

Constitution

Australasian Academy of Paediatric Dentistry (Inc.)
("Academy")

Incorporated Perth, Western Australia

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Dated 17/1/2013

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CONSTITUTION

1. Definitions and Interpretation

1.1 Definitions

“**Academy**” means the Australasian Academy of Paediatric Dentistry (Inc);

“**Act**” means the *Associations Incorporation Act 1987 (WA)*;

“**Active Member**” means a Member who satisfies the requirements set out in rule 3.2(a);

“**Annual General Meeting**” has the meaning given to it in rule 4.2(a);

“**Appointed Officers**” has the meaning given to it in rule 6.1;

“**Associate Member**” means a Member who satisfies the requirements set out in rule 3.2(d);

“**By-Laws**” means the by-laws of the Academy;

“**Chairperson**” has the meaning given to it in rule 5.10(a);

“**Constitution**” means this constitution;

“**Elected Officers**” has the meaning given to it in rule 5.3;

“**Executive Committee**” means the management committee formed in accordance with rule 5;

“**General Meeting**” means a meeting of all the Members for the purpose of conducting the business of the Academy and includes Annual General Meetings and Special Meetings;

“**Honorary Member**” means a Member who satisfies the requirements set out in rule 3.2(f);

“**Meeting Chairperson**” means the person elected to chair a meeting of the Executive Committee in accordance with rule 5.11(c);

“**Member in Progress**” means a Member who satisfies the requirements set out in rule 3.2(b);

“**Members**” means the members of the Academy and includes Active Members, Members in Progress, Postgraduate Student Members, Associate Members, Retired Members and Honorary Members;

“**Members’ Register**” means the register of Members of the Academy kept and maintained by the Secretary in accordance with rule 5.6(h)(i);

“National Dental Association” means the national representative body of dentists and dental specialists;

“National Dental Board” means the regulatory bodies responsible for the registration of dental professionals as approved by the Executive Committee from time to time;

“Objects” means the objects of the Academy as set out in rule 2.1(a);

“Paediatric Dentistry” means the practice and teaching of, and research in, comprehensive preventive and therapeutic oral health care of children from birth through to adolescence. It shall be construed to include care for special patients beyond the age of adolescence who demonstrate abnormal physical and/or emotional problems;

“Parliamentarian” means the parliamentarian (if any) appointed as an officer of the Academy to undertake those duties set out in rule 6.3(b);

“Postgraduate Student Member” means a Member who satisfies the requirements in rule 3.2(c);

“President” means the person elected to the position of president of the Academy and having the duties set out in rule 5.4;

“Retired Member” means a Member who satisfies the requirements in rule 3.2(e);

“Returning Officers” means the persons appointed by the President as returning officers under rule 5.8(c)(i) and includes the Senior Returning Officer;

“Rules” means the rules set out in this Constitution and the By-Laws;

“Scientific Meeting” means a meeting of all categories of Members for the purpose of providing continuing professional development;

“Secretary” means the person elected to position of secretary of the Academy and having the duties set out in rule 5.6;

“Senior Returning Officer” means the Returning Officer designated by the President to fulfil the role set out in rule 5.8(c)(i);

“Simple Majority” where a simple majority is required, it means greater than 50% of all Voting Members, voting in favour of a resolution;

“Special Meeting” means a meeting convened in accordance with rule 4.3(a);

“Special Resolution” means a resolution passed by a majority of not less than three quarters of all Voting Members who vote in person or by proxy at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been given under this Constitution;

“Specialist Dentist” means a dentist registered as a specialist with a National Dental Board as approved by the Executive Committee from time to time;

“Specialist Paediatric Dentist” means a person who has met the requirements for registration as a specialist paediatric dentist by a National Dental Board;

“**Treasurer**” means the person elected to position of treasurer of the Academy and having the duties set out in rule 5.7;

“**Unacceptable Conduct**” has the meaning given to it under rule 3.7(b);

“**Voting Member**” means:

- (a) an Active Member who has paid in full all Membership dues and levies owing;
or
- (b) an Honorary Member;

“**Vice-Chairperson**” has the meaning given to it under rule 5.10(b); and

“**Vice-President**” means the person elected to the position of vice-president and having the duties set out in rule 5.5.

