

INTERNATIONAL ACADEMY OF ORAL ONCOLOGY (IAOO)

Draft Constitution

*** Note : “the Act” is used in this draft document to indicate the law under which the IAOO will be eventually incorporated. Changes may need to be made to this draft constitution to comply with “the Act**

Name of "The Act"

INTERNATIONAL ACADEMY OF ORAL ONCOLOGY

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INTERNATIONAL ACADEMY OF ORAL ONCOLOGY (IAOO)

RULES OF THE ACADEMY

1. INTERPRETATION AND STATUS

1.1. **Name**

The name of the organisation shall be the International Academy of Oral Oncology (“the Academy”)

1.2. **Definitions**

- In these Rules, unless the contrary intention appears:-
- “the Act” means.....(the authority under which the organisation is eventually constituted)
- Constitution means the Constitution of the Academy
- International Academy means an international scientific body
- Council means the committee of management of the Academy
- Councillors means the members of the Council
- Officers of Council means collectively the President, the Vice-President, the Immediate Past President, the Secretary and the Treasurer
- Ordinary Councillor means a Councillor who does not have an Office
- Faculty means the body of the membership of the Academy
- Fellow means a member of the Faculty of the Academy
- Founding Fellow means a foundation member of the Academy
- Faculty Meeting means a meeting of Faculty Members as determined by the Council

1.3. **Aims and Objectives**

The aims and objectives of the academy are:

- 1.3.1 to be a non-profit international organisation raising the standards of cancer care by disseminating knowledge/sharing knowledge throughout the world/developing world.
- 1.3.2 to foster and advance education, research and clinical management in all matters related to Oral Oncology;
- 1.3.2 to conduct educational congresses concerning all aspects of Oral Oncology and Head and Neck cancer and related matters;
- 1.3.3 to interact with other organisations with an interest in cancer in general and Head and Neck cancer in particular;
- 1.3.4 to do all things as may be appropriate and necessary to promote the above objects.

1.4. **Income and Property**

The income and property of the Academy will only be applied towards the promotion of the objectives of the Academy and no income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- 1.4.1 in return for service rendered or goods supplied in the ordinary and usual course of the business of the Academy; or

- 1.4.2 of interest at a rate not exceeding current bank overdraft rates of interest for monies lent.
- 1.4.3. for reimbursement of reasonable expenses incurred on behalf of the Academy

2. MEMBERSHIP

2.1 ***The Membership of the Academy and Conditions:***

- 2.1.1 Fellowship is granted to surgeons, oncologists, pathologists, physicians, dentists, scientists and other allied professionals who have demonstrated a significant interest in the field and are active and in good standing in their professions. Business will be conducted in English and communications by electronic mail.
- 2.1.2 Founding members were elected at the inauguration of the Academy. Other persons or parties may make written application for membership with two supporting letters from people in the field (one of whom must be a Fellow of the Academy) and who are accepted by the Council
- 2.1.3 Those persons involved in a postgraduate degree or diploma program recognised by the Council as satisfying the objects of the Academy may be admitted to Trainee membership of the Academy. Trainee members shall not have voting rights nor be eligible to be nominated as a Councillor.
- 2.1.4 Any corporation engaged in business, recognised by the Council as contributing to aspects of the objects of the Academy, may be admitted to Corporate membership of the Academy. The corporation so admitted will be requested to nominate a person who will be a sustaining member with voting rights.
- 2.1.5 Senior Fellowship may be granted at the discretion of the Council to persons who have made an outstanding contribution to the Academy or be granted to members in good standing who, due to ill health or other reasons, have retired from active participation. Upon attaining sixty-five (65) years of age any member shall be granted Life membership. Senior Fellows shall have all the privileges of membership without the requirement to pay dues.
- 2.1.6 Honorary Fellowship may be granted at the discretion of the Council to those who do not hold membership in any other category, but have made significant scientific or clinical contribution to the discipline of Oral Oncology or have provided substantial support for educational or research programs of the Academy. Honorary Fellows shall not have voting rights nor be eligible to be nominated as Councillors.
- 2.1.7 The Council shall maintain a Register of Fellows containing names addresses and relevant contact details.
- 2.1.8 The liability of a Fellow to contribute towards the payment of the debts and liabilities of the Academy or the costs, charges and expenses of the winding up of the Academy is limited to the amount if any, unpaid by the Fellow in respect of the membership dues of the Academy as required by Rule 2.2.

