

Australian  
Society  
of  
Implant  
Dentistry

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**THE AUSTRALIAN SOCIETY  
OF IMPLANT DENTISTRY**

**As Amended 2003 & 2006**

**CORPORATIONS LAW**  
**COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**  
**of**  
**THE AUSTRALIAN SOCIETY OF IMPLANT DENTISTRY**

1. The name of the company is “THE AUSTRALIAN SOCIETY OF IMPLANT DENTISTRY” (hereinafter called “the Society”)
2. The objects for which the Society is established are:
  - (a) To promote the study and practice of implant dentistry (being defined as the science and art of providing suitable substitutes for one or more lost or missing natural teeth and their associated parts by surgical intervention and the implantation of a suitable material into or below the soft and/or hard tissues of the mandible and/or maxilla in order that impaired function, appearance, comfort and health of the patient may be restored) and to promote investigation and research in implant dentistry the related sciences and related branches of dentistry and to bring together implant dentists for their common benefit and for scientific discussions and to disseminate knowledge of the principles and practice of implant dentistry by such means as may be thought fit.
  - (b) To grant certificates or similar forms of recognition of knowledge in the field of implant dentistry and related sciences and branches of dentistry either alone or in conjunction with other bodies or institutions having similar objects provided that every certificate on the face of it shall show that it is merely a certificate granted on an examination by the Society or upon other qualifications prescribed by the Articles of Association for the time being in force and that it does not take effect under any statutory or public power.
  - (c) To institute and conduct conferences, lectures, seminars, symposia and discussions upon implant dentistry and related sciences and branches of dentistry for the benefit of members of the Society and to invite and admit thereto on such conditions as shall be thought fit persons who are not members of the Society.

- (d) To consider, establish and conduct courses of study and training and to diffuse information calculated to promote and ensure the fitness of persons desirous of qualifying for membership of the Society.
  - (e) To institute, provide and contribute to scholarship grants, awards, prizes and other benefactions in connection with the study of implant dentistry.
  - (f) To acquire, establish, print, publish, issue and circulate such journals, magazines, periodicals, circulars, calendars or other literary or scientific works as may seem conducive to the promotion of the objects of the Society or as may seem in any other way beneficial to the Society.
  - (g) To seek and maintain affiliation with the Australian Dental Association Inc or its equivalent from time to time or any other Association or Society having objects similar to those of the Society.
  - (h) To acquire the assets of the present unincorporated Society of Implant Dentistry and to assume all or any of the liabilities or obligations thereof and for the purposes of this object to enter into any agreement with the said unincorporated Society or any of the members thereof.
  - (i) To consider all questions affecting the interests of the Society and to promote or oppose any legislative or other measures affecting such matters or concerned with implant dentistry or related sciences or branches of dentistry or as are related to the interests of the Society
3. To enable the company to carry out its objects it shall have in all jurisdictions the legal capacity of a natural person.
4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association 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 members of the Society provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Society or to any member of the Society in return for any services actually rendered to the Society nor for goods supplied in the normal and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by Bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Society but so that no member of the Council or governing body of the Society shall be appointed to any salaried office of the Society or any office of Society paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Society to any member of such Council or governing body except repayment of expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society, provided that the provision last aforesaid shall not apply to any

payment to any company of which a member of the Council or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. No alteration shall be made to the Memorandum or Articles of Association of the Society other than an alteration consisting solely of a change of the name of the Society unless
  - (a) A statement setting out the text of the alteration or proposed alteration has been lodged and the alteration or proposed alteration has been approved by the Australian Securities Commission and,
  - (b) The alteration is made in accordance with the Articles and the provisions of the Corporation Law.
6. Paragraphs 4 and 5 of this Memorandum of Association contain conditions upon which a licence is granted by the Australian Securities Commission to the Society in accordance with the provisions of Section 383 of the Corporations Law. For the purpose of preventing any evasion of the provisions of those paragraphs the Commission may from time to time on the application of any member of the Society and on giving notice to the Society of its intention so to do and after affording the Society an opportunity of being heard in opposition thereto within such time as may be specified in such notice impose further conditions which shall be duly observed by the Society.
7. The Society does not have a share capital.
8. If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income amongst its or their members to an extent at least as great as is imposed upon the Society under or by virtue of paragraph 4 of this Memorandum of Association such institution or institutions to be determined by the members of the Society at or before the time of dissolution and insofar as effect cannot be given to the aforesaid provision then to some charitable object.
9. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount if any unpaid by the member in respect of membership of the Society as required by the Articles of the Society.