1.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) references to **notices** include formal notices of meeting and all documents and other communications from the Academy to its Members;
- (b) a reference to any legislation or provision, division or subdivision of any legislation includes any amendment to that legislation, provision, division or subdivision, any consolidation or replacement of that legislation, provision, division or subdivision and any subordinate legislation made under that legislation, provision, division or subdivision;
- (c) a reference to a **person** includes a reference to a company, trust, partnership, incorporated association, organisation and entity;
- (d) a reference to a Member present at a General Meeting is a reference to a Member present in person or by proxy;
- (e) a reference to **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (f) the singular (including defined terms) includes the plural and the plural includes the singular;
- (g) a word importing any gender includes every other gender;
- (h) headings are used for convenience only and do not affect the interpretation of the Constitution; and
- (i) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning.

2. Objects and Powers

2.1 Objects

- (a) The Academy is an organisation of individuals whose primary concern is the practice, education and/or research specifically related to the specialty of Paediatric Dentistry and its purpose shall be the advancement of the specialty of Paediatric Dentistry for the benefit of the oral health of the community (“**Objects**”).
- (b) The attainment of the Objects shall be achieved by dedication to the following:
 - (i) The Academy shall be the symbol of excellence in practice, education and research in Paediatric Dentistry.
 - (ii) The Academy shall be the official representative of the specialty of Paediatric Dentistry when liaison is required with other dental organizations, allied health professions and government and private agencies concerned with the dental health of the public.
 - (iii) The Academy shall involve itself actively in the development and implementation of national programs of dental health for children.
 - (iv) The Academy shall foster the development and promulgation of sound tenets for paediatric dental practice and research accompanied by constant critical evaluation and review.
 - (v) The Academy shall strive constantly to enhance the quality of graduate training in Paediatric Dentistry.
 - (vi) The Academy shall participate actively in the development and delivery of programs of continuing education in the field of Paediatric Dentistry for the Academy per se, and for the dental profession as a whole.
 - (vii) The Academy shall be alert to its responsibility to the community and the profession in the prevention and control of oral disease.

2.2 Powers

The Academy has, in addition to the powers conferred by the Act and elsewhere in this Constitution, power to:

- (a) acquire, hold, deal with and dispose of any real or personal property and erect buildings;
- (b) invest, use and deal with the funds of the Academy as the Executive Committee thinks fit;
- (c) retain and employ persons for the purposes of the Academy;

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- (d) borrow money upon any terms and conditions as the Executive Committee thinks fit;
 - (e) raise and obtain money by means of subscriptions, fees, investments and other activities;
 - (f) enter into any contract the Executive Committee considers necessary or desirable;
 - (g) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
 - (h) affiliate and work in conjunction with kindred organisations.

2.3 Property and Income

The Academy property and income shall be applied solely towards the promotion of the Objects of the Academy and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those Objects.

3. Membership

3.1 Qualifications

- (a) The Membership of this Academy shall consist of dentists registered as specialists in Paediatric Dentistry and other persons whose qualifications and classifications are set out below.
- (b) All categories of Members must also be members of, and maintain membership in good standing of, the Australian Dental Association Inc., the New Zealand Dental Association Inc. or such other National Dental Association approved by the Executive Committee.

3.2 Categories

There shall be the following categories of Membership:

(a) **Active Members**

A dentist may be considered for Active Membership provided the applicant is registered as a Specialist Paediatric Dentist with a National Dental Board.

(b) **Members in Progress**

A dentist will be eligible to be a Member in Progress provided the dentist has completed the requirements for registration as a Specialist Paediatric Dentist with a National Dental Board and is in the process of undergoing the registration process.

