



Australian Society for Computerised Dentistry, Inc
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ARBN 103 360 925 • ABN 73 103 360 925

CONSTITUTION OF THE AUSTRALIAN SOCIETY FOR COMPUTERISED DENTISTRY

1. NAME

The name of the Society is the "Australian Society for Computerised Dentistry".

2. INTERPRETATION

In these rules unless the contrary intention appears:

"Committee" means the Committee of Management.

"Meeting" means a general meeting of members of the Society convened in accordance with these rules, either by teleconference, internet meeting, or in a general physical meeting, or by a combination of these means. This refers to a "Special Meeting" also.

"Written" means either by letter or email.

"Email" means electronic mail distributed via an Internet Service Provider.

A word or expression that is not defined in these rules, but is defined in the *Associations Incorporations Act 1981* has, if the context permits, the meaning given by the Act.

3. OBJECTS AND PURPOSES

3.1 The purpose of the Society shall be to advance the use of computers in dentistry and the goal of the society shall be to secure an appropriate place in dentistry for computer based systems and to be able to:

- 3.1.1 offer members continuing and specialized training within the scope of the society's purpose
- 3.1.2 initiate and/or support research in practical dentistry involving the use of computer-supported methods in dentistry
- 3.1.3 offer a national internet based forum for discussion and advancement of Computers in Clinical Dentistry

- 3.1.4 facilitate these aims with infrequent face to face meetings enhanced by the use of telecommunications and Internet technologies

4. MEMBERSHIP

- 4.1 The members of the Society shall consist of Ordinary Members, and Life Members.
- 4.2 All Ordinary members must have internet access and a permanent email address. The effectiveness of the email connection and effectiveness of receipt of emails is the members responsibility.
- 4.3 All Ordinary members and applicants for Ordinary membership shall be members of the Australian Dental Association or New Zealand Dental Association and must be registered dental practitioners in that state or territory or country and if such a member ceases to be a member of that Dental Association and/or is not a registered dental practitioner such member shall automatically cease to be a member of the Society.
- 4.4 Life members shall be exempt from section 4.3
- 4.5 The members of the Society shall be limited initially to the Foundation members (see First Schedule).
- 4.6 Should a vacancy on the Committee occur through any reason the vacancy shall be filled by ballot at a meeting (whether physical or by teleconference or internet) of the Society on a majority of not less than three quarters of the members voting either personally. Any nomination for such vacancy must be proposed and seconded by two Society members and sent by email to the Secretary two weeks before the date of the meeting held to consider the election. The Secretary will advise Members by email seven days before the meeting.
- 4.7 A member by payment of his/her subscription agrees to be bound by the Constitution of this Society and on these conditions alone is entitled to the privileges of the Society. The current constitution will always be posted on the society website.
- 4.8 No member shall be absolved from the observance of the Constitution on the plea that he/she has not received a copy of it.
- 4.9 Any member of the Dental Profession or any person who may have rendered distinguished service to the Society may be elected a Life member of the Society at any meeting on a two thirds majority of the members present and voting. The Secretary will advise members fourteen days before the meeting of the name of the proposed Life Member. Life members can only come from the membership of the Society.
- 4.10 There shall be no limit in numbers to any class of membership

5. SUBSCRIPTIONS

- 5.1 The subscription fees for each class of membership shall be such sum, as the Society shall determine from time to time by resolution of the executive.
- 5.2 The annual subscription shall be payable within thirty days of it being levied. Any member who has not paid his/her subscription within thirty days of the due date, shall then cease to be a member of the Society and shall be notified by the Secretary to that effect. The

Committee in their absolute discretion for good and sufficient reasons shall have the power to re-instate such members on such terms as to payment of arrears as they think fit to impose.

- 5.3 Life Members shall be exempt from the annual subscription.
- 5.4 A Life Member shall have the privilege of attending the meetings of the Society (but will be required to pay course fees where deemed applicable by the committee), but shall have none of the liabilities of the members as regards subscriptions and shall be entitled to vote.

6. TERMINATION OF MEMBERSHIP

- 6.1 The resignation of any member of the Society shall be in writing (addressed to the President or Secretary) and shall be accepted by the Committee, provided that all indebtedness of the said member to the Society has been paid. Such resignation shall take effect at the time such notice is received by the President or Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 6.2 If a Member –
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) conducts herself/himself in a manner considered to be injurious or prejudicial to the character of interests of the Society.

