



SECTION VIII BYLAWS 2021 AUSTRALASIA SECTION 26 January 2022

Bylaws are the overarching official policies of an organisation for the governance of its members and the regulation of its affairs. Within ICD, Bylaws have superseded constitutions under which ICD and Sections of ICD were originally established. These Section VIII Bylaws comply with the College Bylaws and are supplemented by the Section VIII Standing Rules and Procedures Guide. The Section VIII Bylaws and Standing Rules are posted on the Section VIII website: <http://www.icdsectionviii.org/>

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SECTION 1. NAME

The name of the organization is “The International College of Dentists, Australasia Section”, hereinafter referred to as “Section VIII”.

SECTION 2. MISSION STATEMENT

The International College of Dentists is the pre-eminent global dental honour society recognizing outstanding professional achievement and meritorious service while advocating for humanitarian and educational initiatives.

SECTION 3. CORE VALUES

- **Leadership:** uphold the highest standard of professional competence and personal ethics.
- **Recognition:** recognize distinguished service to the profession and the public in the Australasian region.
- **Humanitarianism:** foster measures for the prevention and treatment of oral disease by encouraging and supporting humanitarian projects led by Section VIII Fellows.
- **Education:** contribute to the advancement of the profession of dentistry by fostering the growth and diffusion of dental knowledge in the Australasian region.
- **International Professional Relations:** provide a universal forum in the Australasian region for the cultivation of cordial relations within the profession and assist in preserving the highest perception of the profession in the Australasian region.

SECTION 4. COLLEGE MOTTO

Recognizing service and the opportunity to serve.

SECTION 5. AUTHORITY

- 5.1 The governing authority of Section VIII shall be established and outlined in these Bylaws.
- 5.2 The governing authority of Section VIII shall be delineated in the Standing Rules.
- 5.3 All provisions of the Bylaws of the International College of Dentists, now in force or adopted in the future, shall automatically apply to Section VIII.

SECTION 6. ORGANIZATION

6.1 Incorporation

- 6.1.1 The International College of Dentists is a not for profit corporation organized in accordance with the provisions of the Internal Revenue Service of the United States of America
- 6.1.2 The official certificate of incorporation of the College shall be used by all Sections of the College.

6.2 Autonomous Section

- 6.2.1 Section VIII is an approved autonomous Section of the College.
- 6.2.2 Section VIII consists of one district encompassing the geographic region of Australia, New Zealand, the Fiji Islands and the other islands of the South Pacific, Papua New Guinea and Timor Leste.
- 6.2.3 The Council may vary the geographical area of Section VIII either on petition of the Fellows of the region or the Section.
- 6.2.4 A petition to vary the geographical area of Section VIII shall be channeled through the Section VIII officers with a copy to the Secretary General at least six (6) months prior to the next meeting of the Council.
- 6.2.5 The governance documents of Section VIII shall not be in conflict with the governance documents of the College.
- 6.2.6 When changes are made, Section VIII shall refile its governance documents with the College Office highlighting any changes made since the date they were last filed.
- 6.2.7 Any changes to the governing documents of Section VIII must be reviewed by the College Bylaws Committee to determine if any conflicts exist.
- 6.2.8 Should it be determined that governing conflicts exist between the College and Section VIII, the governing documents of Section VIII will revert to the last set submitted which are compliant with those of the College.
- 6.2.9 If Section VIII fails to maintain the minimum number of one hundred twenty (120) Fellows required of an autonomous Section, Section VIII will be placed on probation as described in the College Bylaws.

SECTION 7. GOVERNANCE

7.1 Board of Regents

- 7.1.1 The Section VIII Board of Regents, hereinafter designated the "Board", shall be the governing body of Section VIII.
- 7.1.2 The Board shall have the authority to make any and all decisions regarding the conduct of Section VIII.
- 7.1.3 Decisions and actions of the Section VIII Board shall not be in conflict with the Bylaws of the Section or the College.

7.1.4 Unless otherwise specifically indicated, decisions of the Board take effect immediately upon reaching the decision by the casting of votes.

7.2 Board Composition

7.2.1 Membership of the Board will include one representative each for New Zealand, NSW/ACT, QLD/NT, SA/TAS, VIC and WA.

7.2.2 International Councillors are voting members of the Board but do not represent New Zealand or an Australian state or territory.

7.2.3 The number of International Councillors on the Board will be the maximum allowable for Section VIII under College Bylaws.

7.2.4 At the end of the President's term of office, the President will retire from the Board but will retain the title of "Immediate Past President" and will remain available to act as an advisor for the term of the incoming President.

7.2.5 Nominations of new Regents are voted on by the Board at the first Board meeting in the year prior to the President vacating office.

7.2.6 A new Regent joins the Board as a non-voting "Regent-Elect" one year prior to the biennial changeover of Officers or as otherwise required to fill vacancies on the Board.

7.2.7 The Section VIII Administrative Officer will attend the meetings of the Board for reporting and taking minutes but will not have voting rights.