(c) **Postgraduate Student Members**

This category of Membership is available to full and part-time postgraduate students enrolled in an Australian or New Zealand University higher degree course in Paediatric Dentistry approved by the Academy.

(d) **Associate Members**

A dentist, who is a member of another dental academy, may be considered for Associate Membership provided the applicant is registered as a Specialist Dentist.

(e) **Retired Members**

- (i) Retired Membership shall, upon application, be available to Active Members who have voluntarily and completely retired from dental practice, administration and/or teaching, with the stipulation that the Member has been a dues-paying Active Member for a significant number of years as approved by the Executive Committee.
- (ii) Members engaged in part-time practice or employed in full or part-time dental administration, teaching or research for which remuneration is received, shall be ineligible for this category of Membership.

(f) **Honorary Members**

- (i) Honorary Members may be elected for an outstanding contribution to the Academy and/or to Paediatric Dentistry following nomination by a Voting Member, who shall submit substantiating evidence of the nominee's qualification for such Membership to the Executive Committee.
- (ii) Honorary Members, unless otherwise eligible to be Active Members, shall have the same privileges as Active Members, except for the right to hold office.
- (iii) The unanimous recommendation of the Executive Committee shall be required for consideration for election. An affirmative vote of three-fourths (3/4) of the Voting Members present and voting at any General Meeting, shall be required for approval.

3.3 Procedure for Application

(a) **Application for Membership:**

Application for all categories of Membership in the Academy shall be submitted to the Secretary in such form as the Executive Committee may designate from time to time.

(b) **Application Review:**

- (i) The Executive Committee shall be responsible for approving all applications for Membership.

- (ii) Upon receipt of an application for Membership, the Executive Committee shall review the applicant's qualifications to ensure that they conform to the respective requirements for Membership under rule 3.2. Any variance will be reviewed by the Executive Committee.
- (iii) Upon approval of the Executive Committee and completion of all stipulated requirements including payment of the initial subscription, the applicant shall become a Member of the Academy in the appropriate Membership category.

3.4 Dues

- (a) The amount of the annual dues for each category of Membership shall be proposed by the Executive Committee and may be revised at the Annual General Meeting by an affirmative vote of a Simple Majority of the Voting Members present and voting, provided the Voting Members are informed of the impending proposal no later than thirty (30) days prior to the first day of the Annual General Meeting.
- (b) Retired Members and Honorary Members shall pay no annual Membership fees.
- (c) The full amount of Membership fees shall be due and payable on the first day of July of each year, and shall be paid in Australian dollars.

3.5 Delinquency

- (a) A Member shall be classified as delinquent when dues are not paid on or before the first day of October. The Member shall be notified in writing of their delinquency, and, if after such notice, the default is not corrected within a period of thirty (30) days, the Member shall be removed from Membership unless exceptional circumstances exist.
- (b) The Executive Committee may grant leniency or a temporary waiver from payment of dues upon written request by the Member.

3.6 Levy

- (a) The Executive Committee may from time to time determine a levy that may be payable by all Members or a category of Members in addition to the dues owing under rule 3.4.
- (b) The levy may be revised at the Annual General Meeting by an affirmative vote of a Simple Majority of the Voting Members present and voting, provided the Voting Members are informed of the impending proposal no later than thirty (30) days prior to the first day of the Annual General Meeting.