10. The full names addresses and occupations of the subscribers hereto are as follows:

<b>Name</b>	<b>Address</b>	<b>Occupation</b>
Mario John Adamo	2 Wybalena Road HUNTERS HILL NSW 2110	Dental Surgeon
Olbert Rogers	70 Gymea Road GYMEA NSW 2227	Dental Surgeon
Gerald Marish	53 Wairoa Avenue NORTH BONDI NSW 2026	Dental Surgeon
David Rosenwax	30 Portland Street DOVER HEIGHTS NSW 2030	Dental Surgeon
Anthony Zahra	288 Marrickville Road MARRICKVILLE NSW 2204	Dental Surgeon
Peter Craig	1000 Logan Road HOLLAND PARK QLD 4121	Dental Surgeon
Graham Miller	272 Anzac Parade KEPPARING QLD 4021	Dental Surgeon
Evan Godfrey	229 Macquarie Street SYDNEY NSW 2000	Dental Surgeon
Tony Cassimatis	457 Old Cleveland Road CAMP HILL QLD 4152	Dental Surgeon
Jim Coates	22 Station Road INDOORIPILLY QLD 4068	Dental Surgeon
Ronald Bamber	171 Bondi Road BONDI NSW 2026	Dental Surgeon

Anthony Collins	152 Wallarah Road GOROKAN NSW 2263	Dental Surgeon
Kenneth Wendon	61 Phillip Street SYDNEY NSW 2000	Dental Surgeon
Andrew Taylor	550 Pacific Highway ST LEONARDS NSW 2065	Dental Surgeon
Danny Shalhoub	5 Featherstone Street BANKSTOWN NSW 2200	Dental Surgeon
Ralph Kelsey	713 Sandgate Road CLAYFIELD QLD 4011	Dental Surgeon

11. WE, the several persons whose names are subscribed hereto wish to form a Company in pursuance of this Memorandum of Association.

Signature of Subscribers	Witness to Signatures and Addresses

**DATED** this            day of            , 20    .



**CORPORATIONS LAW**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION**  
**of**  
**THE AUSTRALIAN SOCIETY OF IMPLANT DENTISTRY**

**INTERPRETATION**

1. In the Articles of Association the following words and phrases shall except where there is something in the subject or context inconsistent therewith have the following meanings:-

“Articles” means the Articles of Association of the Society for the time being in force.

“Council” means the whole or any number not being less than a quorum of the members of the Council for the time being of the Society elected or appointed in the manner provided in the Articles.

“Law” means the Corporations Law or any statutory modification or re-enactment thereof or any statutory provisions substituted therefor.

“Member” means a member of the Society and includes the various classes of members described in these Articles.

“Office” means the registered office for the time being of the Society.

“President”, “Vice-President”, “Immediate Past President”, “Secretary” and “Treasurer” severally mean the person for the time being holding the appropriate office in accordance with the Articles.

“Register” means the register of members of the Society to be kept pursuant to the Law.

“Society” means “The Australian Society of Implant Dentistry” being the Company of which these are the Articles of Association.

“Special Resolution” shall have the meaning assigned thereto by the Law.

“The Unincorporated Association” means the unincorporated association known as the Australian Society of Implant Dentistry.

Words denoting the singular number include the plural number and vice versa.

Words denoting the masculine gender include the feminine gender.

