Australian Dental Industry Association

Australian Dental Industry Association

Constitution

Reference: 1.1.1
As Approved – October 2010

Representing Dental Industry Excellence

Table of Contents – Constitution
Australian Dental Industry Association Inc.

1 Name 3
2 Interpretation 3
3 Membership of the ADIA 3
4 Membership Rights and Obligations 4
5 Annual Subscription and Other Charges 4
6 Register of Members 5
7 Termination of Membership 5
8 Annual General Meeting 5
9 Proceedings at Association Meetings 6
10 Conflict of Interest 7
11 The Board 7
12 Proceedings of the Board 8
13 Federal Executive 8
14 Federal Secretariat 8
15 Branches 9
16 Alteration of Rules, Statement of Purposes and Code of Practice. 9
17 Winding Up or Cancellation 9
18 Funds 10
19 Indemnity 10
20 Non-Profit Association 10

Additional Items

1 Statement of Purpose
2 Code of Practice

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Associations Incorporation Act 1981

Rules For An Incorporated Association

Australian Dental Industry Association Incorporated

1 Name

1.1 The name of the incorporated association is Australian Dental Industry Association Incorporated (in these Rules called "the Association").

2 Interpretation

2.1 In these Rules unless the contrary intention appears:

"Affiliate Member" means an Affiliate Member of the Association

"Annual General Meeting" (AGM) means the Annual General Meeting of Members of the Association.

"Board of Directors" means the Board of Directors appointed by the members ("the Board").

"Branch" means the New South Wales, Victoria, South Australian, Western Australian or Queensland branches or any other regional branch constituted pursuant to these rules.

"Code of Practice" means the “Code of Practice” document as may be adopted by the Association.

"Director" being a person appointed in accordance with this Constitution from time to time.

“Expert” being a person with special qualifications or knowledge.

“Extension Members” are Ordinary Members that have been granted extension membership to participate in a State Branch

"Federal Executive" means the Federal Executive constituted pursuant to these rules.

“Federal Secretariat” means the Executive Officer and staff of the Association.

"Financial year" means the year ending on 30th June.

"General Meeting" means a meeting of members convened in accordance with these Rules including an Annual General Meeting or an Extraordinary General Meeting.

"Honorary Life Member" means an Honorary Life Member of the Association.

"Member" means an Ordinary Member, Honorary Life Member or Affiliate Member of the Association

"Membership" shall mean and refer to all categories of Member herein.

"Ordinary Member" means an Ordinary Member of the Association and includes Extension Memberships granted by State Branches.

“Ordinary Business” means the matters considered and voted on by the Membership at the Annual General Meeting, as set out in clause 8.3 herein.

“Primary Contact” is the name of the representative of that company in a given State.

"Special Business" means any other business listed on the Notice of Meeting for an AGM that is not Ordinary Business.

"The Act" means the Associations Incorporation Act 1981 (Victoria) (as amended from time to time).

"The Regulations" means regulations under the Act.

'his" or "him" shall also mean and refer to the feminine gender "her" where applicable.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 and amendments to the Act as in force from time to time.

3 Membership of the ADIA

3.1 Membership of the Association shall consist of:

(a) Ordinary Members which includes Extension Members;
(b) Affiliate Members; and
(c) Honorary Life Members.

3.2 To be eligible to apply for Ordinary Membership of the Association an applicant:

(a) must be a legal business entity registered in Australia;
(b) must be a supplier of goods and/or services to dentistry within Australia;
(c) must be a business or a business division that is predominantly a supplier to dentistry;
(d) must not be involved in the clinical practice of dentistry.

3.3 Affiliate Membership of the Association is available for:

(a) entities that do not meet the criteria for Ordinary Membership but wish to be involved in dental industry activities;
(b) dental laboratories.

3.4 Honorary Life Member: The Federal Executive may from time to time appoint an Honorary Life Member of the Association.

3.5 Application for Ordinary or Affiliate Membership of the Association shall be made in writing on a form and process approved by the Board.