3.7 Termination of Membership

- (a) A person ceases to be a Member of the Academy if the person:
 - (i) ceases to be registered with or is refused registration with a National Dental Board;

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- (ii) dies;
 - (iii) resigns from Membership of the Academy;
 - (iv) resigns from or is expelled from membership of the appropriate National Dental Association;
 - (v) fails to renew Membership;
 - (vi) fails to pay Membership fees as set out in rule 3.4; or
 - (vii) is expelled as a Member of the Academy due to Unacceptable Conduct.
- (b) Unacceptable conduct occurs if a Member:
- (i) wilfully refuses or neglects to comply with the provisions of the Rules of the Academy; or
 - (ii) behaves in any manner which the Executive Committee deems to be detrimental to the Academy,
- (“Unacceptable Conduct”).**
- (c) The Executive Committee shall, using such procedures as the Executive Committee from time to time determines, hear and make decisions concerning Unacceptable Conduct referred to the Executive Committee.
- (d) If the Executive Committee considers that a Member should be expelled from the Academy because of Unacceptable Conduct, the Executive Committee shall advise the Member in writing that it considers the Member should resign or be expelled from the Academy. If, within 14 days of receiving that notice, the Member has not resigned, the Executive Committee shall convene a meeting at which the question of the Member’s proposed expulsion is to be considered.
- (e) Written notice of the Executive Committee meeting shall be given at least 30 days before the date of the Executive Committee meeting to Executive Committee members and the Member concerned either orally or in writing disclosing:
- (i) details of the Member’s conduct which prompted the proposal to expel the Member; and
 - (ii) the time, date and place of the Executive Committee meeting at which the question of expulsion will be decided.
- (f) At the Executive Committee meeting, the Executive Committee shall:
- (i) afford the Member concerned a reasonable opportunity to be heard by the Executive Committee and to make representations in writing to the Executive Committee; and

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- (ii) after hearing and considering the representations, the Executive Committee may, by a Simple Majority expel the Member from the Academy and shall communicate that decision to the Member in writing or permit the Member's Membership of the Academy to be retained.
 - (g) If an expelled Member wishes to appeal against their expulsion, the expelled Member must give written notice to the Executive Committee of their intention to appeal within 14 days of the Executive Committee's decision to expel.
 - (h) When a notice of appeal is given by an expelled Member, the Executive Committee must convene a General Meeting of the Academy. At the General Meeting, the expelled Member shall:
 - (i) be given a reasonable opportunity to be heard by the Members at the General Meeting of the Academy; and/or
 - (ii) be permitted to make representations in writing to the Executive Committee which shall then be considered by the Members at the General Meeting.
 - (i) After considering the oral and/or written submissions of the expelled Member at the General Meeting, the Academy may by Simple Majority
 - (i) confirm the decision of the Executive Committee to expel the Member; or
 - (ii) set aside the decision of the Executive Committee to expel the Member and permit the Member's Membership of the Academy to be retained.
 - (j) The Academy's decision in respect of the expelled Member is final, conclusive and binding.

3.8 Members' Register

Upon the appointment or removal of a Member, the Secretary must update the Members' Register to reflect the appointment or removal of that person as a Member, as soon as practicable after the appointment or removal occurs.

4. Meetings

4.1 General Meetings and Scientific Meetings

- (a) General Meetings and Scientific Meetings of the Academy may be held jointly or separately.
- (b) The Executive Committee shall supervise and coordinate all aspects of the General Meetings and Scientific Meetings.

4.2 Annual General Meeting

- (a) The Membership of the Academy shall meet annually (“**Annual General Meeting**”).
- (b) An Annual General Meeting shall be convened within the time limits provided for the holding of Annual General Meetings by Section 23 of the Act.

4.3 Special Meetings

- (a) The President, or in the President’s absence, the Vice-President:
 - (i) may convene a Special Meeting; and
 - (ii) must, within thirty days of receiving a signed request in writing from not less than twenty per cent (20%) of Voting Members, issue a notice as set out under rule 4.3(b) of a Special Meeting for the purpose specified in that request,

 (“**Special Meeting**”).
- (b) Sixty days notice in writing shall be given to all Members of a Special Meeting called in accordance with clause 4.3(a), setting out the reason for the meeting.

4.4 Time and Place

Unless otherwise stated in the Rules, the Executive Committee shall determine the time and place of the meetings of the Academy.