## **MEMBERSHIP OF THE SOCIETY**

2. Membership of the Society shall be divided into the following classes of members namely:
  - (a) Members
  - (b) Associate Members
  - (c) Accredited Members
  - (d) Accredited Active Members
  - (e) Fellows
  - (f) Honorary Members
  - (g) Honorary Life Members
  - (h) Student Members

### **Member**

A person is qualified to be a Member of the Society if:

- (a) the person is a legally qualified dental surgeon, registered or deemed to have been registered under any Act of Parliament of any State or Territory of Australia or overseas or another recognised National Dental Association as approved by the Council;
- (b) the person has been nominated for membership of the Society as provided by these Articles and any by-laws; and
- (c) the person has been approved for membership of the Society by the Council.

### **Associate Member**

A person is qualified to be an Associate Member if:

- (a) the person does not fall into the category of Member;
- (b) the person has an interest in Implantology;
- (c) the person has been nominated for membership of the Society as provided by these Articles and any by-laws; and
- (d) the person has been approved for membership of the Society by the Council.

### **Accredited Member**

A Member is qualified to be an Accredited Member if the Member has successfully completed, and satisfied the examination requirements of, the Accreditation Courses of the Society or has successfully completed similar courses acceptable to the Examining Committee of the Society.

### **Accredited Active Member**

An Accredited Member is qualified to be an Accredited Active Member if the Accredited Member is active in the practice of Implant Dentistry and has satisfied the requirements of the Examining Committee of the Society.

### **Fellow**

An Accredited Active Member is qualified to be a Fellow if the Accredited Active Member has displayed an advanced level of both theoretical knowledge of all implant modalities and practical applications and who satisfies such other requirements as may be required by the Examining Committee of the Society and has in the view of the Council made a significant contribution to the Society.

### **Honorary Member**

The Council may admit to Honorary Membership to any person who has given long and/or outstanding service to the field of implant dentistry. An Honorary Member shall be unable to vote or hold office within the Society.

### **Honorary Life Member**

Any member who has in the opinion of the Council rendered outstanding service to the Society in an executive position may be nominated as an Honorary Life Member of the Society. An Honorary Life Member shall be approved at a meeting of the Council by the affirmative vote of at least three quarters of the members present and voting.

### **Student Member**

A person is qualified to be a Student Member of the Society if:

- (a) the person is a student who is an under graduate in the faculty of dentistry in any university in Australia;
- (b) the person has been nominated for membership of the Society as provided by these Articles and any by-laws; and
- (c) the person has been approved as a Student Member of the Society by the Council.

### **Member's Privileges**

All persons approved as Members, Associate Members, Accredited Members, Accredited Active Members, Fellows, Honorary Members, Honorary Life Members and Student Members shall be admitted to such privileges as may from time to time be determined by the Council. Only Members, Associate Members (being Presidents of state branches), Accredited Members, Accredited Active Members, Honorary Life Members or Fellows shall be entitled to act as a member of the Council or officer of the Society or be entitled to receive notice of or be present to vote at any general meeting of the Society.

### **NOMINATION FOR MEMBERSHIP**

3. (1) A nomination of a person for membership of the Society:-
- (a) shall be made by a member of the Society in writing in the form required by these Articles or such other form as determined from time to time by the Council; and
  - (b) shall be lodged with the secretary of the Society
- (2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Council which shall determine whether to approve or reject the nomination the decision of the Council being final.
- (3) Where the Council determines to approve a nomination for membership the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these Articles by a member as entrance fee and annual subscription.
- (4) The secretary shall, on payment of the nominee of the amounts referred to in clause (3) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Society.

### **CESSATION OF MEMBERSHIP**

4. A person shall cease to be a member of the Society if the person:-
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the Society; or
  - (d) ceases to hold or retain the qualifications or meet the conditions applicable to the class of his membership or fails to pay any subscriptions or other moneys due under these Articles but only if membership is terminated by the Council.

## **RESIGNATION OF MEMBERSHIP**

5. (1) A member of the Society is not entitled to resign that membership except in accordance with this Article.
- (2) A member of the Society who has paid all amounts payable by the member to the Society in respect of the member's membership may resign from membership of the Society by first giving notice in writing of such period as the Council may determine to the secretary and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the Society ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **REGISTER OF MEMBERS**

6. (1) The secretary of the Society shall establish and maintain a register of members of the Society specifying the name and address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members shall be kept at the registered office of the Society and shall be open for inspection, free of charge, by any member of the Society at any reasonable hour.