- 2.1.9 A complaint may be made to the Council by any person that a Fellow has persistently refused or neglected to comply with a provision or provisions of these Rules, or has persistently and wilfully acted in a manner prejudicial to the interests of the Academy.
- 2.1.9.1 On receiving such a complaint, the Council must cause notice of the complaint to be served on the Fellow concerned, and must give the Fellow at least fourteen (14) days from the time the notice is served within which to make submissions to the Council in connection with the complaint, and must take into consideration any submissions made by the Fellow in connection with the complaint.
- 2.1.9.2 The Council may, by resolution, expel the Fellow from the Academy or suspend the Fellow from membership of the Academy if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 2.1.9.3 If the Council expels or suspends a Fellow, the Secretary must, within fourteen (14) days after the action is taken, cause written notice to be given to the Fellow of the action taken, of the reasons given by the Council, for having taken that action and of the Fellow's right of appeal under Rule 2.1.9.5
- 2.1.9.4 The expulsion or suspension does not take effect until the expiration of the period within which the Fellow is entitled to appeal against the resolution concerned, or if within that period the Fellow exercises the right of appeal, unless and until the Academy confirms the resolution under Rule 2.1.9.5, whichever is the later.
- 2.1.9.5 A Fellow may appeal to the Council against a resolution of the Council under Rule 2.1.9 within fourteen (14) days after notice of the resolution is served on the Fellow, by lodging with the Secretary a notice to that effect. This may, but need not, be accompanied by a statement of the grounds on which the Fellow intends to rely for the purposes of the appeal. On receipt of a notice from a Fellow under this Rule, the Secretary must notify the Council which is to convene within thirty (30) days after the date on which the Secretary received the notice. At a meeting of the Council convened under this Rule no business other than the question of the appeal is to be transacted; the Councillors and the Fellow must be given the opportunity to state their respective cases orally or in writing, or both, and the Councillors present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked. If at this Council meeting a resolution is passed in favour or against, the confirmation of the resolution, the resolution is confirmed or revoked accordingly.

- 2.1.10 A Fellow may resign from membership of the Academy by written notice to the Secretary or Public Officer of the Academy. Any Fellow so resigning shall be liable for any outstanding dues which may be recovered as a debt due to the Academy, but shall not be entitled to any refund of subscription fees paid.
- 2.1.11 Termination of the membership of any Fellow shall follow attendance at less than 1 meeting in 3 and be recorded in the Register of Fellows together with the date on which the membership ceased.
- 2.1.12 The Founding Fellows shall be those invited by the provisional Council.

2.2 ***Payment of Fees and Dues***

- 2.2.1 The initial fee for Fellows and the annual dues for Fellows shall be proposed by the Council and determined at a General Faculty Meeting.
- 2.2.2 Senior Fellows and Honorary Fellows shall be exempt from the payment of all fees and dues
- 2.2.3 Annual dues shall be due and payable by January of each year and all dues shall be defaulting if not paid by 31 March in that year.
- 2.2.4 Any member defaulting in the payment of dues shall automatically forfeit membership of the Academy at the beginning of the next General Faculty Meeting provided notice of this defaulting shall have been served upon the member by registered mail which notice shall set forth the contents of Rules 2.2.3, 2.2.4, 2.2.5.
- 2.2.5 Reinstatement of a Fellow who has been removed for non-payment of dues may be made at the discretion of the Council provided such Fellow pays the arrears and current year's dues.