4.5 Notice

- (a) Written notice of all meetings shall be given to each Member by email, mail or other means of written communication. This notice shall be addressed to each Member at the address appearing on the Members’ Register or as provided by the Member to the Academy for the purpose of such notice. All such notices shall be sent to each Member entitled thereto not less than sixty (60) days before each meeting and shall specify the place, the date, and the hour.
- (b) Any notice given under rule 4.5(a) will be deemed to have been received:
 - (i) if transmitted by e-mail, facsimile or delivered by hand before 5.00 pm on a working day, at the time of transmission or on the day of delivery (as applicable), or otherwise, at 9.00 am on the next working day; or
 - (ii) if sent by mail, on the second working day after posting.
- (c) A facsimile or e-mail is not given and received if:
 - (i) at the conclusion of the facsimile transmission the sender's facsimile machine issues an error transmission report which indicates that the

relevant number of pages comprised in the notice has not been sent;
or

- (ii) at the conclusion of the e-mail the sender receives an automated message stating that the e-mail was undeliverable.

4.6 Attendance

- (a) All Members may attend the General Meetings and Scientific Meetings of the Academy.
- (b) Members may invite guests approved by the Executive Committee to the Scientific Meeting.

4.7 Quorum

- (a) A quorum for General Meetings shall consist of not less than twenty per cent (20%) of the Voting Members of the Academy, excluding proxies.
- (b) If within thirty minutes after the time specified for the holding of a General Meeting a quorum is not present, the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue. If within thirty minutes of the time appointed for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (c) No quorum is required for Scientific Meetings of the Academy.

4.8 Voting

- (a) Each Voting Member shall be entitled to, in person or by proxy, one vote upon each resolution properly submitted for vote, and one vote for each office to be filled.
- (b) Elections shall be held at least once every two (2) years at the Annual General Meeting of the Academy.

4.9 Appointment of Proxy

- (a) A Voting Member may appoint another Voting Member to attend and vote instead of that Member at any meeting.
- (b) An instrument appointing a proxy shall be in such form as prescribed in the By-Laws or by the Executive Committee from time to time.

5. Executive Committee

5.1 Composition

The Executive Committee shall consist of the Elected Officers.

5.2 Duties and Powers

The Executive Committee shall:

- (a) manage the affairs of the Academy;
- (b) control the funds and other property of the Academy;
- (c) review annually the budget and submit recommendations to the Members;
- (d) have the power to form such committees as deemed necessary for the proper discharge of the duties of the Executive Committee from time to time, the details of which shall be set out in the By-Laws;
- (e) subject to this Constitution and the Act, exercise all such powers and functions as may be exercised by the Academy other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Members of the Academy; and
- (f) subject to this Constitution and the Act, perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the Academy.

5.3 Elected Officers

The elected officers of the Academy shall be the President, Vice-President, Secretary and Treasurer ("**Elected Officers**").

5.4 President

The duties of the President shall be to:

- (a) serve as the chief executive officer and official representative of the Academy in its contact with government, civic, business, and professional organisations for the purpose of advancing the Objects;
- (b) serve as Chairperson of the Executive Committee;
- (c) serve as an advisory Member of all committees;
- (d) nominate all Appointed Officers;
- (e) nominate individuals to fill any vacancy on the Executive Committee and to fill all other vacancies not provided for in this Constitution or the By-Laws;
- (f) call Special Meetings of the Executive Committee;

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- (g) present to the Members at the Annual General Meeting a report on the activities of the Executive Committee, as well as such matters deemed of importance to the Academy, the specialty of Paediatric Dentistry and the dental profession;
 - (h) nominate a Parliamentarian, subject to approval by the Executive Committee;
 - (i) appoint the requisite number of Returning Officers for each General Meeting; and
 - (j) perform such other duties as may be provided in this Constitution or the By-Laws, or as directed by the Executive Committee.