## **SUBSCRIPTIONS & LEVIES**

7. (1) Members shall in relation to each financial year pay an annual subscription to the Society which shall be payable:
- (a) in the case of members admitted to membership during a financial year of the Society upon the date of their admission to membership; and
  - (b) in the case of all members other than those referred to in paragraph (a) of this Article not later than such date as shall for such purposes be nominated in each year by the Council.
- (2) The amount of the annual subscription payable by members shall be such amount as the Council from time to time determines provided that the Council may from time to time determine that no annual subscription or part only of the annual subscription shall be payable by any member of any class of members.
- (3) The Council may in its absolute discretion make an emergency levy on the members from time to time provided that the total of any such levy in any year shall not exceed 50% of the annual subscription payable by that member.

## **DISCIPLINING OF MEMBERS**

8. (1) Where the Council is of the opinion that a member of the Society:-
- (a) has refused or neglected to comply with any provision of these articles or any by-laws; or
  - (b) has been guilty of conduct which is not in the best interests of the Society or the members of the Society

The Council may, by resolution:-

- (a) expel the member from the Society; or
  - (b) suspend the member from membership of the Society for a specified period.
- (2) A resolution of the Council under clause (1) is of no effect unless the Council, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause (3), confirms the resolution in accordance with this Article.

- (3) Where the Council passes a resolution under clause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:-
  - (a) setting out the resolution of the Council and the grounds on which it is based;
  - (b) stating that the member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:-
    - (i) attend and speak at that meeting;
    - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Council held as referred to in clause (3), the Council shall:-
  - (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Council by the member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Council confirms a resolution under clause (4), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Article 10.
- (6) A resolution confirmed by the Council under clause (4) does not take effect:-
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the Society confirms the resolution pursuant to Article 10(4).

## **RIGHT OF APPEAL OF DISCIPLINED MEMBER**

9. (1) A member may appeal to the Society in general meeting against a resolution of the Council which is confirmed under the preceding Article, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the Council which shall convene a general meeting of the Society to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the Society convened under clause (2):-
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Council and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the general meeting the Society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

**PART III**  
**THE COUNCIL**

**RIGHT OF APPEAL OF DISCIPLINED MEMBER**

10. The Council subject to the Law and these Articles and to any resolution passed by the Society in general meeting:-
- (a) shall control and manage the affairs of the Society;
  - (b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these articles to be exercised by a general meeting of members of the Society; and
  - (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the furtherance of the objects of the Society including the making of by-laws provided that by-laws may only be made by a two-thirds majority of all members from time to time of the Council.

**CONSTITUTION AND MEMBERSHIP**

11. (1) The members of the Council shall consist of:-
- (a) the office bearers of the Society; and
  - (b) the immediate past president; and
  - (c) the President from time to time or his nominee from time to time of each branch together with one further active member from each branch nominated from time to time by the members of that branch; and
  - (d) any other member of the Society appointed by the members of the Council at any time or elected by the members of the Society at an Annual General Meeting, up to a maximum of three persons.

(2) The office-bearers of the Society shall be:-

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary,

each of whom, except the secretary shall be elected in the way provided for by these Articles. Each member and the office bearers shall hold office until the conclusion of the third annual general meeting following the date of their election but shall be eligible for re-election.

(3) In the event of a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these articles for such time as the member in whose place he has been appointed would have held office.

(4) Subject to the signing of any necessary consents required under the Law, the members of the Council shall be the following:

President

Vice President

Treasurer

Secretary

Immediate Past President

The Presidents from time to time of the NSW, Queensland, Victoria, South Australia and Western Australia branches of the Society

One member nominated from time to time by each of the NSW, Queensland, Victoria, South Australia and Western Australia branches of the Society

One or more members as nominated by the Council

(5) Subject to any prohibition in the law to the contrary each member of the Council shall whilst a member of the Council be, for the purposes of the law, a director of the Society.

