

# Constitution of The New Zealand Academy of Cosmetic Dentistry

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The New Zealand Academy of Cosmetic Dentistry was founded in 2002 as a non-profit organisation and launched to the profession at the 2004 NZDA biannual conference in Christchurch. Its function is to promote Cosmetic Dentistry ie: the optimal integration of art to the science of dentistry whilst both fulfilling the aesthetic expectations of the patient and maximising the functions without compromising periodontal health. The NZACD is the second international affiliate to the AACD – the American Academy of Cosmetic Dentistry.

## Article 1: Name and Location

**Name:** The name of this Association shall be "The New Zealand Academy of Cosmetic Dentistry" ("NZACD").

**Location:** The office of the NZACD will be established at such location as the Executive Committee may from time to time determine.

## Article 2: Aims & Objectives

### Aims & Objectives:

- To be recognised as the leading authoritative voice of cosmetic dentistry in NZ;
- To further the promotion and provision of quality cosmetic dentistry;
- To recognise the contribution of all members of the dental team to the treatment process and provide an open forum for learning and sharing knowledge and experience in this field so that all may learn and improve;
- To educate and increase public awareness of cosmetic dentistry in NZ;
- To establish leadership within the NZ dental profession by co-ordination of seminars, lectures and hands on presentations in cosmetic dentistry;
- To promote Cosmetic Dentistry Symposiums biennially or at such other intervals as the Executive Committee considers appropriate.

## Article 3: Membership

**Classification:** Categories of membership shall be determined from time to time by the Executive Committee; but, until otherwise determined, the membership categories shall be:

- Full Members: Dentists and Ceramists holding a current APC (annual practicing certificate) from the Combined Dental Council of New Zealand as defined by The Health Practitioners Competence Assurance Act 2003 (HPCAA).
- Student Members: final year students of University of Otago, School of Dentistry (whose membership shall be sponsored by NZACD).
- Corporate Members: participants in the dental or allied health Industries.

**NZACD membership categories: to be associate members to include gst.**

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|-----------------------------------------------------------------|-----------------|
| • Hygienists                                                    | <b>\$180.00</b> |
| • Dental Therapist                                              | <b>\$180.00</b> |
| • Graduates - recent graduates (up to 2 years after completion) | <b>\$187.50</b> |

NZACD Members will receive their ongoing membership at 50% off the Membership price for the foreseeable future, starting 1<sup>st</sup> April 2020. New members to the NZACD will pay the **full** Membership price for the 1<sup>st</sup> year, then the Membership fee is reduced by 50% for subsequent **consecutive** years for the foreseeable future.

Criteria for other classes of membership shall be determined by the Executive Committee.

### Eligibility:

Eligibility for membership, and classifications thereof, may be determined from time to time by the Executive Committee.

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## **Membership fees and levies:**

The Executive Committee shall determine appropriate annual membership fees for all categories of membership other than Student Membership. Such fees may be set as standard annual fees regardless of the length of membership during any such annual period or may be apportioned to reflect length of such membership (at the discretion of the Executive Committee). The Executive Committee may also resolve to levy Members or any class of Members (other than Student Members) to cover any costs of NZACD.

## **Application:**

Applications for membership shall be made to the Executive Committee and, except as to Student Membership, shall be accompanied by the then applicable annual fee. Acceptance as a member shall be made at the discretion of the Executive Committee.

## **Resignation:**

Any member wishing to resign from the NZACD may do so by giving notice of resignation to the Executive Committee but such resignation shall not relieve a member of any financial obligations that existed as at, or that related to periods before, the time of resignation.

## **Suspension and Termination:**

If any member fails to pay his/her fees or any levy for six months, his/her membership rights will be deemed to have been suspended until he/she pays all sums due or until otherwise resolved by the Executive Committee. The Executive Committee may terminate membership of any such member whose rights are suspended at any time.

## **Announcement of Membership:**

The Executive Committee shall from time to time determine regulations for announcement of membership in NZACD. This shall include, but not be limited to, the use of the Academy's name and logo in printed material and electronic communications.

## **Maintenance of Membership:**

The Executive Committee shall from time to time determine criteria for maintenance of each of the categories of membership.