3.6 The Board shall determine whether to approve or to refuse an application for membership of the Association. The category of membership (Ordinary or Affiliate) will be determined by the Board.

3.7 Extension Membership: Ordinary Members of the Association that operate their business and have a full time representative, in more than one State may apply for extension membership(s) to participate in ADIA activities in that State. The application:

(a) shall be made in writing on a form approved by the Board;
(b) shall be reviewed and approved by the State Branch;
(c) extension members shall have the full rights of an Ordinary Member

4 Membership Rights and Obligations

4.1 Ordinary Members and Extension Members have:

(a) the right to participate and vote at State and Federal Meetings of the Association; and

(b) to hold State and Federal positions in the Association.

4.2 Affiliate Members:

(a) May participate in ADIA activities but do not have the right to vote at Federal and State Meetings of the Association;

(b) may serve on ADIA Committee with the approval of the ADIA Board;

(c) may not hold an elected ADIA office.

4.3 Honorary Life Members:

(a) may participate in ADIA activities but do not have the right to vote at Federal and State Meetings of the Association;

(b) may serve on ADIA Committee with the approval of the ADIA Board;

(c) may not hold an elected ADIA office;

(d) shall have none of the liabilities of Ordinary Membership in regard to subscriptions and contributions.

4.4 Every member shall abide by and adhere to:

(a) the provisions of this Constitution;

(b) the decisions of the Board;

(c) the terms, provisions, requirements and standards prescribed from time to time within the Code of Practice adopted by the Association; and

(d) the Statement of Purposes adopted by the Association.

4.5 Members of the ADIA are expected to participate in Association activities and to attend a minimum of three (3) Branch Meetings per year. A member company may send multiple representatives to ADIA Meetings and activities. Ordinary and Extension Members get one vote per membership. The primary contact of the member company and/or extension membership is deemed to hold the voting right.

5 Annual Subscription and Other Charges

5.1 Each member shall pay an annual subscription calculated on the basis of the following formula:

Where B = the base rate determined from time to time by the Board.

(a) in the case of an Ordinary member: B

(b) in the case of an Extension Ordinary Member: $\frac{B}{2}$

(c) in the case of an Affiliate Member : $\frac{B}{2}$

5.2 The Board of the Association may set the fees and charges for the Association.

6 Register of Members

6.1 The Federal Secretariat of the Association shall keep and maintain a register of members in accordance with the ADIA Privacy Policy.

7 Termination of Membership

7.1 A member of the Association who has paid all monies due to the Association may resign from the Association by giving notice in writing to the Federal Secretariat.

7.2 A Member shall cease to be a member of the Association if

(a) the member resigns;

(b) the member becomes bankrupt;

(c) the member makes an assignment or enters into an arrangement for the benefit of his creditors and the Board resolves that the membership be terminated;

(d) the member's business is wound up;

(e) the member's subscription has remained unpaid for three calendar months after the same has become due and the Board has resolved that his membership be terminated;

(f) the members fail to attend or send a representative or Proxy to three (3) consecutive State Branch Meetings of the Association and the Board resolves that membership be terminated.

7.3 A person who from any cause whatsoever ceases to be a Member of the Association shall not have any claim monetary or otherwise upon the Association, its funds or property.

7.4 The Board may by resolution expel a Member if the Board is of the opinion that the Member:

(a) has refused or neglected to comply with these Rules or with the Code of Practice adopted by the Association;

(b) has refused or neglected to comply with any resolutions duly passed by the Board; or

(c) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association;

(c) is no longer engaged in the supply of goods and/or service to dentistry;

(e) such trade does not offer a continuous service in support of the objects of the Association.

7.5 The Board may not expel a member until the Board has given the Member concerned a reasonable opportunity to be heard.

8 Annual General Meeting

8.1 The ADIA and each State Branch shall in each calendar year convene an Annual General Meeting.

8.2 The Annual General Meeting will be:

(a) held at such time and place as the Board or State Branch may determine;

(b) notified to members in writing 7days prior to the Meeting.