## **BRANCH AND BRANCH COUNCILS**

12. (1) Those members of the Society resident in each State and Territory of Australia (being not less than 5 in number in each instance) shall constitute separate branches of the Society.
- (2) Each branch shall have a Branch Council which:
  - (a) shall act in an advisory capacity to the Council in relation to the affairs of the Society within that Branch; and
  - (b) shall exercise any powers that may be delegated to it by the Council from time to time.
- (3) Each Branch Council shall comprise such number of members as the branch in general meeting shall from time to time determine being in no case less than three nor more than fifteen members.
- (4) Members of the Council representing a branch and office bearers resident in the State shall ex officio be members of the appropriate Branch Council.
- (5) Members of each Branch Council other than ex officio members shall be elected annually by the members of the branch at the annual general meeting of the branch and each Branch Council may from time to time determine the time within which nominations must be delivered to the Branch Council prior to such election and the manner in which the election of such members of the Branch Council is to be conducted including if thought fit the holding of a postal ballot among members of the branch.
- (6) Candidates for election as President of a branch or as members of a Branch Council shall be nominated and seconded in writing by two members of that branch.
- (7) Each Branch Council shall meet on not less than two occasions in each year.
- (8) Save as herein provided a Branch Council may meet for the despatch of business adjourn and otherwise regulate its meetings as it thinks fit.
- (9) At all meetings of Branch Councils one-half of the number of members of the Branch Council shall comprise a quorum.
- (10) Each branch shall have as its office-bearers a President and Secretary and a Treasurer of the branch and these office-bearers shall be elected annually by the members of the branch from among the members of the branch at the annual general meeting of the branch and each Branch Council may from time to time determine the time within which nominations must be delivered to the Branch

Council prior to such election and the manner in which the election of such office-bearers is to be conducted including if thought fit the holding of a postal ballot among members of the branch.

- (11) The President, Secretary and Treasurer of each branch shall be ex officio members of the Branch Council.
- (12) An annual general meeting of each branch shall be held in each calendar year.
- (13) Any casual vacancy arising in relation to the Chairman or Secretary a Treasurer or a Branch Council member of each branch shall be filled by the remaining members of the Branch Council from among the members of the branch.
- (14) The members of a branch in general meeting may draw up articles and regulations to govern the activities of the branch and its members provided always that such articles and regulations do not conflict with the Articles of the Society. Such articles and regulations may include the power to fix annual subscriptions, to conduct bank accounts, to conduct seminars and scientific meetings, to raise funds for the branch and to accept grants from the Council.

#### **ELECTION OF MEMBERS OF COUNCIL**

13. (1) Nominations of candidates for election as office-bearers of the Society or as members of the Council:-
  - (a) shall be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the secretary of the Society not less than 30 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the relevant annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Council shall be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, an election of those persons nominated shall be conducted at the relevant Annual General Meeting and the Chairman of the relevant Annual General Meeting shall declare the result of the election to the relevant Annual General Meeting.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.
- (7) Any member of the Council appointed by the members of the Council pursuant to Article 12(1)(d) may hold office until the third Annual General Meeting of the Society after the person was last elected and shall be eligible for re-election at that meeting.
- (8) Any member of the Council elected by the members of the Society pursuant to Article 12(1)(d) may hold office until the third Annual General Meeting of the Society after the person was last elected and shall be eligible for re-election at that meeting.

## **SECRETARY**

14. (1) The Secretary shall in accordance with the Law be appointed by the Council for such term and upon such conditions as the Council thinks fit and any secretary so appointed may be removed by the Council. The Secretary shall retire at the next annual general meeting at which the council is elected but shall be eligible for re-appointment.
- (2) It is the duty of the secretary to keep minutes of:-
  - (a) all appointments of office-bearers and members of the Council;
  - (b) the names of members of the Council present at a Council meeting or a general meeting; and
  - (c) all proceedings at Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting shall be signed by the chairman of the meeting or by the chairman of the next succeeding meeting

## **TREASURER**

15. It is the duty of the treasurer of the Society to ensure that:-
- (a) all money due to the Society is collected and received and that all payments authorized by the Society are made; and
  - (b) correct books and accounts are kept showing the financial affairs of the Society including full details of all receipts and expenditure connected with the activities of the Society.