5.5 Vice-President

The duties of the Vice-President shall be to:

- (a) serve as a member of the Executive Committee;
- (b) assume the duties of the President in the case of the latter's absence, disability, resignation, or death; and
- (c) preside when it is necessary for the President to leave the chair.

5.6 Secretary

The duties of the Secretary shall be to:

- (a) serve as a member of the Executive Committee;
- (b) serve as Secretary to the Academy;
- (c) present an annual report to the Executive Committee and to Members at its Annual General Meeting;
- (d) perform such other duties as may be provided in the Constitution or the By-Laws or as directed by the President or the Executive Committee;
- (e) assume the duties of the Vice-President in the case of the latter's absence, disability, resignation or death;
- (f) co-ordinate the correspondence of the Academy;
- (g) keep full and correct minutes of the proceedings of the Executive Committee and of the Academy;
- (h) comply on behalf of the Academy with:
 - (i) section 27 of the Act in respect of the registered Members of the Academy;
 - (ii) section 28 of the Act in respect of the Rules of the Academy;

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- (iii) section 29 of the Act in respect of the record of the officeholders and any trustees of the Academy;
 - (i) have custody of all books, documents, records and registers of the Academy, including those referred to in rule 5.6(h), other than those required by rule 5.7 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (j) perform such other duties as are imposed by the Rules on the Secretary.

5.7 Treasurer

The duties of the Treasurer shall be to:

- (a) serve as custodian of all monies, securities and deeds belonging to the Academy and to hold, invest and disburse these subject to the direction of the Executive Committee;
- (b) supervise the annual audit of the funds of the Academy;
- (c) report annually on the general financial position of the Academy to the Members at the Annual General Meeting;
- (d) comply on behalf of the Academy with sections 25 and 26 of the Act in respect of the accounting records of the Academy;
- (e) be responsible for the receipt of all monies paid to the Academy and shall issue receipts for those monies in the name of the Academy;
- (f) pay all monies referred to in rule 5.7(e) into such account or accounts of the Academy as the Executive Committee may from time to time direct;
- (g) make payments from the funds of the Academy with the authority of a General Meeting or of the Executive Committee and in so doing ensure that all cheques are signed by the President and himself or herself;
- (h) whenever directed to do so by the President, submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction;
- (i) have custody of all books, documents, records, registers, securities, books and documents of a financial nature and accounting records of the Academy including those referred to in rule 5.7(d) and rule 5.7(e); and
- (j) perform such other duties as are imposed by the Rules on the Treasurer.

5.8 Elections

(a) Time

Election of Elected Officers shall be held biennially at an Annual General Meeting of the Academy.

(b) **Nominations**

- (i) The nominations for Elected Officers of the Academy shall be read to the Members at its Annual General Meeting.
- (ii) Each nomination should be in writing, seconded and accompanied by a signed acceptance from the nominee.
- (iii) The procedures to be followed in conducting the nomination process, including the requirements for the nomination form and the date, will be determined by the Executive Committee from time to time.

(c) **Returning Officers**

- (i) The President shall appoint the requisite number of Returning Officers, one (1) of whom the President shall designate as the Senior Returning Officer who shall supervise the distribution and collection of the ballots, validate the results and report the outcome to the Secretary who shall transmit the results to the Members prior to the adjournment of the General Meeting.
- (ii) The By-Laws may prescribe in further detail the role, duties and responsibilities of the Returning Officer.
- (iii) The Returning Officer may declare a nomination to be invalid and the candidate ineligible for election or re-election if the candidate's nomination form has not been fully completed or the information provided on the nomination form is false or misleading.
- (iv) The Returning Officer's decision in respect of all matters arising in connection with the nomination and election process will prevail and is final, conclusive and binding upon the Members.

