
CONSTITUTION

AUSTRALIAN SOCIETY OF ORTHODONTISTS

INCORPORATED

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CONSTITUTION OF AUSTRALIAN SOCIETY OF ORTHODONTISTS INCORPORATED

LAST AMENDED: 11/04/06 (changes to By-Laws approved by Federal Council 27/11/05)

PREFACE

This Constitution regulates the activities of the Australian Society of Orthodontists Incorporated (the "Society") and the conduct of its members.

The Society is incorporated under the Associations Incorporations Act 1991 (ACT).

Where this Constitution

- (a) fails to provide for any matter, and where
 - (b) the Act or the Model Rules provided under the Act make provision for such a matter,
- then the provisions of the Act or the Model Rules apply in relation to that matter only and are deemed to be included in this Constitution.

This preface forms part of the Constitution.

PART 1 - PRELIMINARY

1. DEFINITIONS

In this Constitution:

Act means the Associations Incorporations Act 1991 (ACT).

Annual General Meeting means a meeting of members of the Society held pursuant to Article 25.

Annual Membership Fee means that annual fee recommended by Council, and approved by the Members to vote under this Constitution in General Meeting or at the Annual General Meeting, being an annual fee payable by the members in relation to each category of membership and excludes a Membership Subscription Fee, Subscription or a Levy.

Approved Orthodontic Course means a course approved by Council comprising two or more full-time academic years of advanced education leading to a higher qualification in orthodontics and includes any additional requirements relating to post-graduation experience and minimum periods of exclusive practice in orthodontics imposed by Council as conditions of its approval.

Approved Overseas Organisation means a comparable overseas orthodontic society approved by the Membership Advisory Sub-Committee and Council.

Article means these articles, being the articles of the Society.

Australian Dental Association Inc means the Australian Dental Association, Inc.

By-Law means the By Law annexed to this Constitution as varied from time to time pursuant to Rule 42.1.

Congress means the Congress of members organised by the Society pursuant to Rule 35.

Congress General Meeting means the General Meeting of members convened in conjunction with a Congress.

Code of Ethics means the Code contained in By Law 1 as varied from time to time.

Council means the Council of the Australian Society of Orthodontists Inc, being the managing committee of the Society elected from time to time pursuant to the Act and this Constitution.

Council Member means each of the members of the Council of the Society elected or appointed in accordance with this Constitution.

Executive means the executive of the Society in accordance with Rule 14.2.

Financial Year means the year commencing on 1 July in each year and ceasing on 30 June the following year.

Foundation means Australian Society of Orthodontists Inc Foundation for Research and Education.

Foundation General Meeting means the General Meeting of members convened in conjunction with a meeting conducted by the Australian Society of Orthodontists Inc Foundation for Research and Education.

Full Member means a Member holding Full Membership.

Full Membership means a Membership granted pursuant to Articles 4, 5 and 6.

General Meeting means a meeting of members of the Society commenced pursuant to Rules 26.2 or 26.3.

Honorary Life Member means a Member holding Honorary Life Membership.

Honorary Life Membership means a Membership granted pursuant to Articles 7.

Honorary Member means a Member holding Honorary Membership.

Honorary Membership means a Membership granted pursuant to Articles 7.

Journal means the Australian Orthodontic Journal published by the Society.

Levy means any contribution or any series of contributions recommended by Council and approved by a Special Resolution of Members in General Meeting or at the Annual General Meeting, being a contribution or a series of contributions payable by the Members to fund a special project excluding the Annual Membership Fee or a Subscription.

Member means a person, body or organisation that is, under this Constitution, a member of the Society and includes an Full Member, Honorary Member, Honorary Life Member, Overseas Member, Semi-Retired Member or Student Member.

Membership Subscription Fee means the fee recommended by the Council and approved by the Members in General Meeting or at the Annual General Meeting being a fee payable by a Member upon acceptance of his or her application for membership to the NSW Branch and excludes the Annual Membership Fee, Subscription or a Levy.

Notice of Meeting means the notice which is to be sent to Members in relation to a proposed General Meeting and which specifies the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Objects means the objects of the Society stated in Article 2 and such additional or varied objects declared in accordance with this Constitution.

Ordinary Resolution means a resolution passed by a bare majority of members present.

Permanent Resident of Australia means a person whose continued presence in Australia is not subject to any limitation as to time imposed by law.

Principal Practice Location means the location of the practice at which the member maintains the greatest physical presence per year while involved in provision of orthodontic services, or the teaching thereof.

Registered Dentist means a person who is registered to practice dentistry under the law of the jurisdiction within Australia in which the person practices.

Registered Orthodontist means a person whose name has been registered or permitted to use the title by a Dental Board in Australia.

Retired Member means a Member holding Retired Membership.

Retired Membership means a Membership granted pursuant to Articles 4, 5 and 6.

Semi-Retired Member means a Member holding Semi-Retired Membership.

Semi-Retired Membership means a Membership granted pursuant to Articles 4, 5 and 6.

Student Member means a Member holding Student Membership.

Student Membership means a Membership granted pursuant to Articles 4, 5 and 6.

Special Resolution means a resolution passed pursuant to Section 70 of the Act namely:

- (i) a resolution passed in accordance with a General Meeting of the Society being a meeting of which at least 21 days notice, accompanied by a notice of intention to propose the resolution as a special resolution, has been given to members; and
- (ii) it is a resolution passed by at least three-quarters of the votes of those members of the Society who, being entitled to vote, vote in person or vote by proxy at the meeting.

State Branch means an association recognised by the Society under 17.1.

Subscription means any annual fee recommended by the Council and approved by a General Meeting of Members entitled to vote under this Constitution, being an annual fee of an administrative or operational nature payable by the Members but excluding the Membership Subscription Fee, Annual Membership Fee and a Levy.

Surplus Property a reference to Surplus Property is a reference to that property of the Society remaining after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of the winding up of the Society.

Other words or terms not defined are to be given that meaning in the Act and the Model Rules provided by the Act. References to the numbers 1 to 42 are references to the clause numbers in this constitution.

2. OBJECTS

The Objects of the Society are:

- (a) To encourage and maintain the study and clinical advancement of orthodontics;
- (b) To promote and maintain high ethical and professional standards among orthodontists for the benefit of the dental health of the nation;

- (c) To support, protect and advance the character and interest of orthodontics generally and of the profession of dentistry insofar as it relates to orthodontics;
- (d) To pursue and advance the recognition and acceptance of the practice of orthodontics as a specialist branch of dentistry and to promote its formal recognition as such and to establish high professional and clinical standards for the specialist practice of orthodontics;
- (e) To provide guidance to members regarding their activities, duties and conduct in relation to the practice of orthodontics and the practice of dentistry in the field of orthodontics;
- (f) To maintain or grant affiliation with any body or association upon such terms and conditions as shall best further the Objects of the Society;
- (g) To keep the State Branches informed of all relevant and significant orthodontic issues of which the Society is or becomes aware; and
- (h) To do all such other lawful things as are incidental or conducive to the attainment of the above Objects.
- (i) To facilitate the voluntary provision, by members, of pro bono orthodontic services to those in great need of such services and whose financial circumstances would otherwise preclude or greatly delay availability of orthodontic treatment from other sources.

3. POWERS

The Society has the rights, powers and the privileges of a natural person and without limitation the Society can:

- (a) establish trusts and act as a trustee including, without limitation, acting as Trustee of the Australian Society of Orthodontists Inc Foundation for Research and Education Trust;
- (b) organise the Congress and educational seminars and conferences;
- (c) publish journals and newsletters;
- (d) promote professional & public education;
- (e) give awards for excellence; and
- (f) establish a professional indemnity insurance fund.

PART 2 - MEMBERSHIP

4. MEMBERSHIP QUALIFICATION

A person is qualified to become a member of the Society if:

- (a) the person is proposed as or is a member of the State Branch representing members in the location in which the person's principal practice is located or where the person is resident if not practising; and
- (b) the person is a member of an approved professional association for dentists, unless that person is proposed as a Retired or Honorary Member.

5. MEMBERSHIP CATEGORIES

5.1. Full Membership

A person may be a Full Member if that person:-

- (a) is a **Registered Orthodontist**; and
- (b) is a **Permanent Resident of Australia**; and
- (c) has successfully completed an **Approved Orthodontic Course**; and
- (d) all applicants must produce a certificate of good standing from the Dental Board with whom the applicant is registered as a dentist or specialist.