The Committee shall consider whether his/her membership shall be terminated.

- 6.3 Any person whose membership of this Society has been terminated in any manner shall forfeit all interest in any funds whatsoever (including any subscriptions and course fees paid) belonging to the Society.
- 6.4 The membership of any member may be terminated by the Society for a reason which the Committee may deem to be sufficient by the vote of not less than three quarters of the Members thereof at a general meeting (whether by teleconference, physical or internet) of the Society called for that purpose.
- 6.5 Such a terminated member shall be given at least ten days notice in writing of such pending action in order that he/she may have the opportunity of appearing before the members to state his/her case; service of such notice shall be made by receipted email or by registered letter to his/her last known address for correspondence.

7. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 7.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Committee.
- 7.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by him of such notice, a special general meeting to determine the appeal. At any such meeting the

applicant shall be given the opportunity to present fully his/her case and the Committee or those members thereof, who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.

- 7.3 The appeal shall be determined by the vote of at least three quarters of the members voting. An absolute majority of the 75% of the membership is required.

8. REGISTER OF MEMBERS

- 8.1 The Committee shall cause a Register to be kept in which shall be entered the names and business addresses and email addresses of all persons admitted to membership of the Society and the dates of their admission.
- 8.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Committee or the members at any general meeting may require from time to time.
- 8.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection. This shall be effected by an email of the register to the requesting Member on condition that the file remains confidential and that it not be forwarded or copied or dealt with in any way in contravention of the Federal Privacy Act (1998)

9. THE COMMITTEE

- 9.1 The Committee shall consist of:
- President
 - Vice-President
 - Secretary
 - Treasurer
 - Up to two (2) other members elected by the Society
- 9.2 The Committee shall be empowered to do all this is necessary to achieve the objects and purposes of the Society.
- 9.3 The Committee shall have the power to appoint such officers and employees as are required to carry out the objectives of the Society and may delegate any of its powers to such officers and employees.
- 9.4 Three members of the Committee shall constitute a quorum.
- 9.5 The term of office of any committee member shall be one year.
- 9.6 No more than two members from any one state may be on the executive.
- 9.7 The President shall not hold the position for more than two years, that is to say he/she will be ineligible for a third period of office.

- 9.8 The President will not be elected from the same state for more than two consecutive years. Candidates for the Presidency will not be eligible from the same state for more than two consecutive years
- 9.9 The Committee may appoint an ordinary member to fill a casual vacancy and such a committee member shall hold office until the Annual General Meeting of the Society and shall be eligible for re-appointment.
- 9.10 All Committee Members will be ordinary members of the Society. All Committee members retire at the Annual General Meeting.
- 9.11 Any committee member who is terminated as a member of the association under Section 6 above, and or is likely to be terminated as a result of a prima facie case brought to the attention of the committee, will absent him or herself from the committee, to allow deliberation as to the termination of his / her membership. This terminated member shall immediately offer up any documents electronic or otherwise that he/she may have that are the property of the association to the secretary.

10. ELECTIONS FOR THE COMMITTEE

- 10.1 Prior to the Annual General Meeting the Secretary will call for nominations for the positions of executive officers.
- 10.2 This will be in an electronic form distributed to the members not less than thirty days prior to the date of the election.
- 10.3 A nomination must be signed by all of the following - the nominee, the seconder and the proposer for each position.
- 10.4 Election shall be by electronic ballot and the ballot form shall be drawn up and distributed by the Secretary seven clear days before the meeting held for such a purpose.
- 10.5 The office of Committee Members shall become vacant if a committee member:
- (i) Is no longer a registered dental practitioner in the country state or territory in which he/she resides and/or practises;
 - (ii) is permanently incapacitated by ill health;
 - (iii) resigns by notice in writing accepted by the Committee.
- 10.6 Any member of the Committee may resign from membership of the Committee at any time by giving notice in writing to the Secretary that such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at such a General Meeting.

11. WEBSITE ACCESS

- 11.1 The Association Website is intended to be the meeting place and reference points for the national membership.