7.2.8 All Board positions are honorary. Board members, and others conducting business on behalf of the Board, are reimbursed for all expenses incurred while undertaking College business as determined by the Board.

7.2.9 In the event of a vacancy in any of the Board positions, the Board shall appoint a Section VIII Fellow in good standing to fill the unexpired term of the vacated position.

7.3 Officers of the Board

7.3.1 Appointments to officer positions on the Board are made from within the Board based on individual skills needed and length of service on the Board. In exceptional circumstances, appointments to officer positions can be made from non-Board members who are Section VIII Fellows in good standing.

7.3.2 The appointment of a Fellow to the position of International Councillor is based on a Fellow's service to Section VIII. International Councillors do not need to be current Board members but must be Fellows in good standing. Appointment of International Councillors is not based on representation for New Zealand or a specific Australian state or territory.

7.3.3 From among their number, or from Section VIII Fellows in good standing if deemed necessary, the Board shall elect by a majority of votes a President Elect and Registrar.

7.3.4 The President Elect shall automatically assume the office of President at the completion of a standard term of office or in the event of the President being unable to complete a term of office.

7.3.5 The Board will appoint an Editor from amongst Board members, the Section membership or from external sources as deemed appropriate by the Board. If the Editor is not a Board member, the Editor may attend the meetings of the Board but will not have voting rights.

7.4 Executive Committee

7.4.1 The Executive Committee shall consist of the President, President Elect and Registrar.

7.4.2 The Executive Committee shall meet at the call of the President or at the call of the President Elect should the President be unable to perform the duties of the position of President.

7.4.3 The Executive Committee is responsible for investigating any claims of professional misconduct on the part of a Fellow of the Section and reporting their findings to the Board for final action. The action taken needs to be reported to the College Secretary General.

7.4.4 The Executive Committee shall have the power to conduct other urgent Section business in circumstances where a quorum cannot be convened as specified within these Bylaws provided at least two (2) members of the Executive Committee participate in the meeting.

7.4.5 All decisions of the Executive Committee are subject to the approval of the Board at a meeting of the Board to be convened as soon as feasible.

7.5 Terms of Office

- 7.5.1 The term of office for the President, President Elect and Registrar is two years which, in the normal course of events, corresponds to the dates of the induction ceremonies held at the time of the biennial Australian Dental Congresses when the changeover of Board officers occurs.
- 7.5.2 The maximum term of office for the Editor, if a Board member, is two consecutive two year terms.
- 7.5.3 Regents are required to progress to an officer position on the Board or retire from the Board after serving a maximum of two consecutive two year terms as a voting Regent on the Board.
- 7.5.4 International Councillors are required to progress to a position on the Executive Committee of the College or retire from the position of International Councillor after six years of service on the International Council.
- 7.5.5 Unless otherwise specified in these Bylaws, Board members are eligible for reappointment.
- 7.5.6 Where the Board fills an unexpected vacancy on the Board between the biennial changeovers of officers, the appointment will apply to the remainder of the unexpired term.

7.6 Meetings of the Board

7.6.1 Time and Place

- 7.6.1.1 The Board shall meet quarterly.
- 7.6.1.2 The Section President may convene additional Board meetings as deemed necessary to conduct College business.
- 7.6.1.3 In the normal course of events, in person Board meetings will be held biennially at the time of the Australian Dental Congresses.
- 7.6.1.4 All other Board meetings will be virtual meetings.
- 7.6.1.5 The venue for the biennial in person Board meetings will be determined based on the location of the Australian Dental Congress and availability of local board rooms of the ADA.

7.6.2 Notification of Board Meetings & Agendas

- 7.6.2.1 The President will give all Board members a minimum of twenty-eight (28) days written notice of all quarterly Board meetings.
- 7.6.2.2 The President will give all Board members a minimum of ten (10) days written notice of additional Board meetings.
- 7.6.2.3 Agendas for all meetings will be prepared by the Administrative Officer and approved by the President for distribution to all Board members at least ten (10) days prior to Board meetings.

7.6.3 Voting

- 7.6.3.1 Each Board member shall have one (1) vote.
- 7.6.3.2 In the event of equality, the President shall have the casting vote.
- 7.6.3.3 Unless otherwise specified in the Section VIII Bylaws, the majority rules.
- 7.6.3.4 Board members who are unable to attend a Board meeting may send a written proxy vote to the meeting with another Board member.
- 7.6.3.5 No Board member present at the meeting shall cast more than one (1) proxy vote on each matter which is brought to a vote at the meeting.
- 7.6.3.6 Urgent matters may be decided between Board meetings using electronic voting by Board members as deemed necessary by the President.
- 7.6.3.7 All interim Board decisions made via email must be recorded in the minutes of the next Board meeting.

7.6.4 Quorum

- 7.6.4.1 Six (6) members present, in person or virtually, shall constitute a quorum for Board meetings to transact business.
- 7.6.4.2 Where urgent business of the Board is conducted via email, responses from at least six (6) members shall constitute a quorum to transact business provided every member of the Board has the opportunity to vote on the matter being decided.