## **Censure, Suspension, Expulsion for Non-Financial Reasons:**

Any member of the Academy may be censured, suspended or expelled for misconduct in his/her profession or in relation to the Academy or for any just and reasonable cause, which could reflect badly on the standing of the Academy. Charges against such a member shall be referred to the Executive Committee who shall convene an appropriate meeting to consider the issues.

Any decisions made in such cases must be two-thirds majority (in a secret ballot) of the entire Executive Committee and an appeal may be made to the general membership of the Academy (at the next General Meeting) against this decision. On appeal, a three fourths affirmative majority vote of the Full Members' present and voting shall be required to refute the action of the Executive Committee.

## **Reinstatement:**

Any member who has been expelled or suspended from membership rights may be reinstated upon invitation of the Academy. He or she must receive three-fourths majority affirmative vote of (1) the Executive Committee and (2) Members present (excluding for this purpose Student members) and voting at the Annual Meeting. The payment of all back dues may be required at the discretion of the Executive Committee.

## **Article 4: Business meetings**

**Annual Meeting:** The Executive Committee shall convene an Annual Meeting of Members of the NZACD at least once in each calendar year. Such meeting shall be held at such place as may be determined by the Executive Committee.

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**Special Meetings:** Special Meetings of the Members or of any category of Members may be called by the Chairperson, or by resolution of a majority of the Executive Committee or petition of ten percent (10%) of the Full Members in good standing as of the date of filing the petition. Such petition shall be filed with the Executive Committee.

**Notice:** Notice of the time and place of meetings of the Members or of any category of Members, or any adjournment thereof; shall be sent to all Members or to all Members of the relevant category not less than thirty (30) days prior to the date thereof.

**Quorum:** A quorum shall consist of twenty percent (20%) of the Members or, if applicable, of any category of Members, in good standing.

**Attendance:** All NZACD Members in good standing shall be eligible to attend meetings of Members unless they are meetings of a category of Members, in which event, only Members of that category who are in good standing may attend. Guests may be allowed at the discretion of the Chair.

**Speaking and voting:** The right to speak and/or vote at meetings shall be available to Members in good standing of the NZACD in accordance with the rights and privileges associated with the respective level of membership. Other rights may be granted at the discretion of the Chair. Student Members are ineligible to vote.

**Voting:** All Members with voting rights shall be eligible to vote. All motions shall be adopted by majority of votes properly cast.

## Article 5: Executive Committee

**Composition:** The Executive Committee shall consist of a minimum of five (5) Members and a maximum of ten (10).

The Executive Committee shall appoint a Chairperson and two Deputy Chairs at the first meeting after each Annual Meeting.

All Executive Committee members and all officers of the NZACD must be fully-paid and registered Members of the New Zealand Academy of Cosmetic Dentistry.

Executive Committee Members are expected to attend all Study Groups unless with apologies submitted two days prior to the event with good cause.

### Election and Term:

Executive Committee members shall be elected by the majority vote of Members. Executive Committee members shall serve for a term of two years. They may stand for re-election for a further period of two years or such shorter period as is deemed appropriate by the Executive Committee.

### Authority & Responsibility:

The Executive Committee shall:

- Retain and compensate consultants as necessary to carry out the functions of the NZACD.
- Have supervision, direction and control of the affairs of the NZACD;
- Determine NZACD policies, and be accountable for NZACD assets;
- Have authority to contract on behalf of the NZACD;
- Adopt such rules, policies, and procedures for the conduct of the business of the NZACD as it shall deem advisable;
- Have authority to establish and oversee commitments, task forces, commissions and other ad hoc work groups;
- Have authority to cause the NZACD to indemnify Executive Committee members, officers employees and agents in accordance with law;

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- Have and exercise all other powers necessary to affect any or all of the purposes for which the NZACD is formed.
- Attend all monthly Committee meetings, with apologies submitted two (2) days prior with written cause. Further non-attendance will be dealt with accordingly at the Executive Committees' discretion.

The Executive Committee may delegate any of its authority and responsibility unless specially prohibited by this Constitution or by law.

**Policies:** Policies and procedures for the conduct of the business of the NZACD shall be adopted by majority vote of the Executive Committee.

**Removal:** An elected Executive Committee member may be removed from office by majority vote of the Members.

## **Article 6: Executive Committee Meetings, Quorums and Standards of Conduct**

### **Regular Meetings:**

The Executive Committee shall each hold meetings at such time and place as shall be designated by the Chairperson. Attendance may be in person, or by telephone or other electronic means in real time.