- 11.2 Non Public sections will be accessed only by members of the association and the giving of access to any other person through password information or by whatever means, shall be a basis for termination of membership.

12. DUTIES OF OFFICERS

- 12.1 President: It shall be the duty of the President to preside at meetings of the Society and Committee and to perform such other duties as ordinarily pertain to his/her office.
- 12.2 Vice President: It shall be the duty of the Vice President to preside at meetings of the Society and Committee in the absence of the President and to perform such duties as ordinarily pertain to his/her office.
- 12.3 Secretary: The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Committee meeting and general meeting to be entered in a file to be emailed for inspection at all reasonable times by any financial member who previously applies by email to the Secretary for that inspection.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every **Committee Meeting** shall be endorsed by the Chairman of that meeting, or the Chairman of the next succeeding Committee meeting, verifying their accuracy. The minutes will after each meeting be emailed to the Chairman who will then append a statement to the minute documents to the effect that she/he has endorsed these minutes as an accurate record.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every **General Meeting** shall be endorsed by the Chairman of that meeting, or the Chairman of the next succeeding General meeting, verifying their accuracy. The minutes will after each meeting be emailed to the Chairman who will then append a statement to the minute documents to the effect that she/he has endorsed these minutes as an accurate record.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every **Special Meeting** shall be endorsed by the Chairman of that meeting, verifying their accuracy. The minutes will after each meeting be emailed to the Chairman who will then append a statement to the minute documents to the effect that she/he has endorsed these minutes as an accurate record.

These minutes of **General and Special Meetings** will then be posted to the Society's Website within seven days.

- 12.4 Treasurer: It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Society at its Annual Meeting, and at any other time upon demand by the Committee and to perform such duties as pertain to his/her office. Upon his/her retirement from office he shall turn over to successor or the President, all funds, books of account or any other Society property in his/her possession.

13. MEETINGS

- 13.1 Ordinary General meetings shall be held as ordered by the Committee.
- 13.2 Unless otherwise decided by the Society at its General Meetings, the Annual General Meeting shall be held in the last quarter of the financial year of each year for the election of officers and transaction of general business.
- 13.3 The President may call Special Meetings of the Society at any time.
- 13.4 A Special meeting may be called on the written application of eight members of the Society.
- 13.5 Seven days notice hereof shall be given and the notice shall specify the purpose for which such Special meeting shall be called; and no business other than specified shall be transacted at the Special meeting.
- 13.6 Committee Meetings shall be by Internet at least once every quarter. Minutes of these committee meetings shall be recorded by the secretary and kept in a secure place.
- 13.7 The President may call special meetings of the Committee at any time.
- 13.8 A special meeting of the Committee may be called on the written application of any three members of the Committee.
- 13.9 Seven days notice hereof shall be given and the notice shall specify the purpose for which such special meeting shall be called: and no business other than specified shall be transacted at the Special meeting of the Committee.
- 13.10 The presence of eight members at any Ordinary or Special meeting shall be considered a quorum.
- 13.11 The presence of three members at any Ordinary or Special meeting of the Committee shall be considered a quorum.

14. VOTING RIGHTS

- 14.1 Members present either in person or by proxy (where the meeting is a physical one) shall be entitled to one vote.
- 14.2 All matters shall be determined by open voting unless a ballot is demanded by at least three members present.
- 14.3 The President or Chairman shall have a deliberate or casting vote.

15. PROXIES

- 15.1 The instrument appointing a proxy shall be in writing under the hand of the appointor and shall be deposited with the Secretary before the opening of the meeting.
- 15.2 Proxies will apply where there is a physical meeting only. Where teleconference or Internet facilities are all or part of the meeting, proxies will be null and void.

16. RULES

- 16.1 No rule of By-law shall be made, altered or repealed at an Annual General Meeting or Special Meeting unless a written notice specifying the nature of the proposed amendment shall have been sent by email or post to the Secretary at least one month prior to such a meeting.
- 16.2 The rules shall bind the Society and every member to the same extent as if they had respectively signed them and agreed to be bound by all of the provisions thereof.