7.7 Representation at Council Meetings

7.7.1 Allocation of Councillors

- 7.7.1.1 All Sections of the College shall be represented by at least one Councillor.
- 7.7.1.2 Additional Councillors may be appointed for every five hundred (500) Fellows in good standing in a Section.

- 7.7.1.3 Appointment of the maximum number of Section VIII Councillors allowable within the College Bylaws is at the discretion of the Section VIII Board.
- 7.7.1.4 A Councillor on being elected to a position on the College Executive Committee will retain the voting right for the Section. This action entitles the Councillor so involved to two votes at the annual Council meeting, one as an elected officer of the Council and the second as the representative of Section VIII.

7.7.2 Alternate Representation

- 7.7.2.1 If a Section VIII Councillor is unable to attend a meeting of the Council, an alternate representative may be appointed by the Section VIII Board.
- 7.7.2.2 The appointment will be for one (1) Council meeting only.
- 7.7.2.3 At the Council meeting, the alternate representative shall exercise such privileges as a duly appointed Councillor.
- 7.7.2.4 The name of the representative shall be notified to the College Secretary General prior to the date of the Council meeting.

SECTION 8. COMMITTEES

The Board shall have the authority to create committees as needed for Section VIII business, to appoint the members of committees, to name the chair of each committee, to write terms of reference for committees, and to determine terms of office for members and the chair.

SECTION 9. OFFICIAL SEAL

- 9.1 The official seal of the College shall only be used by the authority of the Council.
- 9.2 Every instrument to which the official seal of the College is affixed for use within Section VIII shall be signed by the Council President or the Section VIII President or, in their absence, an officer of the Council or the Section VIII President Elect.

SECTION 10. Amendments to Section VIII Bylaws

- 10.1 These Section VIII Bylaws may be amended at a meeting of the Board.
- 10.2 The notice of the meeting shall set forth the proposed amendments and shall be announced to all Board members at least twenty eight (28) days prior to the meeting.
- 10.3 The amendments must be approved by two-thirds of the Board members.
- 10.4 If requested by a majority of Board members, a special meeting will be convened for the purpose of discussing the amendments prior to voting.
- 10.5 Notwithstanding the foregoing provisions, the Section VIII Bylaws may be amended, added to or repealed and replaced and new Bylaws substituted at a meeting of the Board, without previous notice, provided that two-thirds of members attending approve the amendments.

SECTION 11. DISSOLUTION

- 11.1 Should Section VIII be dissolved at any time, no part of Section VIII funds or property shall be distributed to or among its members.
- 11.2 If upon dissolution of Section VIII, after the satisfaction of all debts and liabilities of the Section, there remain any assets, these shall be assigned to the College.

SECTION 12. MEMBERSHIP

12.1 Classifications

- 12.1. The College Bylaws allow for four (4) classifications of membership within the College: Active, Master, Honorary and Life.
- 12.2 Additional classes of Fellowship in the College may only be established by the Council.
- 12.3 Criteria for the classifications of membership are defined in the Standing Rules of the College.
- 12.4 Section VIII may, after due deliberation and by action of its Board, establish subclassifications of membership.
- 12.5 Subclassifications of membership shall not be in conflict with the provisions of the College Bylaws or the College Standing Rules.
- 12.6 Newly created subclassifications of membership must be reported to the Secretary General of the College prior to the next Council meeting.

12.2 Resignations

- 12.2.1 Resignation from Section VIII shall be in writing and shall not become final until accepted by the Section VIII Board.
- 12.2.2 All property of the College shall be returned to the College upon resignation.

SECTION 13. DISCIPLINE

- 13.1 Any Fellow of the College may be censured, suspended or expelled for misconduct in relationship to the College or the dental profession as described in the Bylaws of the College and these Section VIII Bylaws.
- 13.2 The Section VIII Board has the authority of the College to investigate any professional misconduct on the part of a Section VIII Fellow.
- 13.3 Section VIII rules and regulations for an investigation into professional misconduct and disciplinary procedures are described in the Section VIII Standing Rules.
- 13.4 A Fellow who is expelled from the College shall lose all rights and privileges of membership in the College.
- 13.5 All instances of investigation resulting in disciplinary action shall be reported to the Secretary General.

SECTION 14. INDEMNITY AND LIABILITY

- 14.1 Every member of the Section VIII Board, any other Section VIII committee member and individuals appointed in accordance with the Section VIII Bylaws and Standing Rules shall be indemnified out of the funds of the Section to pay costs, losses and expenses which any such member or individual may incur or become liable for by any contract entered into or action, deed or thing done by the member or individual in the discharge of Section VIII duties unless the same shall arise through the willful neglect, default, breach of duty or trust of the member or individual.
- 14.2 The funds of Section VIII shall be guaranteed by a protective insurance plan which provides for these contingencies.