### **Special Meetings:**

Special meetings of the Executive Committee may, from time to time, be necessary to consider business or other matters of an urgent nature.

Special meetings of Executive Committee may be held on twenty-four hours' notice at the call of the Chairperson, or in the absence or incapacity of the Chairperson, the Deputy Chair, or in the absence or incapacity of the Deputy Chair, at the call of a majority of the members of the Executive Committee. Every reasonable effort will be made to notify all members of the Executive Committee as to the date, place and time of special meetings as early as possible after the decision to call such meeting.

**Notice:** Except as provided for special meetings, notice stating the time and place of meetings shall be delivered to each Executive Committee member or where applicable, not less than five (5) nor more than fifty (50) days before the date of the meeting, either electronically or by mail.

### **Standards of Conduct:**

No Executive Committee member shall realise direct and unique economic gain from an action of the Executive Committee in which that member participated. Whenever the Executive Committee is considering any action that would have a direct and unique bearing on the business or professional interests of an Executive Committee member or the firm or corporation of which a member is an officer, director, employee, or owner, that member shall be required to advise the Executive Committee of the pertinent facts.

**Vacancies:** A vacancy may occur by the resignation, death, incapacity, or removal of an incumbent, or when there is no candidate for election to a position. Casual vacancies on the Executive Committee may be filled by appointment by the Executive Committee.

## **Article 7: Officers**

**General:** The officers of NZACD shall be the Chairperson, Deputy Chairs and other Executive Committee members. These officers shall be elected by the members for a term of office deemed appropriate by those present and voting. In normal circumstances this shall be a two-year period.

**Chairperson:** The Chairperson shall be the chief executive officer of the NZACD and shall preside at all Membership meetings. The Chairperson shall be an ex-officio member of all committees, action groups, task forces or other subdivisions created within the NZACD. The Chairperson shall vote only when necessary to break a tie, except as a member of the Executive Committee. This provision shall not prohibit the Chairperson from voting, as a member, on matters presented to the membership for vote by ballot.

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## **Article 8: Finances**

**Accounts:** The NZACD may maintain such bank and investment accounts as the Executive Committee shall determine.

### **No Private Benefit:**

The organisation shall not pay dividends or distribute any part of its income or profit to its members executive, governors, or officers. By resolution of the Executive Committee, reasonable compensation and expenses of attendance may be paid for attendance at each regular or special meeting of the Executive Committee. Reasonable compensation may be paid to members, executive, governors, officers or staff for services rendered.

No Member of the NZACD or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction. The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

## **Article 9: Indemnification**

Every member of the Academy, or one of its Committees, shall be indemnified out of the funds of the Academy against liability incurred by him in the form of costs, charges, losses, damages and expenses resulting from the proper execution of any duty or upon the carrying out by any member of any bona fide act or undertaking performed with the authority of the Academy or the Executive Committee notwithstanding that the same may be ultra vires.

No member of the Executive Committee shall be liable for the acts, receipts, neglect or defaults of any other member of the Executive Committee(s) or the Academy.

## **Article 10: Amendments**

**General:** This Constitution may be amended by the affirmative vote of a majority of the votes cast on the issue at a general meeting of the NZACD, or special meeting called for that purpose. The essence and intent of the proposed amendment shall have been provided to all Members least thirty (30) days prior to the date of voting.

Amendments may be proposed by any Member in good standing. Proposed amendments must be seconded by another Member in good standing and submitted in writing to the NZACD's office.

The Executive Committee may decline to promote a proposed amendment, in which event that proposal shall be deemed to have been withdrawn. If the Executive Committee does not so decline, it shall schedule a vote on the proposed amendment by the Members of the NZACD at the next meeting of all Members of the NZACD.

No addition to or alteration of this Constitution shall be approved if it affects the non-profit aims, personal benefit clause or the winding-up clause.

## **Article 11: Dissolution / Winding-up**

The NZACD may be dissolved following a majority vote of the Members at a special meeting called for that specific purpose. In the event of dissolution, all funds and property of the NZACD shall be distributed to such other charitable organisations in New Zealand, as the Executive Committee shall determine to have purposes and activities most nearly consistent with those of the Academy.