## **CASUAL VACANCIES**

16. For the purposes of these Articles, a casual vacancy in the office of a member of the Council occurs if the member:-
- (a) dies;
  - (b) ceases to be a member of the Society;
  - (c) becomes insolvent under administration;
  - (d) resigns office by notice in writing given to the secretary;
  - (e) is removed from office;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (g) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.

## **REMOVAL OF A MEMBER**

17. (1) The Society in general meeting may by resolution remove any member of the Council from the Council before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the Council to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## MEETINGS AND QUORUM

18. (1) The Council shall meet together at least 3 times in each period of 12 months either in person or by telephone, telex, radio, conference television or any form of audio or audiovisual instantaneous communication at such times as it may determine.
- (2) Additional meetings of the Council may be convened by the president or in his absence by the vice-president.
- (3) Written notice of a meeting of the Council shall be given by the secretary to each member of the Council at least **21 days** (or such other period as may be unanimously agreed upon by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting giving under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Council constitute a quorum for the transaction of the business of a meeting of the Council provided those members include at least 1 member from each branch.
- (6) No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Council:-
  - (a) the president or, in the president's absence, the vice-president shall preside;  
or
  - (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the Council as may be chosen by the members present at the meeting shall preside.
- (9) Each Council member shall have the power from time to time to nominate in writing, or by telex or facsimile any other Council member to act in his or her place at a meeting of the Council and notice of any such nomination must be given to the secretary. The nomination may restrict the manner in which the nominee is to act.

## **DELEGATION BY COUNCIL TO SUB-COMMITTEE**

19. (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Council thinks fit) to exercise of such of the functions of the Council as are specified in the instrument, other than:-
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Council by the law or by any other act.
- (2) A function the exercise of which has been delegated to a sub-committee under this Article may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this Article may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this Article, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Article has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this Article.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **VOTING AND DECISIONS**

20. (1) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined by a majority of the votes of members of the Council or sub-committee present at the meeting, unless provided otherwise in these Articles.
- (2) Each member (or his nominee) present at a meeting of the Council or of any sub-committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to there being a quorum, the Council may act notwithstanding any vacancy on the Council.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a sub-committee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Council or sub-committee.

## **PART IV**

### **THE COUNCIL**

#### **ANNUAL GENERAL MEETINGS – HOLDING OF**

21. (1) The first annual general meeting of the Society shall be held in accordance with Section 245 of the Law and at such place as the Council may determine.
- (2) Subsequent annual general meetings shall be held at least once in every calendar year in accordance with the provisions of the Law.

#### **ANNUAL GENERAL MEETINGS – BUSINESS AT**

22. (1) In addition to any other business which may be transacted at an annual general meeting or which shall be required by the Law, the business of an annual general meeting shall be:-
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Council reports upon the activities of the Society during the last preceding financial year.
- (2) An annual general meeting shall be specified as such in the notice convening it.
- (3) For every third annual general meeting the business of such meeting shall include the declaration of the result of the election of office bearers of the Society and members of the Council.

### **GENERAL MEETINGS – CALLING OF**

23. (1) The Council may, whenever it thinks fit, convene a general meeting of the Society.
- (2) The president of the Society may at any time convene a general meeting of the Society.
- (3) The Council shall, on the requisition in writing of members entitled to at least 5% of the total voting rights of all members having the date of the deposit of the requisition a right to vote at general meetings, convene a general meeting of the Society.

### **PROCEDURE**

24. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Articles to vote is present during the time the meeting is considering that item.
- (2) Fifteen members present in person (being members entitled under these Articles to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (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) at the same place.
- (4) If at the adjourned meeting 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 3) shall constitute a quorum.

### **PRESIDING MEMBER**

25. (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Society.
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## **ADJOURNMENT**

26. (1) 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), 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.

