

Contents

Bylaws.....	2
Board	2
Governance Committee	2
State Branch Nominee.....	2
Appointing Directors	2
Appointed Directors	2
Appointed Directors – Casual Vacancy.....	3
Consulting Directors	3
Membership	3
Categories and eligibility criteria	3
Admission and transfer.....	3
State Branches.....	4
National Committees.....	4
Establishment	4
Composition.....	4
Authority.....	5
Conduct Of Meetings.....	5
Record of Meetings	5
Member Honours & Awards.....	5
Creation of awards and honours	5
Life Membership.....	5
Meritorious Service Award	6
Industry Pioneer Award.....	6
ADIA President’s Award.....	6
ADIA Dental Industry Awards	7
ADIA Service Recognition	7

Bylaws¹

The Board has established these Bylaws in the following context:

1. These Bylaws must not in any way impede the operation of the Constitution, the Act or other applicable legislation or instruments.
2. These bylaws may be amended or revoked, either in part or in their totality, only by a resolution of the Board.
3. ADIA is governed by a variety of instruments. Each of the following is subject to those higher in the list:
 - a. Australian law including the Corporations Act 2001 (Cth)
 - b. NSW law²
 - c. ADIA Constitution
 - d. Board decisions
 - e. Bylaws
 - f. Governance Manual.
4. In the event of any conflict, the higher authority stands.³
5. A copy of these Bylaws will be published to Members on the Association's website, and will be available to a representative of any Member upon request.

Board

Governance Committee

1. The Governance Committee will be convened by the Board from time to time and will report to each Board meeting on relevant matters, if any.

State Branch Nominee⁴

1. The role of State Branch Nominee shall be elected by the State Branch Presidents as part of the election process for State Branch Presidents, or if a casual vacancy arises for the State Branch Nominee:
 - a. State Branch Presidents (once elected, except in the case of a casual vacancy) will be invited to nominate from among their number a State Branch Nominee to the Board.
 - b. If an election is required, State Presidents shall vote by exhaustive ballot until a majority vote appointment has been secured.

Appointing Directors

Appointed Directors

A non-casual vacancy for an Appointed Director shall filled in accordance with the following procedure:

1. Within three months of an occurrence of a non-casual vacancy for an Appointed Director on the Board, or pending expiration of term of an Appointed Director, the National President shall notify all Members, inviting individuals who meet the required criteria to express interest in serving as an Appointed Director.
2. The Governance Committee shall:
 - a. invite and receive expressions of interest on the basis of criteria set by the Board from time to time
 - b. convene to consider appropriate candidates to serve as Director
 - c. shortlist candidates on the basis of published criteria, provided at the time of invitation

¹ These Bylaws are created by the Board pursuant to the ADIA Constitution.

² ADIA is constituted in NSW and subject to NSW law.

³ For example, the ADIA Constitution prevails over the Bylaws.

⁴ The composition of the Board is set out in in the ADIA Constitution.

- d. interview shortlisted candidates
- e. recommend to the Board one or more candidates for the vacancy
3. At the next meeting of the Board following the non-casual vacancy, the report of the Governance Committee will be received and the Board will decide whether or not to accept the recommendation.
4. If the Board does not accept the recommendation of the Governance Committee, the Board may take any action it deems appropriate to fill the non-casual vacancy.

Appointed Directors – Casual Vacancy

1. In the event of a casual vacancy for an Appointed Director (such as an Appointed Director's early departure from the Board, the Board shall determine whether or not to fill the vacancy, provided the Constitutional requirements for the Board are met.
2. If the Board determines to fill the casual vacancy, the Board may choose either to delegate to the Governance Committee the responsibility of recommending candidates (see procedure for Appointed Directors) or directly appoint an individual to fill the casual vacancy.
3. The Board may choose to limit the term of a casual vacancy (see Consulting Directors).
4. If the Board does not choose to limit the term of a casual vacancy, the term expires at the next General Meeting and the individual shall be eligible for renomination.

Consulting Directors

1. The Board may determine that additional expertise is required on the Board from time to time. At this time, the Board may choose to appoint a Consulting Director.
2. A Consulting Director will be appointed for a certain limited amount of time not exceeding the date of the next General Meeting.
3. There is no requirement to seek expressions of interest from prospective candidates.
4. A Consulting Director has the same rights and responsibilities as all other Directors except as limited by the Board in their appointment.