8.3 The business of the Association Annual General Meeting shall be:

(a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that Meeting;

(b) to receive reports upon the activities of the Association during the last preceding financial year;

(c) to elect the Office Bearers of the Association and to note the appointment of Office Bearers as Directors in accordance with this Constitution;

(d) to receive and consider the Audited Financial Statements of Association;

(e) Appoint the Auditors for the Association

(f) Approve remuneration for the ADIA Board.

(g) to consider Special Business listed in the Notice of Meeting.

8.4 Nominations for Federal and State positions shall be made in writing on an approved form and shall be lodged with the Federal Secretariat or the State Secretary at least seven (7) days prior to the Annual General Meeting at which the election will be held.

8.5 At least five (5) days before the Annual General Meeting, the Federal Secretariat or the State Secretary shall notify each member of nominations for elected positions.

8.6 If only one person is nominated for an Office, that person shall be deemed to have been elected.

8.7 If more than one person has been nominated for an Office, an election shall be held.

8.8 Upon the election of the Federal President the retiring Federal President shall automatically be appointed as the Immediate Past Federal President.

8.9 The Annual General Meeting shall be in addition to any other General Meeting that may be held the same year.

8.10 The Board may convene an Extraordinary General Meeting of the Association, as and when required.

8.11 The Board shall, upon request in writing by members representing not less than 5% of the total number of members eligible to vote at such Meeting convene a Extraordinary General Meeting of the Association.

9 Proceedings at Association Meetings

9.1 The following rules shall apply to General Meetings of the Association:

(a) There must have a quorum of ordinary members present in person or by proxy, determined in accordance with clause 9.4;

(b) Ordinary business of the Association shall be determined by a simple majority vote;

(c) Special Business shall be determined by a majority of not less than three-fourths of the members voting in person or by proxy.;

(d) Meetings shall be Chaired by the President, or in his/her absence the Vice President. In their absence the Meeting shall elect a Chairman;

(e) In the case of an equality of votes on any question, the Chairman of the Meeting is entitled to exercise a casting vote.

9.2 An Ordinary Member is not entitled to vote at General Meeting unless all monies due and payable to the Association have been paid.

9.3 Each member shall be entitled to appoint another member as a proxy by notice in the form prescribed by the Board, given to the Federal Secretariat prior to the Meeting.

9.4 The Quorum for ADIA Meetings is:

(a) Federal Meetings – 30 Members

(b) State Branch Meetings – 6 Members

Attendance may be in person or by proxy.

10 Conflict of Interest

10.1 The ADIA places great importance on making clear any existing or potential conflicts of interest. All such conflicts of interest shall be declared by the member concerned and documented in the Minutes of the Meeting.

(a) Members shall declare any conflicts of interest either at the start of the Meeting concerned or when a relevant issue arises. The nature of this conflict of interest should be entered into the Meeting minutes.

(b) Where a conflict of interest or potential conflict of interest is identified the member concerned shall leave the room as soon as that item comes up for discussion. The concerned member shall not vote on that issue, nor initiate or take part in any discussion on that topic unless expressly invited to do so by agreement of other members present.

11 The Board

11.1 The management of the business of the Association is vested in the Board.

11.2 The Term of Officers for Federal and State Officers shall be two years.

11.3 An Office Bearer of the Association shall not retain the same Office for more than two consecutive terms of appointment.

11.4 In the event of a casual vacancy of the position of Federal President or Federal Vice President, the Board may appoint one of its members to the vacant position. The Director so appointed may continue in that appointment up to and including the conclusion of the next Annual General Meeting. Such temporary appointment does not constitute part of a term of Office.

11.5 The Board shall consist of:

(a) The Federal President,

(b) The Federal Vice President;

(c) The Immediate Past Federal President;

(e) One (1) State Branch President; and

(f) Three (3) other persons elected by the Board by majority vote for a term not to exceed three years.

11.6 In the event of a casual vacancy for the position of Immediate Past Federal President, the Board may appoint any Past Federal President to the vacant position. The Director so appointed may continue in that appointment up to and including the conclusion of the next Annual General Meeting.