5.2. Semi-Retired Membership

A person may be a Semi-Retired Member if that person:-

- (a) is a **Registered Orthodontist**; and
- (b) is a **Permanent Resident of Australia**; and
- (c) has successfully completed an **Approved Orthodontic Course**; and
- (d) all applicants must produce a certificate of good standing from the Dental Board with whom the applicant is registered as a dentist or specialist; and
- (e) practices orthodontics for two days per week on average or its equivalent and/or is engaged in the teaching of orthodontics for a half day per week or its equivalent or less; and
- (f) Has reached the age of 55 years or more or has been a full member for 25 years in total or more.

5.3. Overseas Membership

A person may be an Overseas Member if that person:

- (a) is an orthodontist, and is registered as such in the country in which their **Principal Practice Location** exists and
- (b) has successfully completed an **Approved Orthodontic Course**; and
- (c) has provided a certificate of good standing from a legal controlling body for dentists in the country of their **Principal Practice Location**, also indicating their status as an orthodontist; and
- (d) has their **Principal Practice Location** outside of Australia.

5.4. Student Membership

A person may be a Student Member if the person is enrolled in full time study of an Approved Orthodontic Course.

5.5. Honorary Life Membership

A person may become an Honorary Life Member of the Society in recognition of long or outstanding service to the Society by a resolution of members.

5.6. Honorary Membership

A person may become an Honorary Member of the Society in recognition of long or outstanding service to orthodontics by a resolution of members.

5.7. Retired Membership

A Full Member can elect to become a Retired Member provided the Council is satisfied the member has permanently retired from orthodontic practice.

6. MEMBERSHIP APPLICATIONS AND ELECTIONS

6.1. Applications

All applications for membership other than Overseas Membership must be:

- (a) in writing in the form required by the Society;
- (b) signed by the proposer and seconder, both of whom shall be Full Members of the same State Branch;
- (c) containing full particulars of the applicant's professional circumstances and qualifications together with such other information as shall from time to time be required;
- (d) specifying the category of membership sought;
- (e) accompanied by the membership subscription fee; and
- (f) signed by the Secretary of the State Branch representing members in the location in which the applicant's principal practice is located or where the applicant is resident if the applicant is not practising [Refer duties of State Branch Secretary 17.4(d)].

Applications for Overseas Membership shall be made in writing to the Secretary of the Society together with a statement in writing signed by the applicant setting out such particulars and qualifications for membership as the Society or its Secretary shall require.

6.2. Processing Membership Applications

On receiving an application for membership the Secretary will refer the matter to the Membership Advisory Committee for review.

6.3. Determination of Membership

- (a) Full Members
Upon consideration of all information from the State Branch and the Membership Advisory Committee the Council may approve a membership. Full

Members shall be approved by a three quarter majority of the members of Council.

- (b) Semi-Retired, Overseas, Student and Retired Members
The approval of applicants for Semi-Retired Membership, Overseas Membership, Student Membership and Retired Membership shall be decided by a simple majority of Council.

6.4. Notification of Appointment

When a membership is approved, the Secretary will, as soon as practicable after approval, notify the applicant and the relevant State Branch and enter the applicant's name as a member in the register of members.

7. NOMINATION AND APPROVAL FOR HONORARY LIFE MEMBERSHIP AND HONORARY MEMBERSHIP

7.1. Honorary Life Membership

The Council may nominate any appropriate person for Honorary Life Membership and shall submit such nomination to the next General Meeting of the Society for appointment. In making its decision the Council will consider whether the nominee has appropriate credentials for such membership and can require particulars of the nominee's professional history. 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 Honorary Life Member may resign from membership by giving written notice thereof to the Secretary of the Society. An appointment of Honorary Life Membership shall not be revoked except by the resolution of three-quarters of the members present at a duly convened General Meeting of the Society.

7.2. Honorary Membership

Nomination for Honorary Membership of the Society shall be made by any State Branch and if accepted by-Council shall be submitted to a General Meeting of the Society-for appointment. Honorary Members of the Society shall be eligible for re-appointment at the cessation of their membership [Refer 11.7].

7.3. Notification of Acceptance of Nomination

When an Honorary Life Member or Honorary Member is appointed the Secretary will notify the successful nominee and will enter the nominee's name in the register of members.

8. REGISTER OF MEMBERS

8.1. Maintenance of Register

The Secretary will maintain a register of members specifying the name and address of each member, the date the member joined the Society, his or her qualifications and category of membership.

8.2. Location of Register

The register of members will be kept at the Society's registered office and members can inspect the register of members during office hours without charge.

9. DUTIES OF MEMBERS

9.1. Common Duties and Obligations

Members shall be bound by and comply with:

- (a) this Constitution and By Laws including the Code of Ethics of the Society;
- (b) the Constitution and Code of Ethics of the Australian Dental Association Inc; and
- (c) the Policy Statements of the Society.

10. RIGHTS OF MEMBERS

10.1. Full and Semi-Retired Members' Rights and Entitlements

Full and Semi-Retired Members can:

- (a) attend Annual General Meetings and General Meetings;
- (b) vote upon any resolution before the Annual General Meeting or any General Meeting; and
- (c) stand for any office.

10.2. Overseas Members Rights and Entitlements:

Overseas Members can attend Annual General Meetings and General Meetings

10.3. Overseas Members Prohibitions:

An Overseas Member cannot:

- (a) vote upon any resolution before an Annual General Meeting or General Meeting;
- (b) stand for Council or Appeal Committee.

10.4. Student Members' Rights and Entitlements

A Student Member can:

- (a) attend Annual General Meetings and General Meetings;
- (b) take part in all discussions at such meetings;
- (c) contribute scientific, clinical or other relevant information to such meetings;

- (d) stand for election for standing committees with the exception of the Appeal Committee.

10.5. Student Members' Prohibitions

A Student Member cannot:

- (a) vote upon any resolution before an Annual General Meeting or General Meeting;
- (b) stand for Council or Appeal Committee.

10.6. Honorary Life Members' Rights and Entitlements

An Honorary Life Member will have the same rights and entitlements, including the right to hold an office of the Society, as are attached to the category of membership he/she held before his/her election to Honorary Life Membership.

10.7. Honorary Members' Rights and Entitlements

An Honorary Member can:

- (a) attend Annual General Meetings and General Meetings;
- (b) take part in all discussions at such meetings; and
- (c) contribute scientific, clinical or other relevant information to such meetings.

10.8. Honorary Members' Prohibitions

An Honorary Member cannot:

- (a) vote at any meeting of the Society; or
- (b) hold any office of the Society.

10.9. Retired Members Rights and Entitlements

Retired Members have all rights and privileges attaching to their former category of membership.

10.10. Loss of Rights and Entitlements

- (a) Full Member;
 - (b) Semi-Retired Member;
 - (c) Overseas Member;
 - (d) Student Member; or
 - (e) Retired Member,
- cannot exercise the rights of Membership, or stand for office while:
- (i) suspended; or
 - (ii) owing any financial obligation to the Society.

11. CESSATION OF MEMBERSHIP

11.1. Full Membership

A person ceases to be a Full Member if the person:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns [Refer 12];
- (d) fails to pay the annual membership fee by 31 January of the year to which that fee applies (or by such other date advised by the Council pursuant to 20.2);
- (e) fails to pay any fee within the time allowed for payment [Refer 20.3];
- (f) ceases to be a member of an approved professional association of dentists;
- (g) ceases to be a **Registered Orthodontist**;
- (h) in the Council's opinion ceases to exclusively practise orthodontics;
- (i) is absent from practice for a period exceeding 2 years without permission of the State Branch representing members in the location in which the member's practice is principally situated; or
- (j) ceases to be a member of the State Branch representing members in the location in which the member's practice is principally situated.
- (k) is expelled from the Federal Body.

11.2. Semi-Retired Membership

A person ceases to be a Semi-Retired Member if the person:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns [Refer 12];
- (d) fails to pay the annual membership fee by 31 January of the year to which that fee applies (or by such other date advised by the Council pursuant to 20.2);
- (e) fails to pay any fee within the time allowed for payment [Refer 20.3];
- (f) ceases to be a member of an approved professional association of dentists;
- (g) ceases to be a **Registered Orthodontist**;
- (h) is absent from practice for a period exceeding 2 years without permission of the State Branch representing members in the location in which the member's practice is principally situated; or
- (i) ceases to be a member of the State Branch representing members in the location in which the member's practice is principally situated.
- (j) is expelled from the Federal Body.