Membership

Categories and eligibility criteria

1. For administrative and/or billing purposes, the Board is empowered to create new subdivisions of membership subordinate to the Constitutional categories of ordinary member and non-voting member. These subcategories can be assigned rights, privileges and obligations as the Board deems applicable.
2. Membership categories are:
 - a. ordinary (voting) members
 - i. Corporate members – businesses which have product registered on the Australian Register of Therapeutic Goods
 - b. non-voting members
 - i. partner members – businesses which have partnered with ADIA
 - ii. international members – international businesses without a presence in Australia
 - iii. affiliate members – all other businesses

Admission and transfer

Membership Application

1. A business entity is eligible to apply for Membership on the proviso that:
 - a. the application for admission to Membership must be in the format required by the Chief Executive Officer (CEO) from time to time;
 - b. the application contains a declaration, acknowledged by the applicant, that the applicant agrees to abide by the Constitution, Bylaws and subscribes to the Association's Code of Practice;

- c. the application contains a declaration, acknowledged by the applicant, that in the five years preceding an application none of the directors or senior management (i.e. CEO, Managing Director, General Manager, Proprietor or equivalent) are an undischarged bankrupt; prohibited by law from being a director of a company; have been a director of a company placed into liquidation or entered into an arrangement with its creditors for the relief of its debts. If an applicant is unable to attest in the application that none of the directors or senior management have been a director of a company placed into liquidation or entered into an arrangement with its creditors for the relief of its debts, an explanatory note must be tendered to the Board which may, at its absolute discretion, accept or reject the Membership application in the absence of such a declaration;
- d. an application for the grade of Corporate Member must include a declaration that the member will adhere to the requirements of the Therapeutic Goods Act 1989 (Cth) that are relevant to their operations; and
- e. any application fee is paid in full at the time of making the application.

Category Allocation

1. While the applicant nominates the category of Membership for which they are applying, the Board has authority to redesignate the application to a relevant Membership category.

Membership Transfer

1. The CEO has absolute discretion to approve a transfer of a Membership between different businesses (i.e. legal entities) only if the transfer:
 - a. is due to a transfer of ownership of the Member from one business to another; and
 - b. is not associated with the Member, or its parent business, having been placed into administration or receivership for the purposes of seeking relief from debts due to creditors.
2. All other Membership transfers and transfer requests which have been declined by the CEO require a new membership application.

Category transfer

1. A Member may request in writing a transfer between one Membership category and another. The CEO will consider the request and, if approved, any additional Membership fee is due on approval.

State Branches

1. State Branches will be facilitated by the State Branch President.
2. A Branch may elect a State Branch Vice President to support the work of the State Branch President.

National Committees

Establishment

1. The Board may appoint standing or short-term national committees to provide advice to the Board, Staff and to facilitate Member engagement in the Association's decision-making framework.

Composition

1. Each committee is composed of:
 - a. A Chair appointed by the Board;
 - b. Not more than nine other participants who will reflect a diversity of stakeholders such as having regard for wholesalers, retailers, large and small companies in addition to the geographic spread of the Membership as appropriate to the purpose of the Committee; and
 - c. The CEO (or their delegate) who is an ex-officio Member of all national committees.

Authority

1. A national committee has no power to make decisions or provide instructions unless it has been given delegated authority by the Board. Committee decisions, which are made under any such delegation, must be reported as recommendations to the Board, which (other than procedural recommendations) will be submitted to the next Board meeting.

Conduct Of Meetings

1. In order for a national committee meeting to be properly constituted, the following criteria need to be met:
 - a. A meeting may be held either in person or via teleconference;
 - b. A quorum for any committee is the lesser of three people or 50% of the committee Membership, and must include the CEO or their delegate;
 - c. A meeting notice must have been distributed not less than three days before the meeting is conducted.

Record of Meetings

1. Minutes of each meeting must be taken and circulated within thirty days of the conduct of the meeting. A copy of the minutes must be tabled at the next meeting of the Board following the conduct of the meeting.

Member Honours & Awards

Creation of awards and honours

1. The Board may establish awards and honours that recognise the service of a Business Entity or person to the Dental Industry or the Association.
2. The Board shall determine the Order of Precedence (ie hierarchy) for the awards.

Life Membership

1. The Board is empowered to bestow a Life Membership to an individual employee of a Member of the Association who has made a contribution of merit to the Association and the broader dental industry.
2. There may be no more than fifteen living Life Members at any one time.
3. In any twelve month period the Board shall not create more than one Life Member.
4. Prior to being appointed as a Life Member, the Board must satisfy itself that the nominee:
 - a. Has previously been a recipient of the Meritorious Service Award;
 - b. Has established a reputation at a personal level for high ethical standards and high quality of work;
 - c. Is a Staff of a Member or has been in the employ of a Member within the last three years;
 - d. Has a record of service to the Association that spans at least twenty years (not necessarily consecutively) at a national and state level;
 - e. Is not an undischarged bankrupt or entered into an arrangement with their personal creditors to ameliorate their debt obligations;
 - f. Is not a Director of a company that has been placed into voluntary administration or liquidation within the last ten years; and
 - g. Has never been convicted of an offence involving fraud or dishonesty.
5. A Life Member shall be able to so designate themselves in any personal or business-related publication. This designation does not extend to their employer or any companies of which they manage or are a director.