11.7 Not more than two weeks after the Annual General Meeting nominations for the position set aside for a State Branch President will be called for from amongst the State Branch Presidents.

11.8 If only one State Branch President is nominated for the position set aside for a State Branch President, that person shall deemed to have been elected.

11.9 If more than one State Branch President has been nominated for the position set aside for a State Branch President, an election shall be held.

11.10 A member of the Board need not be a member of the Association.

12 Proceedings of the Board

12.1 The Board shall meet at least twice in each year at such times as the Board may determine. Special Meetings of the Board may be convened by the Federal President, or any three members of the Board.

12.2 Any five members of the Board constitute a quorum for the transaction of the business of a Meeting of the Board.

12.3 At a Meeting of the Board the Federal President or in his/her absence the Federal Vice President shall preside; where the Federal President and Federal Vice President are absent, one of the remaining members of the Board as may be chosen by the members present shall preside.

12.4 Motions of the Board shall be determined by a simple majority.

12.5 Motions put to the Board shall be determined by vote taken in such manner as the Chairman presiding at the Meeting may determine.

12.6 The Board may delegate any of its powers to Board committees consisting of members of the Board and members of the Association as it thinks fit.

13 Federal Executive

13.1 There shall be a Federal Executive consisting of

(a) Federal President,
(b) Federal Vice President
(c) One (1) other Board members, agreed by the Board

13.2 The Board may confer upon the Federal Executive such powers as it deems appropriate from time to time.

14 Federal Secretariat

14.1 The Federal Secretariat of the Association shall:

(a) keep minutes of the resolutions and proceedings of each General Meeting and each Meeting of the Board;
(b) shall collect and receive all moneys due to the Association and make all payments authorised by the Association;

(c) shall keep correct accounts and records of the financial affairs of the Association and make them available for inspection by members of the Association;

(d) shall keep such other registers and records required by legislation.

(e) shall keep in its custody or under its control all books, documents, data and securities of the Association

15 Branches

15.1 In addition to the Branches already established, Branches may be established by the Board in any State or Territory of the Commonwealth of Australia.

15.2 An Annual General Meeting of each Branch shall be convened once in each calendar year.

15.3 State Branches will conduct their affairs under the same rules as set out in this Constitution.

15.4 A Branch President, Branch Vice-President and Branch Secretary shall be elected at a General Meeting of a Branch and shall comprise the Executive of that Branch.

15.5 A Branch at a General Meeting may confer upon the Branch Executive such powers, as it deems appropriate.

15.6 The objects of a State Branch are as follows:

(a) to provide a bureau of information concerning the dental industry within the state or region of the Branch;

(b) to give consideration to matters associated with the dental industry and to promote friendly relations between the members attached to that Branch;

(c) to provide a medium for the exchange of views relating to the production, manufacture and distribution of dental products and services so far as it relates to members of that Branch;

(d) at all times act in a way that is conducive to furthering the objectives of the Association.

15.7 A Branch must at all times comply with any resolution of the Board or of the Association relating to that Branch and where a resolution of a Branch is inconsistent with a resolution of the Association or of the Board, the resolution of the Association or of the Board as the case may be shall prevail and the resolution of the Branch shall to the extent of the inconsistency be invalid.

16 Alteration of Rules, Statement of Purposes and Code of Practice.

16.1 This Constitution, the Statement of Purposes and the Code of Practice of the Association may only be altered by a “Special Business” resolution of the Association.

17 Winding Up or Cancellation

17.1 In the event of the winding up or the cancellation of the incorporation of the Association, the remaining assets of the Association shall be disposed of in accordance with the provisions of the Act, shall be paid to the Australian Dental Research Foundation Incorporated or other institution, society,

association or club having objects similar to the Australian Dental Research Foundation Incorporated.

18 Funds

18.1 The Funds of the Association shall be derived from commercial activities, annual subscriptions, donations, charges and levies and such other sources as the Board determines.

