, the following steps shall be taken.

The dissolution shall be deemed to have commenced from the date when such resolution has been passed.

1005 If after dissolution of the Society there remains after the satisfaction of all debts and liabilities any moneys or other property of the Society whatsoever the same shall not be distributed to or amongst any members of the Society but the members of the Society in General Meeting shall resolve by a simple majority to give or transfer such funds to some other Society having objects similar to those of the Society which

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1010 shall prohibit the distribution of its income and property amongst its members, or to  
some other fund, authority or institution meeting the requirements of paragraph 78  
(1) (a) of the Income Tax Assessment Act.

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## **B Y – L A W S**

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### **1. THE AUSTRALIAN PROSTHODONTIC SOCIETY INCORPORATED EDUCATION AND RESEARCH FUND**

1025 The Council will determine the annual contribution to the fund in association with the  
setting of its budget.

1030 The Council will advertise to members of the Society, graduate students working in  
research and career academics the availability of grants for a period of three (3)  
months before applications are to close. Application forms with specific guidelines are  
available from the Federal Secretary

1035 Applications for research funding will be addressed to the Federal Secretary. They will  
then be forwarded to the education and research committee for consideration and  
appropriate action

1040 On consideration of the applications received the committee will recommend the  
successful applications to Council for approval. Council may approve, amend or reject  
the applications as it thinks fit. Applicants will be notified in writing of the result of  
their application.

### **2. PUBLICATIONS**

1045 The Council may from time to time issue a newsletter or other publication to keep  
members informed of current events and scientific developments. Copies shall be sent  
by post or electronic mail to all members of the Society.