(d) **Voting**

- (i) Each Voting Member shall be entitled to one (1) vote, in person or by proxy, for each vacancy in the office of President, Vice-President, Secretary and Treasurer.
- (ii) All Elected Officers shall require for election a Simple Majority of the votes of those Members present, entitled to vote and voting. In the event the initial balloting does not result in a Simple Majority, the two (2) nominees receiving the highest number of votes shall be in a run-off election to establish a Simple Majority. In case the second balloting does not result in a clear-cut choice, the President shall determine the Member to be elected by the simple toss of a coin.

5.9 Tenure

The term of office of the Elected Officers of the Academy shall be two (2) years with the possibility of re-election for a further two (2) years.

5.10 Chairperson

- (a) The President shall serve as chairperson of the Executive Committee (“**Chairperson**”).
- (b) The Vice-President shall serve as vice-chairperson of the Executive Committee (“**Vice-Chairperson**”).

5.11 Meetings of the Executive Committee

(a) Convening meetings

The President may at any time convene a Special Meeting of the Executive Committee.

(b) Quorum

- (i) A quorum for the transaction of business by the Executive Committee shall consist of three (3) members of the Executive Committee.
- (ii) The linking together by telephone or other electronic means of a sufficient number of the Executive Committee to constitute a quorum constitutes an Executive Committee meeting. All the provisions in this Constitution relating to the Executive Committee meetings apply, so far as they can and with any necessary changes, to Executive Committee meetings by telephone or other electronic means.
- (iii) A member of the Executive Committee who takes part in an Executive Committee meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (iv) An Executive Committee meeting by telephone or other electronic means is taken to be held at the place decided by the Meeting Chairperson, as long as at least one of the members of the Executive Committee involved was at that place for the duration of the meeting.
- (v) The Executive Committee may extend an invitation to any person or representative of a corporation it deems appropriate to sit with the Executive Committee provided that any such invitee is not entitled to vote on matters.

(c) Meeting Chairperson

- (i) The Chairperson must (if present within 10 minutes after the time appointed for the meeting and is willing to act) preside as the Meeting Chairperson at each meeting of the Executive Committee.
- (ii) If the Chairperson is not:
 - A. present within 10 minutes after the time appointed for the meeting; or
 - B. willing to act,

then the Vice-Chairperson shall preside as the Meeting Chairperson.

- (iii) If both the Chairperson and Vice-Chairperson are not present or are unwilling to act, then the Elected Officers present at the meeting must elect one of them as the Meeting Chairperson.

(d) **Meeting Proceedings**

- (i) Each member of the Executive Committee shall have a deliberative vote.
- (ii) A question arising at an Executive Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the Meeting Chairperson shall have the casting vote in addition to his or her deliberative vote.
- (iii) Subject to the Rules, the procedure and order of business to be followed at an Executive Committee meeting shall be determined by the Executive Committee members present at the Executive Committee meeting.
- (iv) A member of the Executive Committee having any direct or indirect pecuniary interest in a contract or proposed contract considered by the Executive Committee shall comply with sections 21 and 22 of the Act.
- (v) A resolution in writing passed by all of the Executive Committee members entitled to receive notice of the Executive Committee meeting and vote on the resolution, is as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
- (vi) Any resolution passed under rule 5.11(d)(v) may consist of several documents in the same form each signed by one or more of the Executive Committee members.
- (vii) If the documents referred to under rule 5.11(d)(vi) are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by an Executive Committee member unless the document, by its terms, is said to take effect from an earlier date.
- (viii) For the purpose of rule 5.11(d)(v), a facsimile transmission or other document produced by electronic means under the name of an Executive Committee member, with the Executive Committee member's authority, will be considered to be a document in writing signed by the Executive Committee member.

5.12 Vacancies

A vacancy occurs if a member of the Executive Committee:

- (a) dies;

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- (b) resigns by notice in writing delivered to the Chairperson or, if the member is the Chairperson, to the Vice-Chairman;
 - (c) is convicted of an offence under the Act or of an offence punishable by imprisonment;
 - (d) is absent without the consent of the Executive Committee, for more than three Executive Committee meetings in the same Financial Year, of which he or she has received notice;
 - (e) ceases to be a Member of the Academy; or
 - (f) is permanently incapacitated by mental or physical ill-health.