19 Indemnity

19.1 Every member of the Board, Branch Office, Auditor, Association Employee or Agent of the Association shall be indemnified from the assets of the Association against any liability incurred by him in defending any civil or criminal suit in relation to the affairs of the Association arising out of the execution and the duties of his Office or in connection with any application in respect of any negligence default breach of duty or breach of trust.

20 Non-Profit Association

20.1 The ADIA is a non-profit association. The assets and income of the association shall be applied solely to the furtherance of the Association's objectives as set out the Statement of Purpose in this Constitution. No portion of the Association's assets or income shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation for service rendered or expenses incurred on behalf of the Association.

Statement of Purpose
Australian Dental Industry Association Inc.

MISSION STATEMENT

The Australian Dental Industry Association Inc. (ADIA) represents member companies which supply products and services to dentistry in Australia.

Our purpose is to advance and represent the interests of members, for the benefit of the dental industry and the oral health care of all Australians.

VISION STATEMENT

To be an effective and innovative national service organisation that encourages members to participate in the Association's activities through the facilitation of Meetings and the flow of relevant and timely information.

We are committed to working with members to initiate new programs that advance the welfare of members and dentistry. We strive to provide members with programs that significantly assist the way they do business including regulatory and oral health issues, educational courses, exhibitions, conferences, industry statistics and member benefits.

VALUES STATEMENT

The ADIA is a not for profit association managed on the principles of honesty, respect and fairness. Each member is of equal importance and the Association deals with issues arising between members in an even handed, objective and confidential manner. The ADIA is committed to the highest standards of ethical behavior in its interaction with members, government, the public and associated professional organisations.

OBJECTIVES AND PURPOSE

1 To give consideration to matters associated with the dental industry and to promote friendly relations between its members and other organisations in dentistry.

2 To provide a medium for the exchange of views relating to the production, manufacture and distribution of dental goods and service.

3 To provide a bureau of information concerning the dental industry within the Australia and to collect and circulate to its members statistics and other information relating to such trade and manufacture.

4 To encourage the development of high quality devices, materials and services for use in dentistry.

5 To establish, encourage and maintain high standards of ethical conduct and good business practice by all Members.

6 To promote the interests of dental science and the provision of dental services for the benefit of the Australian community.

The ADIA Board will maintain a current Business Plan to document how the objectives and purposes of the Association shall be delivered.

Code of Practice
Australian Dental Industry Association Inc.

PURPOSE OF THE CODE

The Australian Dental Industry Association Inc. (ADIA) is committed to maintaining the highest standards of ethical conduct and good industry practices. The Code is intended to encourage the ethical, orderly, competent and lawful conduct of ADIA Members in the management of their businesses as to achieve the highest of industry standards of behavior for the benefit of customers and consumers. The essence of the Code is that Members conduct their dental industry businesses with ethical diligence.

CODE PROVISIONS

1 In the conduct of their businesses Members shall respect the agencies, employees, legal and intellectual property rights, of any Member or of others.

2 Members should not behave in a way which brings the industry into disrepute.

3 All product and service information in advertising, promotional material and promotional activities must be current, accurate, truthful, balanced, capable of substantiation and not misleading or deceptive, whether directly, by implication or by omission.

4 Advertisement and promotional activities shall not encourage, or be likely to encourage inappropriate or excessive purchase or use of products or services. All communications shall be made in a manner which promotes the responsible use of dental products and services.

5 Product or service comparisons shall be factual, truthful, fair and demonstrable.

6 No method or content of any promotion or advertising shall be such as to bring discredit upon the dental industry, any Member, any dental practitioner or upon ADIA.

7 Representation of therapeutic and medical devices shall be consistent with the Manufacturer's intended purpose and registration on the ARTG

8 Comparative advertising and promotion shall be truthful, compare like with like, be presented in a balanced and fair manner and shall not be misleading. Comparisons should reflect a body of scientific evidence or experience. Comparative advertising and promotion shall not denigrate competitor's products.