11.3. Overseas Membership

A person ceases to be an Overseas Member if the person:

- (a) dies;
- (b) becomes of unsound mind;

- (c) resigns [Refer 12];
- (d) fails to pay the annual membership fee by 31 January of the year to which that fee applies (or other date determined by the Council pursuant to 20.2); or
- (e) fails to pay any fee within the time allowed for payment [Refer Rule 20.3];
- (f) ceases to be a member of an approved professional association of dentists;
- (g) ceases to be an orthodontist registered in the country of their **Principal Practice Location**;
- (h) in the Council's opinion ceases to exclusively practice orthodontics;
- (i) is absent from practice for a period exceeding 2 years without the permission of the Council.
- (j) is expelled from the Federal Body.

11.4. Student Membership

A person ceases to be a member in the category of Student Member if the person:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns [Refer 12];
- (d) fails to pay the annual membership fee by 31 January of the year to which that fee applies (or other date determined by the Council pursuant to 20.2); or
- (e) fails to pay any fee within the time allowed for payment [Refer Rule 20.3];
- (f) ceases to be a member of an approved professional association of dentists;
- (g) ceases to be a Registered Dentist; or
- (h) ceases to be a member of the State Branch representing members in the location in which the member's practice is principally situated.
- (i) is expelled from the Federal Body.

11.5. Retired Membership

A person ceases to be a Retired Member if the person:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns [Refer 12];
- (d) fails to pay the annual membership fee by 31 January of the year to which that fee applies (or by other date advised by the Council pursuant to 20.2);
- (e) fails to pay any fee within the time allowed for payment [Refer 20.3];
- (f) is expelled from the Federal Body.

11.6. Honorary Life Membership

A person ceases to be an Honorary Life Member if the person:

- (a) dies;
- (b) becomes of unsound mind;
- (c) resigns [Refer 12];

- (d) if the appointment is revoked by a Special Resolution of members [Refer 7.1].
- (e) is expelled from the Federal Body.

11.7. Honorary Membership

A person ceases to be an Honorary Member:

- (a) if the person dies;
- (b) if the person becomes of unsound mind; or
- (c) upon the occurrence of the next Congress (or any successor of such congress) following the appointment (Honorary Members of the Society are eligible for reappointment after the cessation of their memberships) [Refer 7.2].
- (d) resigns;
- (e) is expelled from the Federal Body.

12. RESIGNATION OF MEMBERSHIP

Any member may resign by tendering his/her written resignation to the Council 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 of any monies owing by such member to the Society.

13. DISCIPLINE OF MEMBERS

13.1. Motion for Expulsion

Where the Council receives a written complaint that a member has, or Council is of the opinion that a member has:

- (a) persistently refused or neglected to comply with these Rules or the By Laws; or
- (b) persistently or wilfully acted in a manner prejudicial to the interests of the Society,

the Council may propose a motion that the member be suspended or expelled.

13.2. Submission of Motion for Expulsion

A proposed motion for expulsion or suspension of a member must be in writing and signed by 2 Council members. The proposed motion must:

- (a) name the member affected (the "Relevant Member");
- (b) specify the ground relied on for expulsion or suspension; and
- (c) give particulars of the facts supporting the grounds relied on for expulsion or suspension.

13.3. Notice to Relevant Member

The Secretary will, as soon as practicable notify the Relevant Member of the proposed motion and give the Relevant Member a copy of the motion and where applicable the complaint to the Council.

The notice must:

- (a) invite the Relevant Member to address the Council at a Council Meeting to be held not earlier than 14 days and not later than 28 days after the date of the notice;
- (b) state the date, place and time of the Council meeting;
- (c) inform the Relevant Member that the Relevant Member can
 - (i) attend and address the Council Meeting on the motion;
 - (ii) submit at or before the meeting a written response to the motion and complaint;
 - (iii) question any person giving evidence in support of the motion; and
 - (iv) present evidence rebutting the evidence in support of the motion.

13.4. Submissions

At a meeting of Council held pursuant to 13.3, Council will:

- (a) give to the Relevant Member an opportunity to make oral submissions;
- (b) consider any written submissions made by the Relevant Member; and
- (c) in its discretion adjourn the meeting to permit further submissions or to consider its resolution.

13.5. Resolution

After consideration of the issues and submissions presented to it the Council may by resolution:

- (i) reject the motion; or
- (ii) caution the Relevant Member; or
- (iii) suspend the Relevant Member's membership for a period; or
- (iv) expel the Relevant Member.

13.6. Notice of Council Resolution

The Council will notify the Relevant Member and the State Branch of which the member is a member of its resolution.

13.7. Appeal

The Relevant Member may appeal to the Society in General Meeting against a resolution of the Council made under 13.5 within 7 days after notice of the resolution is served on the Relevant Member by lodging with the Secretary a notice to that effect ("an appeal notice").

13.8. Notification of Council

Upon receipt of an appeal notice the Secretary will notify the Council which will convene a General Meeting of the Society within 45 days after the date on which the Secretary received the appeal notice or as soon as possible after that date.

13.9. General Meeting - Appeal

Subject to Section 50 of the Act at a General Meeting of the Society convened under 13.8:

- (a) no business other than the question of the appeal shall be considered;
- (b) the Council and the Relevant Member shall be given the opportunity to make representations in relation to the appeal orally or in writing or both;
- (c) the members present shall vote by secret ballot on the question of whether the resolution of the Council should be confirmed or revoked; and
- (d) if the meeting passes a resolution in favour of confirmation of the resolution of Council that resolution is confirmed and final.

PART 3 - COUNCIL

14. POWERS OF COUNCIL

14.1. Functions of Council

Subject to:

- (a) the Act and the Regulations;
- (b) this Constitution; and
- (c) any resolution passed by the members, the Council will:
 - (i) control and manage the business of the Society;
 - (ii) exercise the functions of the Society other than those reserved to the members in a General Meeting;
 - (iii) implement members' resolutions;
 - (iv) constitute Committees of members and delegate such powers to those Committees as the Council thinks fit; and
 - (v) perform all acts the Council considers necessary or desirable for the proper management of the affairs of the Society and the promotion of its objects.

14.2. Composition of Council

The Council will comprise:

- (a) a President;
- (b) a Treasurer;
- (c) a Secretary;

who together will form the Executive, and who will be members of the State Branch hosting the next Congress and:

- (d) a Vice President;
- (e) a Treasurer Elect;
- (f) a Secretary elect;

all of whom will be members of the State Branch hosting the Congress scheduled after the next scheduled Congress and who will except in exceptional circumstances be respectively the President, the Treasurer and the Secretary in the next succeeding Council;

- (g) one Councillor from each other State Branch not otherwise represented.

14.3. Election of Council Members

All members of Council shall be Full Members or Honorary Life Members of the Society. Council members shall be elected at each Congress General Meeting unless appointed under 14.7 to fill a casual vacancy.

14.4. Term of Office

Council members shall hold office until the conclusion of the next Congress General Meeting. The immediate past President of the Society shall not be eligible to hold office in the newly elected Council.

14.5. Public Officer

The Council will appoint a member as the Public Officer of the Society.

14.6. Casual Vacancy

A Council member's office will become vacant if:

- (a) the member resigns, dies or becomes of unsound mind;
- (b) the member ceases to be a member of the Society; or
- (c) the member is removed by a resolution of the members.

14.7. Casual Vacancy in Council

If a casual vacancy occurs in the Council, the Council may appoint another Full Member to fill the vacancy and the member so appointed will hold office, subject to this Constitution, until the conclusion of the Congress General Meeting following the appointment.

14.8. Alternates

A Council member other than the President who is unable to attend a Council meeting may nominate an alternate to attend a Council meeting in the member's place. The alternate must be a Full Member and shall have power to exercise the vote of the absent member.

14.9. Invitation to Attend Council Meetings

The Council may invite members to attend Council meetings. Invitees will have no voting rights. The Council may withdraw such an invitation in its absolute discretion.

15. DUTIES OF COUNCIL MEMBERS

15.1. President

The President will:

- (a) preside at meetings of Council;
- (b) have a casting vote in the event of an equality of votes;
- (c) preside at General Meetings; and
- (d) represent the Society in its activities and functions.

15.2. Vice President

The Vice President will undertake the duties of the President in his or her absence.

15.3. Secretary

The duties of the Secretary include:

- (a) keeping a record of the names of all members present at a Council meeting or at a General Meeting;
- (b) keeping minutes of all proceedings at Council and General Meetings;
- (c) such other matters as may be determined by the Council from time to time; and
- (d) performing the functions required by this Constitution.