5.13 Filling Casual Vacancies

- (a) In the event the office of President becomes vacant, the Vice-President shall become President for the unexpired portion of the term.
- (b) In the event the office of Vice-President becomes vacant the duties of the office shall be performed by the Secretary, in addition to other duties, until a Vice-President is elected at the next Annual General Meeting of the Academy.
- (c) In the event the office of Secretary becomes vacant, the office shall be filled for the unexpired portion of the term by the Treasurer or by an Active Member nominated by the President, with appointment being subject to approval of the other members of the Executive Committee.
- (d) In the event the office of Treasurer becomes vacant, the office shall be filled for the unexpired portion of the term by the Secretary or by an Active Member nominated by the President, with appointment being subject to approval of the other members of the Executive Committee.

6. Appointed Officers

6.1 Title

The appointed officers of this Academy shall be a Parliamentarian and such others as may be designated by the Executive Committee ("**Appointed Officers**").

6.2 Tenure

The term of appointment of Appointed Officers shall be two (2) years with the possibility of reappointment for a further two (2) years.

6.3 Parliamentarian

- (a) The Parliamentarian shall be nominated by the President and appointed by majority approval of the Executive Committee.
- (b) The duties of the Parliamentarian shall be as follows:

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- (i) to attend all General Meetings of the Academy;
 - (ii) to advise the President, as Chairperson, on the conduct of the General Meetings; the Parliamentarian cannot make rulings, but advises the presiding officer;
 - (iii) to aid, give opinion, advise, or explain a procedural problem when requested by the Executive Committee;
 - (iv) to instruct Returning Officers as to their duties;
 - (v) to be responsible for seeing that no procedural details are overlooked, to anticipate parliamentary strategy and be certain that all parliamentary requirements are observed; and
 - (vi) to perform such duties as prescribed by the President.

7. By-Laws

The Executive Committee has the power to make, amend or rescind By-Laws not inconsistent with this Constitution.

8. Amendments

This Constitution may be amended by a Special Resolution of the Voting Members present and voting in person or by proxy at any General Meeting of the Members of the Academy, provided notice specifying the intention to propose the resolution as a special resolution has been mailed to the Members at least 60 days prior to the General Meeting.

9. Dissolution of the Academy

- (a) If upon the winding up of the Academy there remains after satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members, but shall be given or transferred to another association incorporated under the Act with similar objects that is not carried on for the profit or gain of its individual members and which association shall be determined by resolution of the Members.
- (b) In the event of the winding up or dissolution of the Academy, the Commissioner of Taxation shall be advised of the date of dissolution within thirty days of the dissolution.

10. Common Seal of the Academy

- (a) The Academy shall have a common seal on which its corporate name shall appear in legible characters.

- (b) The common seal of the Academy shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the minute book of the Academy.
- (c) The affixing of the common seal of the Academy shall be witnessed by the President and the Secretary.
- (d) The common seal of the Academy shall be kept in the custody of the Secretary or such other person as the Executive Committee from time to time decides.

11. Inspection of Records of Academy

Members are entitled to inspect the:

- (a) Members' Register;
- (b) the register of office holders of the Academy; and
- (c) the Rules of the Academy,

in accordance with the Act.

12. Audit

- (a) The financial year of the Academy shall end on the 30th day of June each year. There shall be an annual audit of the Academy accounts by an independent registered company auditor as appointed by Members at the Annual General Meeting.
- (b) The auditor will hold office until removal by a resolution of the Academy in a General Meeting or resignation in writing to the Executive Committee.
- (c) If an auditor ceases to hold office prior to the conclusion of the period of their appointment, the Academy must appoint a person to hold office as an interim auditor until the next Annual General Meeting.