9 Advertising and promotion directed to consumers must comply with the *"Therapeutic Goods Advertising Code 2007"*.

10 Members may sponsor or support activities that enhance or promote research, education or professional development in dentistry or related science, technology or services.

11 Members may support *bona fide* research, education and professional development for Healthcare Professionals to facilitate the safe and effective use of their products and services.

(a) These activities shall be held in appropriate facilities conducive to the effective transmission of knowledge.

(b) Members may provide Healthcare Practitioner attendees with reasonable and **modest** travel, accommodation, meals and receptions in connection with these programs.

(c) The provision of such educational opportunities shall neither construe nor create any obligation on the relevant professional to purchase or cause to purchase any goods or services associated with the training.

(d) It is not appropriate for Members to pay expenses of guests of Healthcare Practitioners or any other person who does not have a *bona fide* professional interest in the information being shared at the Meeting.

12 A Member may not give or receive a gift from a Healthcare Practitioner which is beyond the level of what is reasonable and customary in the circumstances of the relationship.

13 Members should ensure that their staff and representatives are fully aware of the provisions of this Code and conduct themselves in a manner that complies with the Code. Members are encouraged to undertake the responsibility of training their staff appropriately for their roles.

14 Members shall have in place a Complaints Handling Procedure for the recording and dealing with product or service complaints.

15 Members shall comply with the provisions of relevant legislative and licensing requirements such as but not limited to

- trade practices
- therapeutic goods
- occupation health and safety
- copyright trade marks and patents
- consumer health and safety
- intellectual property rights

ADMINISTRATION OF THE CODE OF PRACTICE

The ADIA Code of Practice shall be administered by the ADIA Ethics Committee.

The Ethics Committee shall be made up of:

- Chairman
- President of the ADIA
- Two (2) other Members appointed by the ADIA Board

The Committee may call on “expert” advice if they deem it is required. The ADIA Executive Officer shall provide the Secretariat function of the Committee.

COMPLAINTS

Complaints shall be made in writing and be addressed to the Chairman of the Ethics Committee and marked “Confidential”. Complaints shall outline the issues of complaint or non-compliance with the Code and include relevant supporting documentation.

The Committee may consider complaints directed to a Member from:

- Consumers and non-industry persons

- Industry members and non-member companies and individuals

The Committee may decide not to consider an issue if they deem it to be frivolous, vexatious or outside the jurisdiction of the Committee.

The Committee may refer complainants with legal or legislative issues to the relevant statutory entity.

PROCEDURE FOR COMPLAINTS

1 A member of the Ethics Committee who has a direct or indirect interest in a matter to be considered by the Committee shall advise the Committee and not take any further part in the deliberation or determination of the issues.

2 The Committee may inform itself on any matter and may consult and seek advice as it sees fit, including seeking further information from either the complainant or the respondent.

3 The Committee shall consider issues in a timely manner and keep all parties informed of the actions and deliberations of the Committee.

4 The Committee may recommend / invite companies that are in dispute to participate in mediation to resolve the issues.

AVAILABLE SANCTIONS

Sanctions may be applied where breaches of the Code have been established. Sanctions may consist of one or more of the following:

1 Requirement that action be taken to discontinue or modify a practice that is determined to be in breach of the Code.

2 A requirement to recall and/or destroy offending material.

3 A requirement to publish a retraction statement.

4 Issue a reprimand or severe reprimand to a company in breach of the Code.

5 Recommend to the ADIA Board that Membership of the ADIA be suspended or cancelled.

6 Publish and/or notify ADIA Members of a breach of the Code and the sanction imposed.

7 The Committee may determine the form and timetable for the application of a sanction.

FAILURE TO COMPLY WITH SANCTIONS

A company that fails to comply with a sanction imposed by the Ethics Committee will be referred to the ADIA Board for their consideration.

APPEAL MECHANISM

A company that has been found in breach of the Code and has had a sanction applied by the Ethics Committee may lodge an appeal against the finding and/or sanctions to the ADIA Board. Notice of an appeal must be lodged with the Executive Officer of the ADIA within 14 days of receiving notification of the finding of the Ethics Committee.

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