15.4. Treasurer

The Treasurer is responsible for all financial matters of the Society including:

- (a) collection of moneys;
- (b) keeping proper books of account of the financial affairs of the Society (including details of all receipts and expenditure);
- (c) preparing the annual financial accounts of the Society;
- (d) submitting the annual financial accounts to the Council;
- (e) reporting to the members; and

- (f) carrying out such other duties as may be determined by the Council from time to time.

15.5. Other Members of Council

The other Council members will:

- (a) assist the Executive in the execution of their duties; and
- (b) carry out any other duties as may be determined by the Council from time to time.

15.6. Council Members' Expenses

Council members' reasonable travelling and other reasonable expenses properly incurred in the performance of their duties will be reimbursed by the Society. There shall be no reimbursement of expenses of Council members for attendance at any General Meeting or Council meeting held during the continuance of an Australian Orthodontic Congress, or meeting of the Foundation.

15.7. Notice of Meeting

The Secretary will give Council members at least 28 days notice of a Council Meeting unless the Council members unanimously agree to a shorter notice period.

15.8. Forum

Council meetings will normally be held at the same venue as a Congress or Foundation meeting or in the city where the Executive is located or by teleconference. If one or more of the Council members is absent from the place appointed for the meeting but through a link established by means of:

- (a) telephone;
- (b) audio;
- (c) audio-visual; or
- (d) other system,

the absent member can hear and be heard by other absent members (if more than one) and also by Council members in attendance at the appointed place then, for the purpose of every provision of this Constitution concerning meetings of the Council, the Council will be taken to be assembled together at a meeting held at that place and all proceedings of the Council conducted with the aid of the link shall be as valid and effectual as if conducted at a meeting at which all of them were present.

15.9. Quorum

The number of Council members required to form a quorum is 6.

Where a quorum of Council members is not present at a meeting within 30 minutes of the scheduled commencement time the Council meeting will be adjourned to another time.

15.10. Voting

Unless this Constitution specifies otherwise, the decisions of the Council will be decided by a majority vote of members present. Each member will have 1 vote but the President will have a casting vote in the event of an equalling of votes.

15.11. Power to Act where Vacancy

The Council may continue to act despite a vacancy.

15.12. Validity of Council Decisions

An act or decision of Council will be valid despite a defect that may be afterwards discovered in the appointment of a Council member.

16. INDEMNITY

16.1. Indemnity of Council Members Etc

Every member of Council and committee member (past and present) will be indemnified out of the funds of the Society against:

- (a) any liability for any acts or omissions, by the member or other Council members; and
- (b) all other liabilities and losses,

resulting from the Council member undertaking and executing his duties

- (i) honestly and in good faith; and
- (ii) in a manner which is not improper or does not give the member a financial advantage or financial benefit not previously disclosed and authorised by the Council.

16.2. Limit of Indemnity

16.1 does not operate to remove the liability of a Council member or Committee member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of winding up the Society under the Act.

16.3. Ultra Vires

This indemnity in 16.1 is a continuing indemnity notwithstanding that any event indemnified may be ultra vires.

16.4. Provision for Indemnity

Council shall take whatever action it believes appropriate to ensure that the Society has sufficient funds and/or sufficient insurance (if such insurance is reasonably available) to ensure that there are sufficient funds available to cover such contingency.

PART 4 - STATE BRANCHES

17. STATE BRANCHES

17.1. Recognition of State Branches

Council may in its discretion recognise an organisation incorporated in any State or Territory as a State Branch or revoke recognition of such organisation as a State Branch.

17.2. Mutuality

The State Branches must forward to Council copies of their objects and constitutions which must be consistent with this Constitution and must notify the Society of any changes to their objects and constitutions.

17.3. State Branch Office Bearers

A State Branch will have a President, Vice President, Secretary and Treasurer. All State Branch members must be eligible to be members of the Society.

17.4. State Branch Constitutional Requirements

The constitution of a State Branch must specify:

- (a) that any moneys to be raised by the State Branch for purposes, other than paying reasonable administration costs will be sanctioned by a special resolution;
- (b) membership criteria and membership categories which are consistent with the Society's;
- (c) that all members of the State Branch must also be members of the Society; and
- (d) a membership selection process which involves the secretary of the State Branch notifying the members of the State Branch of an application for full membership and inviting written objections from members to the application. The secretary of the State Branch shall then:
 - (i) inform all Full and Semi-Retired Members of that State Branch of the application;
 - (ii) inform all Full and Semi-Retired Members of that State Branch of their right to lodge an objection to the application within two weeks providing that the grounds of any such objection are given;

- (iii) inform the council of the State Branch of the contents of the application and all objections received within the time allowed and shall minute any resolution or comment of the council of the State Branch and
- (iv) supply the Secretary of the Society with the original copies of all objections received by him or her and the resolutions and comments of the State Council.
- (e) a process for nomination of members of the State Branch to the applicable offices specified in 14.2.

PART 5 - FINANCIAL AND FUND PROVISIONS

18. GENERAL FUNDING POWER

18.1. Sources of Funds

The funds of the Society will be derived from:

- (a) the membership subscription fee;
- (b) the annual membership fee;
- (c) subscriptions;
- (d) levies;
- (e) donations and bequests; and
- (f) money raised or borrowed.

18.2. Initial Application of Funds

Any moneys received by the Council must be deposited as soon as practicable (and without deduction) to the credit of the bank account of the Society.

18.3. Issue of Receipts

The Treasurer will as soon as practicable after receiving any moneys, issue an appropriate receipt.

19. FEES, SUBSCRIPTIONS AND LEVIES

19.1. Prerequisites for Recommendation

The Council can recommend levels of fees, subscriptions and levies but the Council must satisfy itself that the imposition of such fees, subscriptions and levies is in accordance with the Objects of the Society.

19.2. Members Determination of Subscriptions, Fees & Levies

A General Meeting of members from time to time will determine:

- (a) the amount of any membership subscription fee;
- (b) the amount of any annual membership fee;
- (c) the amount of any subscription; and

- (d) the amount of any levy.

19.3. Notification of Members

After the amount of any annual fee, subscription and/or levy is determined by the members, the Treasurer must, as soon as practicable, notify in writing the members of:

- (a) the amount of any membership subscription fee;
- (b) the amount of any annual membership fee;
- (c) the amount of any subscription; and
- (d) the amount of any levy,
and the time required for payment.

19.4. Special Determinations

- (a) Honorary Life Members shall not pay subscriptions. They shall receive a copy of each issue of The Australian Orthodontic Journal, the Annual Report and balance sheet, newsletters and other such documents as Council may from time to time determine. They shall be entitled to attend Congresses of the Society and shall not be required to pay an enrolment fee.
- (b) Honorary Members may be exempt from payment of State Branch annual subscriptions but the State Branch nominating such Honorary Member shall be responsible for payment of the Journal subscription and the annual subscription of the Society which in the absence of 19.4(a) would be payable by such member.
- (c) A member who is on leave of absence from the Society and a Retired Member shall all pay the same subscription.

20. PAYMENT AND COLLECTION OF MEMBERSHIP MONEYS

20.1. Payment of Membership Subscription Fee

An applicant for membership of the Society will, upon making such application, pay to the Society the membership subscription fee which will be on a pro rata basis when part of the year to which the fee relates has lapsed.

20.2. Payment of Annual Membership Fee

The annual membership fee must be paid on or before 31 December each year or by such other date as may be determined by the Council from time to time.

20.3. Payment of Levies

Members will pay to the Society such subscription levies as may be imposed in accordance with this Constitution on or before such date as determined by the Council from time to time as the date for payment.

20.4. Payment of Instalments

Where it is specified that a levy or subscription can be paid by instalments then such instalment payments must be paid on instalment dates as may be determined by the Council.

20.5. Collection of State Branch Fees etc

The Society will at the request of a State Branch collect the State Branch's annual membership fees, subscriptions and levies from members and where such monies are collected it will remit the monies collected to the State Branch as soon as practicable.

21. LIABILITY OF MEMBERS

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 his or her membership of the Society as required by this Constitution.

PART 6 - MANAGEMENT OF FUNDS

22. MANAGEMENT OF FUNDS

22.1. Purpose of Expenditure

Subject to any resolution passed by the members at a General Meeting, the funds of the Society will be applied by the Society in such manner as the Council determines but at all times in a manner which promotes the Objects of the Society. No portion of such funds are to be paid or transferred, directly or indirectly by dividend, bonus or otherwise to any member.

22.2. Bank Accounts

The Council will open such accounts in the name of the Society with such banks or other financial institutions as determined by the Council.

22.3. Execution of Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by the Treasurer and counter signed by any 1 of 2 other Council members authorised by the Council from time to time to counter sign such instruments.