Meritorious Service Award

1. The Board is empowered to bestow a Meritorious Service Award to an individual employee of a Member of the Association who has made a contribution of merit to the Association.
2. There is no restriction on the number of living award recipients.
3. In any twelve month period the Board shall not bestow more than two Meritorious Service Awards.
4. Prior to being granted a Meritorious Service Award, the Board must satisfy itself that the nominee:
 - a. Has established a reputation at a personal level for high ethical standards and high quality of work;
 - b. Has a record of employment with a Member for at least ten years (not necessarily consecutively);
 - c. Has a record of service to the Association that spans at least ten years (not necessarily consecutively) at a national and state level;
 - d. Is not an undischarged bankrupt or within the last five years entered into an arrangement with their personal creditors to ameliorate their debt obligations;
 - e. Is not a Director of a company that has been placed into voluntary administration or liquidation within the last five years; and
 - f. Has never been convicted of an offence involving fraud or dishonesty.

Industry Pioneer Award

1. The Board is empowered to bestow an Industry Pioneer Award to an individual employee of a Member of the Association who has made a contribution of merit to the dental industry.
2. There is no restriction on the number of living award recipients.
3. In any twelve month period the Board shall not bestow more than one Industry Pioneer Awards.
4. Prior to being granted an Industry Pioneer Award, the Board must satisfy itself that the nominee:
 - a. Has established a reputation at a personal level for high ethical standards and high quality of work;
 - b. Has a record of employment with a Member for at least ten years (not necessarily consecutively);
 - c. Has a record of service to the dental industry that spans at least ten years (not necessarily consecutively);
 - d. Is not an undischarged bankrupt or within the last five years entered into an arrangement with their personal creditors to ameliorate their debt obligations;
 - e. Is not a Director of a company that has been placed into voluntary administration or liquidation within the last five years; and
 - f. Has never been convicted of an offence involving fraud or dishonesty.

ADIA President's Award

1. The Board is empowered to bestow an ADIA President's Service award to an employee of a Member of the association who has made an exceptional contribution at an individual level which sets themselves apart from the services rendered each year by many Members of the Association.
2. There is no restriction on the number of living award recipients.
3. In any calendar year the Board shall not bestow more than one ADIA President's Award.
4. Prior to being granted an ADIA President's Service Award, the Board must satisfy itself that the nominee:
 - a. Has a record of service to the Association that spans at least three consecutive years (including the current year) at a national or state level that goes beyond that which could normally be expected of an ordinary committee member / volunteer;
 - b. Is not an undischarged bankrupt;
 - c. Is not a Director of a company that has been placed into voluntary administration or liquidation within the last three years; and
 - d. Has never been convicted of an offence involving fraud or dishonesty.

ADIA Dental Industry Awards

1. The Association will present a series of awards to promote excellence in the Dental Industry.
2. The Board will determine the number and categories of Awards from time to time.
3. The ADIA Board shall set eligibility criteria and processes necessary for the good conduct of the awards.

ADIA Service Recognition

1. The Association will recognise the service of individuals who have dedicated a significant portion of their working life to businesses within the dental industry.
2. Any employee of an ADIA member company is entitled to receive a service recognition award having met the following criteria:
 - a. Completion of one decade's employment within the dental industry, and upon the completion of a second and subsequent decades' employment (e.g. ten years, twenty years, thirty years, forty years and fifty years);
 - b. The service must be completed with a business that supplies products or services to dentists and allied oral healthcare professionals, whether or not this service is continual (i.e. a break in employment is permitted but does not count as service). Service includes employment with dental industry businesses operating overseas; or
 - c. The period of service does not need to be with a Member, however the recipient must be employed by a Member at the time the award is bestowed.
3. At the discretion of the National President or CEO an award for part-service may be bestowed in exceptional circumstances.
4. ADIA may elect to not to bestow a service award at the absolute discretion of the National President.
5. The award will take the form of a certificate and may include a commemorative token which shall be presented on an annual basis to eligible recipients at a meeting of members selected by the National President or CEO.
6. An application to receive the award is made by notifying ADIA of the applicant's service history, including the date first employed within the industry. As far as is practical, ADIA will arrange for an award to be presented automatically (upon completion of each decade's service) based on the information provided to ADIA.