17. PROCEEDINGS AT MEETINGS

- 17.1 The following matters should be addressed at Ordinary meetings:
- (i) Reading and confirming the minutes.
 - (ii) Treasurer's monthly statement.
 - (iii) Business arising out of the minutes.
 - (iv) Correspondence and communications and business arising therefrom.
 - (v) Any other business the President may desire to bring forward.
 - (vi) General Business

18. ACCOUNTS

- 18.1 The income of the Society, wheresoever derived shall be used and applied solely in the promotion of its objects and exercise of its powers.
- 18.2 All money cheques, bills and bank notes belonging to the Society shall, as soon, and as far as convenient after the same have been received, be paid to or deposited with the Society's bankers for the time being, on account of the Society and no money so paid or deposited shall be paid out or delivered by the Society's bankers except
- 18.2.1 on the draft cheque or order of the President countersigned by the Treasurer or by such other persons as the Committee may from time to time determine.
 - 18.2.2 By secure electronic payment (as required under section 26(3))

19. FINANCIAL YEAR

- 19.1 The financial year of the Society shall be the period ending June 30

20. AUDITOR

- 20.1 Following the Annual General Meeting, and pursuant to the Associations Incorporation Act 1981 (as amended), if required by the Act, an auditor who is not a member of the Society shall be appointed by the Committee to hold office until the next Annual General Meeting. If at any time the office of auditor shall become vacant, the Committee may appoint a replacement to act until the next Annual General Meeting.
- 20.2 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.

21. DOCUMENTS

- 21.1 The Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

22. INCOME AND PROPERTY

The income and property of the **Australian Society for Computerised Dentistry** whensoever derived shall be applied solely towards the promotion of the objects of the **Australian Society for Computerised Dentistry** as set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the members of the **Australian Society for Computerised Dentistry** shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him or of remuneration to any officers or servants of the **Australian Society for Computerised Dentistry**, or other person in return for any services actually rendered to the **Australian Society for Computerised Dentistry**. Provided that nothing herein contained shall be construed so as to prevent the repayment to any member of out of pocket expenses and interest on money lent or hire of goods or rent for premises demised to the **Australian Society for Computerised Dentistry**

23. DISSOLUTION

- 23.1 All members shall be notified in writing at least twenty-one days prior to the date set for consideration of a special resolution to wind up the Society.
- 23.2 The dissolution shall be deemed to have commenced from the date when such resolution has been passed.
- 23.3 If upon winding-up or dissolution of **Australian Society for Computerised Dentistry** there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the **Australian Society for Computerised Dentistry**, but shall be given or transferred to some other Society having objects similar to those of this **Australian Society for Computerised Dentistry** and which shall prohibit the distribution of its or their income and property amongst its or their members, and which is a fund, authority or institution approved by the Commission of Taxation as a fund, authority or institution in accordance with current taxation legislation.

24. CHANGES TO THE CONSTITUTION

- 24.1 Subject to the Associations Incorporations Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting

25 FUNDS AND ACCOUNTS

- 25.1 the funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 25.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 25.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 25.4 Expenditure may be effected by electronic transfer with appropriate electronic security measures requiring input from at least two executive members of the following-
- the President;
 - the Secretary;
 - the Treasurer;
 - another member authorised by the management committee for the purpose.
- 25.6 If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following-
- the president;
 - the secretary;
 - the treasurer;
 - another member authorised by the management committee for the purpose.
- 25.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 25.8 A petty cash account may be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account
- 25.9 All expenditure must be approved or ratified at a management committee meeting
- 25.10 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
- the income and expenditure for the financial year just ended;
 - the association's assets and liabilities at the close of the year;
 - the mortgages, charges and securities affecting the property of the association at the close of the year.
- 25.11 If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.

25.12 The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

25.13 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

26. AMALGAMATIONS CLAUSE

In furtherance of the objects of the Australian Society for Computerised Dentistry, may amalgamate with any one or more incorporated organisations having objects similar to those of the Australian Society for Computerised Dentistry and which shall prohibit amongst its or their members to an extent at least as great as that imposed upon this Society and which is a fund, authority or institution approved by the Commission of Taxation as a fund, authority or institution in accordance with current taxation legislation.

FIRST SCHEDULE

Foundation Members of: Australian Society for Computerised Dentistry
BRISBANE AUSTRALIA

Dr Patrick FITZGERALD
Dr Bradley WRIGHT
Dr David ROBERTSON
Dr Patrick MEANEY