22.4. Remuneration to Council Members

Council members can be reimbursed for reasonable expenses. The Council cannot, without the prior approval of the members in General Meeting, appoint a person who is a Council member to any office of the Society which entitles such member to be paid any remuneration by way of salary, fees or allowances.

22.5. Payment of Arms Length Transactions

The Council is permitted to make payment to:

- (a) an employee, contractor or like persons (excluding a member); or
- (b) a member in the ordinary course of that member's business, in good faith and for arms length value in relation to:
 - (i) goods and services rendered to the Society; or
 - (ii) rent for premises let to the Society.

22.6. Limit of Expenditure

With exception of payments relating to the conduct of a Congress or services rendered by the central office of the Society, the Treasurer shall not make payments in excess of \$10,000 for the discharge of any single debt or liability incurred by Council, committees or members of the Society for the provision of goods and services or for any other reason without the authority of Council.

PART 7 - AUDIT

23. AUDIT

23.1. Financial Year

The Society's financial year will end on 31 December each year.

23.2. Appointment of Auditor

The members will at each Annual General Meeting appoint a registered company auditor to audit and certify the accuracy of the Society's statements of income and expenditure and the balance sheet in accordance with the Act.

23.3. Auditors to Receive Financial Accounts

The auditor shall be given copies of the statements of income and expenditure and the balance sheet intended to be tabled at the Annual General Meeting at least 45 days before that meeting is scheduled.

PART 8 - MEETINGS OF THE SOCIETY

24. TYPES OF MEETINGS

Meetings of members must be either:

- (a) the Annual General Meeting; or
- (b) a General Meeting.

25. ANNUAL GENERAL MEETING

25.1. Holding of Annual General Meeting

The Society will at least once in each calendar year and within 5 months after the expiration of each financial year, convene an Annual General Meeting of its members. Where possible this should be held in conjunction with Congress and Foundation meetings.

25.2. Extensions under the Act

25.1 has effect subject to any extension or permission granted by the registrar-general under section 120 of the Act.

25.3. Calling of an Annual General Meeting

The Annual General Meeting of the Society will, subject to the Act and to this Constitution, be convened on such date and at such place and time as the Council thinks fit.

25.4. Business of an Annual General Meeting

In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting will be

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meetings held since that meeting;
- (b) to receive from the Council reports upon the activities of the Society during the preceding financial year;
- (c) to receive and consider the documents required to be submitted under section 73(1) of the Act;
- (d) to consider the annual financial accounts of the Society; and
- (e) to elect an auditor.

25.5. Notice Convening Annual General Meeting

An Annual General Meeting will be specified as such in the notice convening it.

26. GENERAL MEETINGS

26.1. Calling of General Meetings

Any general meeting of the Society other than an Annual General Meeting of the Society will be called a General Meeting and will be specified as such in the notice calling it.

26.2. Power of Council to Convene

The Council may convene a General Meeting at any time.

26.3. Power of Members to Requisition Meeting

The Council will, on the requisition in writing of not less than 5% of the total number of members entitled to vote, convene a General Meeting of the Society.

26.4. Requirements of Members' Requisition

A requisition by members for a General Meeting:

- (a) will state the purpose or purposes of the meeting;
- (b) will be signed by the members making the requisition;
- (c) will be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

26.5. Failure to Convene a Member's Requisitioned Meeting

If the Council fails to convene a General Meeting within 30 days 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 3 months after that date.

A General Meeting convened by a member will be convened as nearly as is practicable in the same manner as General Meetings are convened by the Society and any member who thereby incurs expense is entitled to be reimbursed by the Society for any expense so incurred.

27. NOTICE - GENERAL MEETINGS

27.1. Notice for Ordinary Resolutions

Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, the Secretary will, at least 14 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or email to each member a notice of meeting.

27.2. Notice for Special Resolutions

Where the nature of the business proposed to be dealt with at a General Meeting requires or includes a Special Resolution, the Secretary will, at least 21 days before the date fixed for the holding of the General Meeting, cause a Notice of Meeting to be sent to each member specifying, in addition, the intention to propose the resolution as a Special Resolution and a draft of the proposed resolution.

28. PROCEDURE - GENERAL MEETINGS

28.1. Business to be Conducted at Meetings

Only business specified in the notice of meeting is to be transacted at the meeting except in the case of an Annual General Meeting where other business may be transacted under this Constitution.

28.2. Procedure for Business to be Raised at Meeting

A member desiring to bring any business before a meeting will give notice in writing of that business to the Secretary, who will include that business in the next notice of meeting.

28.3. Quorum and Procedure Where No Quorum

A quorum at a General Meeting will be constituted by 30 members entitled to vote who are present in person. No item of business will be transacted at a General Meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.

28.4. Time for Quorum

If within half an hour after the scheduled time for the commencement of a General Meeting a quorum is not present the meeting:

- (a) if convened by the Council or convened otherwise than at the requisition of members, then the meeting is:
 - (i) to be adjourned to the same day in the following week at the time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned), but
 - (ii) no business will be transacted at an adjourned meeting other than the business specified at the meeting at which the adjournment took place.
- (b) if convened upon the requisition of members will be dissolved and no business is to be transacted

28.5. Quorum at Adjourned Meetings

If at a meeting reconvened following adjournment in accordance with this Constitution, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 15) will constitute a quorum.

29. PRESIDING MEMBER

29.1. Presiding Member and Election of Same

The President or, in the President's absence, the Vice-President, will preside as chairperson at each General Meeting of the Society.

29.2. Election of Chairperson

If the President and the Vice-President are absent from a General Meeting or unwilling to act, the members present will elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT

30.1. Adjournment Generally

The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30.2. Notice of Adjourned Meeting

Where a General Meeting is adjourned for 14 days or more the Secretary will cause a notice of meeting in respect of the adjourned meeting to be sent to each member.

30.3. Notice of Adjournments Generally

Except as provided in 30.2 above, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. MAKING OF DECISIONS

31.1. Making of Decisions

A question arising at a General Meeting will be determined by resolution on a show of hands.

31.2. Effect of a Poll

If a poll is demanded before a resolution is passed at a General Meeting, then such question arising is to be determined in accordance with the polling provisions set out in this Constitution [Refer 32]

31.3. Making of Resolutions

A resolution:

- (a) will be carried by a majority;
- (b) will be carried unanimously;
- (c) will be carried by a particular majority; or
- (d) will be lost by a particular majority,
if on a show of hands
 - (i) a declaration is made by the chairperson to that effect; or
 - (ii) an entry to that effect is made in the minute book of the Society.

31.4. Evidence of Resolution

A resolution recorded in a minute book will be irrebuttable evidence of the resolution, and no person will be required to show:

- (a) proof of the number of votes recorded in favour of or against the resolution: or
- (b) the proportion of the votes recorded in favour of or against that resolution.

32. POLLS

32.1. Polling Provisions

At a General Meeting of the Society, a poll may be demanded by the chairperson or by not less than 5 Full Members present or by proxy at the meeting.

32.2. Procedure for Conducting Poll

Where a poll is demanded at a General Meeting, the poll will be taken:

- (a) immediately in the case where a poll relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter will be deemed to be the resolution of the meeting on that matter.

33. VOTING

33.1. Members' Voting Rights and Entitlements

Upon any question arising at a General Meeting of the Society, a Member who is entitled under this Constitution to vote has 1 vote only. This may be cast personally or by proxy in the form prescribed [Refer By Law 5].

33.2. Limitation on Persons Holding Proxies

No member, other than the Secretary, may hold more than 5 proxies.

33.3. Events on Equality of Votes

In the case of any equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a casting vote.

33.4. Suspension of Voting Entitlements

A member or proxy is not entitled to vote at any General Meeting or Annual General Meeting of the Society unless all moneys due and payable by the member or proxy have been paid.

33.5. Suspension - No Vote

A member or proxy is not entitled to vote at any General Meeting or Annual General Meeting of the Society if the membership of such member or proxy is suspended.

PART 9 – MISCELLANEOUS**34. POSTAL VOTING**

If Council considers that a matter is too time urgent to await decision at a general meeting of the Society, a resolution to hold a postal vote on the matter may be put to Council. If such a resolution is passed by a simple majority of Council then the Secretary of the Society will cause a notice of motion to be sent to all voting members of the Society by pre-paid post. 28 days will be allowed from the date of posting the notice, to the date when no further voting responses will be considered. This date will be clearly marked on each voting form. For a determination of the matter to be valid, the number of voting responses received by the Secretary in the time allowed must equal the number of members that makes a quorum at general meetings of the Society. The matter will then be resolved by a simple majority of valid votes received. In the event of a tie, the President of the Society will have the casting vote.