## **MAKING OF DECISIONS**

27. (1) A question arising at a general meeting of the Society shall be determined on a show of hands and, unless before or after the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Society, a poll may be demanded:
- (a) By the chairman;
  - (b) By at least three members present in person or by proxy;
  - (c) By a member or members present in person or by proxy and representing not less than 1/10<sup>th</sup> of the total voting rights of all members having the right to vote at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairman 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 chairman directs,
- and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **VOTING**

28. (1) Upon any question arising at a general meeting of the Society a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Society unless all money due and payable by the member or proxy to the Society has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **APOINTMENT OF PROXIES**

29. (1) Each member shall be entitled to appoint another member as proxy by notice lodged at the registered office of the Society no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these Articles or such other form from time to time determined by the Council.

## **PART V**

### **MISCELLANEOUS**

#### **FUNDS - SOURCE**

30. (1) The funds of the Society shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Council determines.
- (2) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the Society's bank account.
- (3) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **FUNDS - MANAGEMENT**

31. (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society shall be used in pursuance of the objects of the Society in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Council or employees of the Society, being members or employees authorised to do so by the Council.

### **ALTERATION OF OBJECTS AND ARTICLES**

32. Subject to any restrictions contained in the memorandum, the objects and these articles may be altered, rescinded or added to only by a special resolution of the Society.

### **COMMON SEAL**

33. (1) The Council shall provide for the safe custody of the common seal of the Society.
- (2) The common seal shall not be affixed to any instrument except by the authority of the council and the affixing of the common seal shall be attested by the signatures of 2 members of the Council.

### **SERVICE OF NOTICES**

34. (1) For the purposes of these Articles, a notice may be served by or on behalf of the Society upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Articles to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## INDEMNITY

35. (1) Every officer and the auditor of the Society shall be indemnified out of the assets of the Society to the relevant extent against any liability incurred by him in or arising out of the conduct of the business of the Society or in or arising out of the discharge of the duties of the officer or auditor.
- (2) Where the members of the Council consider it appropriate, the Society may execute a documentary indemnity in any form in favour of any officer or auditor of the Society.
- (3) Where the members of the Council consider it appropriate, the Society may:
- (a) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer or auditor of the Society against any liability incurred by the officer or auditor in or arising out of the discharge of the duties of the officer or auditor; and
  - (b) bind itself in any contract or deed with any officer of the Society to make the payments.
- (4) Where the members of the Council consider it appropriate, the Society may:
- (a) give a former member of the Council access to certain papers, including documents provided or available to the members of the Council and other papers referred to in those documents; and
  - (b) bind itself in any contract with a member of the Council or former member of the Council to give the access.
- (5) In this article 36:
- (a) 'auditor' includes a former auditor;
  - (b) 'officer' means a member of the Council, secretary or other officer (as defined in section 9 of the Law) of the Society, and includes a former officer;
  - (c) 'duties of the officer' includes, in any particular case where the members of the Council consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Society;

- (d) 'to the relevant extent' means:
  - (i) to the extent the Society is not precluded by law from doing so;
  - (ii) to the extent and for the amount that the officer or auditor is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
  - (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer or auditor in relation to another corporation, to the extent and for the amount that the officer or auditor is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation; and
- (e) 'liability' means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_ of \_\_\_\_\_  
(full name) (address)

being a member of THE AUSTRALIAN SOCIETY OF IMPLANT DENTISTRY

hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (address)

being a member of the Australian Society of Implant Dentistry hereby appoint \_\_\_\_\_,  
being a member of the Society as my proxy to vote for me on my behalf at the general meeting of the  
Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment of  
that meeting.

\* My proxy is authorized to vote in favour of / against (delete as appropriate) the resolution  
(insert details)

\* To be inserted if desired.

\_\_\_\_\_  
Signature of member appointing proxy

Date \_\_\_\_\_

**NOTE:** A member of the Society who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of the member at the meeting.

The instrument appointing a proxy shall be in writing under the hand of the appointer or of that of the person's attorney duly authorised in writing. A proxy must be an active member of the Society. Forms of proxy must be lodged at the registered office of the Society not less than 24 hours before the time for holding the meeting and if that proxy be signed by a duly authorised attorney, the power of attorney or a certified copy of that power must be lodged with the proxy.