35. CONGRESS**35.1. Convening Congress**

The Society shall convene a Congress of members at least once every 2 years.

35.2. Location of Congress

The Council will determine the location and date of each Congress but will endeavour to have the State Branches of Victoria, New South Wales, Queensland, Western Australia and South Australia, hosting the Congress in succession in the order in which their name appears in this rule.

35.3. Education

The Congress will provide a forum for members' education through lectures and clinical demonstrations and an opportunity for members to meet.

36. INSURANCE

36.1. Public Liability

The Society will effect and maintain a public liability policy for at least \$5 million or for such other amount as may be prescribed by the Act from time to time.

36.2. General

In addition to the insurance required under the Act, the Society may effect and maintain other insurance.

37. ALTERATION OF CONSTITUTION

This Constitution (including its objects) can be amended only by Special Resolution of the Society.

38. COMMON SEAL

38.1. Custody of Seal

The Society's common seal will be kept in the custody of the Secretary.

38.2. Authority to Affix Common Seal

The Society's common seal will not be affixed to any instrument except by the authority of the Council.

38.3. Attesting to Common Seal

The Society's common seal when affixed to any instrument will be attested by the signatures of 2 Council members.

39. CUSTODY OF BOOKS

Except as otherwise provided by this Constitution, the Public Officer will keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

40. INSPECTION OF BOOKS

The records, books and other documents of the Society will be open to inspection, free of charge, to any member at any reasonable hour.

41. WINDING UP SURPLUS PROPERTY

41.1. By Special Resolution

The Society may by special resolution resolve to wind up the Society. The winding up will be deemed to have commenced on the date the special resolution takes effect.

41.2. Distribution of Surplus

In a winding up of the Society, any surplus property is to be distributed in accordance with a special resolution but no distribution of surplus property can be made to any member or former member of the Society. Any distribution of surplus property may be made to an organization, whether incorporated or unincorporated, which has similar Objects to the Society, and is subject to any trust affecting that property or part of it.

42. SERVICE OF NOTICES

42.1. Notices on Members

For the purpose of this Constitution, any notice required must be in writing. Notice to a member may be served personally or by sending it prepaid post to the member's address last recorded on the register of members.

42.2. Deemed Date of Service by post

Where the notice is served by post under rule 41.1 the notice will be deemed to have been received on the second business day following the date upon which the envelope containing the notice was posted.

43. BY LAWS

43.1. Powers to Make or Amend By Laws

The By Laws of the Society may be made or amended by Special Resolution or by a resolution of Council passed by three-fourths of the members of Council.

BY LAWS OF AUSTRALIAN SOCIETY OF ORTHODONTISTS INCORPORATED

LAST AMENDED: 27/11/05

1. CODE OF ETHICS

It shall be the duty of every member of the Australian Society of Orthodontists Inc to:

- (a) Observe the Code of Ethics of the Branch of the Australian Dental Association Inc of which he/she is a member.
- (b) Obey all Commonwealth and State laws governing the practice of Dentistry.
- (c) Serve his/her patients by performing the highest quality orthodontic service that is within his/her power to perform and to show the same dedication and attention to the orthodontic care of each patient.
- (d) Neither tender nor accept "rebates" or "split fees" or "material incentives".
The terms "rebates" and "split fees" are defined as the division or agreement to split or divide the fees, or the anticipated fees, received for orthodontic services, with any person or corporation, in return for bringing or referring a patient. The term "material incentives" is defined as rewards received for orthodontic services from any person or corporation in return for bringing or referring a patient.
- (e) Endeavour to improve the quality and availability of orthodontic care and to offer his/her services whenever practicable, to charitable or educational institutions devoted to such purposes.
- (f) Ensure that that in accordance with State laws, general dental practitioners and other staff within a member's practice must not be falsely represented as specialist orthodontists. In accordance with the Ethics of the Australian Dental Association, general dental practitioners may only operate within their level of clinical competence. Within a member's orthodontic practice, a general dental practitioner should normally hold an orthodontic qualification which is registrable with that State's dental board. In other circumstances, Council would need to review each situation individually.
- (g) Make reasonable arrangements for emergency care of his/her patients. The orthodontist shall be obliged when consulted in an emergency by any patient, to make reasonable arrangements for emergency care of that patient.
- (h) When transferring a patient, provide any information and/or copies of appropriate records that will be beneficial to the future treatment of that patient.
- (i) As a primary obligation, give his/her honest opinion when agreeing to act as a consultant, either for a patient or another dentist.

2. COMMITTEES

- (a) Council shall constitute committees in accordance with terms of the Constitution and such committees shall be either Standing Committees to advise and assist the Council or Adhoc Committees elected for a specific purpose.
- (b) Unless otherwise specified by these By-Laws the Chairperson and members of each Standing Committee shall be elected by Council. The term of appointment for a

Chairperson will be for a period until the ensuing Congress. A Committee may invite voting members to assist it. In the event of a vacancy in the membership of a committee Council shall appoint a member for the remainder of the term.

- (c) Each committee will submit a report to be tabled at each Annual General Meeting of the Society or at any other time as requested by Council.
- (d) A committee may establish or dissolve sub-committees provided that prior advice of the purpose and the membership of such a sub-committee be given to the Executive. No committee may delegate authority to a sub-committee and the responsibility for any actions taken by a sub-committee rests with the committee.
- (e) A Standing Committee will meet at least once each calendar year.
- (f) Committee members will be reimbursed for their reasonable out of pocket expenses incurred by them in attending meetings of the committee, other than attendances that coincide with the Congress and Foundation meetings, provided that such meetings are convened with the approval of the Executive.
- (g) With the exception of the Journal Committee and the Congress Committee no standing committee shall enter into a contractual arrangement on behalf of the Society or in any other way commit the Society to an obligation.
- (h) A committee will not make any public statement on behalf of the Society or the standing committee without the prior permission of Council.
- (i) The Council may allocate an annual budget to a committee for the conduct of its business. Where such an allocation is made the committee will keep accurate accounting records of expenditures made by it and make those records available with a financial statement to the Treasurer.
- (j) Minutes of all meetings of standing committees will be recorded and forwarded to all members of the committee and to the Secretary with the exception of the Awards Committee.
- (k) The committee shall consider, investigate and report on all matters referred to it by the Council or the Executive and the supervision of the preparation and submission of such reports shall be the duty of the Chairman of the Committee.
- (l) Each committee shall regularly or at the request of Council review policies of the Society relevant to its own activities.
- (m) A committee shall carry out such functions as may be referred to it from time to time by Council.

2.1. Standing Committees

The Standing Committees of the Society are the:

Appeal Committee
 Archival Committee
 Australian Orthodontic Board
 Cleft Lip and Cleft Palate Reference Committee
 Congress Organising Committee
 Constitution Committee
 Orthodontic Services Committee
 Education Committee (including Membership Advisory Sub-committee)
 Foundation for Research and Education Trust Committee

Journal Committee
 Membership Advisory Committee
 Public Relations Committee
 Recent Graduates Committee
 Give a Smile™ Committee
 Awards Committee

2.2. Appeal Committee

(a) Composition

The Appeal Committee will comprise six Full Members of the Society. Of these one shall be appointed by Council to serve as Chairperson. His/her term of office shall expire at the discretion of Council. Five members (being one nominee of each State Branch) shall be appointed by resolution of members at a Congress General Meeting. The same five members shall hold office until the next Congress General Meeting.

(b) Duties

- (i) To examine applications for membership which are subject to a “notice of appeal” and referred to it by Council.
- (ii) To seek and obtain information it deems necessary in review of an application for membership and make recommendations to Council.
- (iii) To act in accordance with the rules of natural justice. Council is not bound by a recommendation of the Appeal Committee.
- (iv) In addition the Appeal Committee may conduct de novo such procedures that will enable it to determine whether or not the applicant can demonstrate advanced clinical expertise.
- (v) No member of this committee nor any referee appointed by this committee shall have previously been a member of a committee which has deliberated on an application for membership from any person who is making an appeal.
- (vi) To advise Council in relation to appeals heard pursuant to 13.7 of the Constitution.
- (vii) To determine the clinical competence of an applicant whose membership is solely dependent upon such a determination pursuant to 5.1 and 5.2 of the Constitution.

2.3. Archival Committee

The Archival Committee will comprise three Full Members of the Society. Of these one shall be appointed by Council to serve as Chairperson.

2.4. Australian Orthodontic Board

The Australian Orthodontic Board (AOB or the “Board”) is essential to the long-term evolution of orthodontic education and treatment standards at a national level.

Full Members, Student Members and Overseas Members of the Australian Society of Orthodontists, Inc. and Full Members of the New Zealand Association of Orthodontists will be accepted by Council as candidates.

The aim of AOB participation, which is voluntary, should be a rewarding professional pursuit for Full Members wishing to provide the highest standards of professional care.

The granting of AOB Certification will be by presentation of prospectively nominated case reports and a demonstration of a commitment to an active continuing education philosophy.

Details relating to the Board and how it functions are available on the Web site:
<http://www.aso.org.au/aob>

(a) **Composition**

The Board will be managed by an Executive Committee, comprising a Chairman, Hon. Secretary and Hon. Treasurer. The Federal President will be an ex-officio member of the committee. The Chairman of the Board, who will be the Vice President of the Society, will choose two AOB Certified Members to comprise the AOB Executive Committee. It will be the task of this committee to administer the Board until the next Congress, at which time the Board Chairmanship will be passed on to the incoming Vice President.

Council will appoint one Certified AOB Member in each state as the "State Convenor". It will be the task of the State Convenor to co-ordinate the assessment of case records for AOB Accreditation and Certification. Assessors will be appointed by Council (on recommendation of the State Convenor) for the task of case records assessment.

(b) **Objectives**

To provide the incentive and means for Full Members of the A.S.O., Inc to improve and develop their expertise during their period of active professional practice.

To provide a cooperative environment of review which encourages participation of all Full and Student Members of the A.S.O., Inc. and Full Members of the NZAO.

To be active in promoting excellence in orthodontics

To encourage excellence in the performance of postgraduate orthodontic students in Australian University Schools with suitable performance awards.

To liaise with the Australian University Dental Schools in developing teaching and research opportunities for teachers in orthodontics

To ensure a commitment to continuing education by requiring that Certified AOB Members commence the process of re-certification within five (5) years of becoming Certified.

(c) **Student Accreditation**

Postgraduate orthodontic students in Australian University Schools will have the opportunity to become Certified AOB Members on the successful completion of their course and on becoming Full Members of the A.S.O., Inc, or Overseas Members in the case of foreign graduates leaving Australia.

Prior to applying for “Student Accreditation”, a student candidate must first be a Student Member of the A.S.O., Inc.

The procedures leading to AOB Certification for these candidates will be exactly the same as for Full Members of the A.S.O., Inc. except that the submission of a log of Professional Development Points will not be required.

These (graduate) recipients of AOB Certification will have two (2) calendar years following the completion of their course in which to commence the process of re-certification.

(d) **Acceptance of Decisions Relating to Accreditation, Certification and AOB Awards**

Candidates for AOB Accreditation and AOB Certification and candidates for AOB awards (including Orthodontic Departments, Heads of Orthodontic Departments and Australian University Orthodontic Schools) shall accept all decisions of the AOB and the Council of the A.S.O., Inc. relating to AOB Accreditation, AOB Certification and the granting of AOB awards.

2.5. Cleft Lip and Cleft Palate Reference Committee

(a) **Composition**

The Cleft Lip and Cleft Palate Reference Committee will be composed of a Chairperson appointed by Council and 5 members each being a nominee of a State Branch and accepted by Council.

(b) **Duties**

- (i) To maintain a classification of cleft lip and cleft palate and other congenital craniofacial anomalies.
- (ii) To advise on the role of orthodontics in the overall treatment of cleft lip and cleft palate conditions.
- (iii) To encourage and promote orthodontics as part of a team approach in the treatment of cleft lip and cleft palate conditions.
- (iv) To maintain and encourage Australian Government financial assistance for cleft lip and cleft palate and other craniofacial conditions requiring orthodontic treatment.
- (v) To meet with relevant health bodies from time to time as required by Council.

2.6. Congress Organising Committee

(a) Composition

i) The Congress Organising Committee

The Congress Organising Committee will be chaired by a member nominated at the Congress General Meeting and who will usually be the outgoing Sucessive Congress Chairmen. The President of the Society shall be an ex-officio member.

ii) The Sucessive Congress Organising Committee

The Sucessive Congress Organising Committee will be chaired by a member from the same State Branch as the Vice-President and who is nominated at the same Congress General Meeting as the Vice-President. The Sucessive Congress Chairman will, in consultation with his or her State Branch Council, submit nominations for approval by Council for the positions of Congress Vice-President, Congress Secretary, Congress Treasurer (The Congress Executive) and the remaining positions on the Sucessive Congress Organising Committee.

(b) Duties

- (i) To organise and administer on behalf of Council a Congress of the Australian Society of Orthodontists Inc.
- (ii) To draw up a budget of its proposed income and expenditure for submission to the Council for approval and to organise and administer the Congress in accordance with this budget. Any variation in such a budget shall be subject to the approval of the Executive.
- (iii) To submit reports on the progress of the organisation of Congress to the Council.
- (iv) To present to Council as soon as possible or at least within six months of the conclusion of a Congress a duly audited financial statement and to pay over to the Australian Society of Orthodontists Inc the net proceeds if any.
- (v) To prepare a full report at the completion of Congress for use by subsequent committees.

2.7. Constitution Committee

(a) Composition

The Constitution Committee will comprise a chairperson accepted by Council and two members nominated by the Chairperson and accepted by Council.

(b) Duties

- (i) To advise Council of such amendments to the Constitution and By-Laws of the Society as are considered appropriate.
- (ii) To prepare all notices of motion in regard to such amendments.

- (iii) To draw the attention of Council to any procedure in the conduct of the Society which is not in accord with the Constitution and By-Laws.
- (iv) To maintain an up to date copy of the Constitution and By-Laws for the proper administration of the Society.

2.8. Orthodontic Services Committee

(a) Composition

The EAS Committee will comprise a Chairperson appointed by Council and other members nominated by the Chairperson and accepted by Council.

(b) Duties

- (i) To maintain the schedule of dental services relating to orthodontics.
- (ii) To collect, review and evaluate proposals for the amendment of the schedule.
- (iii) To liaise with third party bodies concerning the schedule.
- (iv) To make recommendations regarding the utilisation and training of auxiliary personnel.
- (v) To carry out demographic and workforce surveys relevant to orthodontic practice.
- (vi) To prepare and keep updated guidelines for infection control in orthodontic practice.
- (vii) To study, review, evaluate and report on orthodontic practice administration and conduct practice surveys.
- (viii) To review and evaluate the utilisation and conditions of employment of personnel in orthodontic private practice.
- (ix) To promote specialist orthodontic practice as the most effective means of providing orthodontic treatment to the community.

2.9. Education Committee

(a) Composition

The Education Committee will comprise a Chairperson appointed by Council and 5 members each being a nominee of a State Branch accepted by Council.

(b) Duties

- (i) To study and make recommendations to the Council on all aspects of specialisation in orthodontics.
- (ii) To review current needs of orthodontic education and research and recruitment to the profession.
- (iii) To examine all matters relating to membership of the Society through the Membership Advisory Sub Committee which is composed of the Chairman of the Education Committee and 2 other members (usually members of the Education Committee) appointed by the Chairman.
- (iv) To further the continuing education of members of the Society.

- (v) To study all matters relating to postgraduate education and to make recommendations to Council.
- (vi) To study, co-ordinate and advise on the status of Undergraduate orthodontic teaching in Australian dental schools through the Undergraduate Education Sub-Committee which is composed of a Chairman appointed by Council and 5 other members (appointed by the Chairman and approved by Council) each being a representative of each State Dental School.
- (vii) To study, advise and implement strategies for the orthodontic education of dentists nationally through the General Practitioner Education Sub-committee which is composed of the Chairperson, appointed by Council, and 5 other members each being Chairperson of his/her respective State Branch Education Committee.
- (viii) To establish the Australian Orthodontic Board in the first instance.

2.10. Foundation for Research and Education Trust Committee

(a) Composition

The Foundation for Research and Education Trust Committee shall be comprised of the President of the Society who shall be an ex-officio member, and five other members who shall be nominated at a co-meeting of the outgoing Council and incoming Council held in conjunction with a Congress and appointed by Council. Normally at least two members of the previous Trust Committee will be re-appointed.

(b) Duties

The duties of the Committee are to make recommendations to Council on all aspects of the management and administration of the Australian Society of Orthodontists Foundation for Research and Education Trust, including, but not limited to, the receipt and assessment of applications for the awards and selection of successful award candidates.

2.11. Journal Committee

(a) Composition

The Journal Committee will comprise the Editor of the Journal as Chairperson appointed by Council, the Assistant Editor nominated by the Editor, the Business Manager appointed by Council and one other member appointed by Council.

(b) Duties

- (i) To publish the Australian Orthodontic Journal (The Journal) and distribute it on a subscription basis.
- (ii) To maintain separate financial records and a separate bank account for the Journal. The signatories of the account will be the President, the Editor and the Treasurer. Two signatures will be required to operate the account.

- (iii) The Business Manager shall provide monthly financial statements to Council and prepare an annual financial report.
- (iv) The Editor will prepare a half year statement detailing the publication schedule for the Journal for submission to the Journal Committee and Council.

2.12. Membership Advisory Committee

(a) Composition

The Membership Advisory Committee will comprise the Chairperson of the Education Committee, or Council's nominee, who will chair the Committee, and two other Full Members of the Society approved by Council.

(b) Duties

- (i) To examine applications for membership
- (ii) To seek and obtain information it deems necessary to review an application for membership and make recommendations to Council.
- (iii) To act in accordance with the rules of natural justice.

2.13. Public Relations Committee

(a) Composition

The Public Relation Committee will comprise a Chairperson appointed by Council. The Chairperson will be a member of the State Branch of the incumbent Federal Executive. The Committee will comprise at least two other members of that State Branch as well as the Federal President. The Committee will also comprise one representative from each other State Branch, each representative recommended by that State Branch Executive and appointed by Council.

(b) Duties

- (i) To promote orthodontic treatment as an integral part of oral health care.
- (ii) To advise Council on appropriate means of raising public awareness of the benefits of orthodontic treatment.
- (iii) To advise Council on appropriate means of promoting specialist orthodontic treatment as the most cost effective method of providing treatment of the highest standard.

2.14. Recent Graduates Committee

(a) Composition

The Recent Graduates Committee will comprise a Chairperson appointed by Council. The Chairperson will be a member of the State Branch of the incumbent Federal Executive. The Committee will also comprise one representative from each other

State Branch, each representative recommended by that State Branch Executive and appointed by Council.

(b) **Duties**

- (i) To consider and act upon the issues important to the recent graduate.
- (ii) To organise continuing education events specifically aimed at the recent graduate.
- (iii) To assist and encourage the transition of student ASO members to become full ASO members and working orthodontists.'

2.15. Give a Smile™ Committee

(a) **Composition**

The Give a Smile™ Committee will comprise a Chairperson, at least two other members from the same State Branch and at least one member from each of the other State Branches. All committee members must be Full Members of the ASO, nominated by the Executive of their State Branch and appointed by Council. As determined by the committee Chairperson, other persons from outside the Society may be co-opted to the Give a Smile™ Committee following approval by Council.

(b) **Duties**

The Give a Smile™ Committee will administer the ASO Give a Smile™ programme in accordance with the programme's Charter document. The objectives of ASO Give a Smile™ are:

- (i) To create and maintain a programme for ASO members to provide pro-bono treatment to patients sourced from the public dental health waiting lists.
- (ii) To encourage as many ASO members as possible to pledge to Give a Smile™.
- (iii) To promote ASO Give a Smile™ in both the dental and the wider communities.

2.16. Awards Committee

(a) **Composition**

The Awards Committee will comprise 3 members: a Chairperson, who is an Honorary Life Member, a Full Member of the Society, both of who shall be appointed by Council and serve a 4 year term, and the Federal President.

(b) **Objectives**

To advise Council of potential nominees for Awards, to recognise long term and valuable service to the Society of a lasting nature in furthering the objectives of the Society as listed in the Constitution.

(c) **Awards**

The relevant Awards to be considered by the Committee are Honorary Life Membership [refer 7.1], Honorary Membership [refer 7.2], and the Distinguished Service Award [refer By-Law 6 (a)].

(d) **Duties**

- (i) To identify, as potential nominees for Awards, persons who have made outstanding contributions to the Society and/or the dental profession.
- (ii) To initiate nominations for potential recipients of Awards at appropriate times and to provide advise to Council of the Committee's recommendations.
- (iii) To develop guidelines to assist in the procedure of choosing and nominating potential recipients of Awards, and to issue these upon request to others who may be considering Award nominations.
- (iv) To consider nominations for Awards that may arise independently of the Committee.
- (v) To ensure that all necessary background information is available to Council whenever it is to consider the recommendation for conferring of Awards.
- (vi) To ensure strict confidentiality is observed with respect to persons discussed by the Committee, other than the disclosure of necessary information which will be needed when any potential recipients of Awards are to be considered by Council.
- (vii) To ensure that the following be maintained:
 - a. Records of citations of Awards.
 - b. A register of recipients of such Awards.
 - c. A register of Society members who have received State Branch Awards.
 - d. To forward a copy of records and the registers to the Secretary.
- (viii) To prepare and maintain records of Committee meetings, the circulation of which shall be restricted to members of the Committee.

3. REPRESENTATIVES COMMITTEE

In order to facilitate the conduct of business at each General Meeting, all matters to be raised at each General Meeting shall be considered and voted on by the Representatives Committee on the day or days immediately preceding the commencement of each General Meeting. Matters to be considered by the Representatives Committee should first be considered by all State Branches not less than two weeks prior to the Meetings of the Representatives Committee. Recommendations from the Representatives Committee shall be presented to the General Meeting.

The Representatives Committee shall be comprised of the following:

- (a) All Members of Council;
- (b) the Chairpersons (or nominee of any Chairman) of each Standing Committee; and
- (c) each State Branch President (or the nominee of each State Branch President).

All members of the Representatives Committee (including nominees) shall be Full Members of the Society.

The President of the Society shall be Chairman of the Representatives Committee. The organisation and conduct of business by the Representatives Committee shall be governed by such directions as shall be given from time to time in writing by the Council to the Representatives Committee and in default of any such written direction on any issue or matter, the Representatives Committee shall determine the manner in which its business shall be conducted and its affairs governed from time to time.

The Executive has a discretionary power to invite participants from outside the Representatives Committee to attend its meetings.

4. AFFILIATION

Any body or association of orthodontists established in the Commonwealth of Australia or its Territories may be admitted to affiliation with the Society subject to the approval of the Council and to the following conditions:

(a) **Financial Obligations**

The Society shall undertake no financial obligations to such body or association or to any member or constituent thereof.

(b) **Membership of Association**

Orthodontists who are members of the affiliated body or Association shall be Full, Provisional or Corresponding members of the Australian Society of Orthodontists Inc, and the affiliated body shall forward to the Secretary in February each year a list of the names and addresses of all members of that body, and a list of its officers.

(c) **Constitution to be Lodged**

The Constitution of the affiliated body shall be lodged at the office of the Australian Society of Orthodontists Incorporated. The affiliated body shall notify the Secretary of the Society within 60 days of any amendment to its Constitution.

(d) **Conformity with Association**

In the event of the affiliated body embarking on any activity, the object of which is contrary to the policy and welfare accepted by the Australian Society of Orthodontists Inc, the affiliation may be terminated by the Society.

5. PROXY VOTING

An instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.

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 in the resolution except as specified in the instrument.

An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or 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 proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for taking of the poll, at the registered office of the Society or at such other place in Australia as is specified for that purpose in the notice convening the meeting.

A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

I, _____ of _____ being a member of
the Australian Society of Orthodontists Inc. hereby appoint
_____, _____ of _____ or, in his/her
absence, _____ of _____ as my
proxy to vote for me on my behalf at the *Annual General Meeting/General Meeting of the Society to
be held on the _____ day of _____ 19 _____ and at any adjournment of that
meeting.

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

Signed this _____ day of _____ 19 _____

(Strike out whichever is not desired)

6. AWARDS

(a) The Distinguished Service Award

A majority of Council may vote to recommend that a member of the Society be awarded the Distinguished Service Award. Council will take into account meritorious achievement in one or more areas of orthodontic endeavour including teaching, research, clinical expertise and technique development, and fostering the objectives of the Society as listed in the Constitution. An extended period of commitment to the Society especially in various official positions within the Society and/or its State Branches shall also be considered. Recipients shall be honoured by presentation of the award at the next general meeting of the Society, or at such other time as Council sees fit.

7. RIGHTS OF HONORARY LIFE MEMBERS

Honorary Life Members are able to register for Congress and Foundation Meetings, and to receive the Australian Orthodontic Journal at no cost. The free registration for Honorary Life Members to the Congress and Foundation meetings will have the same entitlements as the Full Member Registration fee.