3 MEETINGS

- 3.1 ***Timing and Location of International Congresses***
International Congresses will be held approximately each twelve (12) months to twenty four (24) months at a time and place and with such arrangements as determined by the Council.
- 3.2 ***Timing of General Faculty Meetings***
A General Faculty Meeting shall be held at the time of each International Congress.
- 3.3 ***Notice and Order of Business of a General Faculty Meeting***
The notice of a General Faculty Meeting shall be sent to all Fellows, the Public Officer and Auditor not less than thirty (30) days before the meeting and shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting. In the case of a General Faculty Meeting the order of the business at the meeting shall be the apologies, a record of those Fellows present, the consideration of the minutes of the previous Faculty Meeting, reports of the Council, accounts and Auditor's report, election of Officers and Ordinary Fellows of Council, and any other business

requiring consideration by the Academy as specified in the notice of Meeting.

3.4 **Requisition and Notice of a Special Faculty Meeting**

Upon requisition in writing, of at least ten (10) per cent of the total number of Fellows with voting rights the Council shall within thirty (30) days of the receipt of the requisition convene a Special Faculty Meeting for the purpose specified in the requisition.

3.5 **Requirements for a Special Faculty Meeting**

Every requisition for a Special Faculty Meeting shall be signed by the members making the same and shall state the purpose of the meeting. Such a Meeting shall be convened in the same manner as a meeting convened by the Council and for this purpose the Council shall ensure that the members are supplied free of charge with particulars of the Fellows entitled to receive notice of a meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Academy.

3.6 **Convening an Extraordinary Faculty Meeting**

If a Special Faculty Meeting is not convened within thirty (30) days as required by Rule 3.4, the requisitionists may convene an Extraordinary Faculty Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Council and for this purpose the Council shall ensure that the requisitionists are supplied free of charge with particulars of the Fellows entitled to receive notice of a meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Academy.

4. PROCEEDINGS AT GENERAL FACULTY, SPECIAL FACULTY AND EXTRAORDINARY FACULTY MEETINGS

4.1 **Agenda**

The notice of General Faculty, Special Faculty and Extraordinary Faculty Meetings shall be prepared by the Secretary in consultation with the President and shall be sent to Fellows at their address appearing in the Register of Fellows with at least thirty (30) days notice. No business other than that specified in the agenda shall be transacted at meetings unless approved by the President for consideration under “any other business”.

4.2 **Voting**

4.2.1 Each Fellow is entitled to vote.

4.3 **Quorum**

Business may not be transacted at any General Faculty Meeting unless a quorum of ten (10) members entitled to vote present at the time when the meeting proceeds to business. Failure to achieve a quorum shall not prevent the Fellows assembled from acting in an advisory capacity to the Council.

4.4 **Vacancy in Chairperson**

If the chairperson is not present within fifteen (15) minutes of the appointed time for the meeting, or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting.

4.5 **Voting**

A question arising at meetings of the Academy is to be determined on a show of hands of the Fellows entitled to vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson 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 Academy, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

4.5.1 At a meeting of the Academy, a poll may be demanded by the chairperson or by at least three (3) Fellows entitled to vote present in person at the meeting.

4.5.2 If a poll is demanded at a meeting, the poll must be taken:

4.5.2.1 immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or

4.5.2.2 in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

4.6 **Adjournment**

The chairperson may with the consent of the meeting at which a quorum for the meeting is present and must if so directed by the meeting adjourn the meeting. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

4.4.1 Except as provided for in Rule 4.4.2 it is not necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.

4.4.2 When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting must be given as in the case of the original meeting.

4.7 **Resolutions without Meetings**

4.7.1 The Fellows may pass a resolution without a meeting by not less than seventy-five percent (75%) of Fellows entitled to vote recording the resolution or resolutions and signing the record of such resolutions.

4.7.2 Passage of the resolution must be recorded in the minutes.

4.7.3 The passage of the resolution satisfies any requirement that the resolution be passed at a General Faculty.

5. THE COUNCIL

5.1 **Appointment and Removal of Councillors**

5.1.1 There shall be twelve (12) initial Councillors of the Council of the Academy nominated by consensus of the Fellows of

whom one shall be President, one Vice-President, one Secretary, one Treasurer and eight Ordinary Councillors who represent particular constituencies (specialties) within the overall membership.

5.1.2 The Executive Council shall comprise the following Officers: a President, a Vice-President, an Immediate Past President, a Treasurer and a Secretary all of whom shall be Fellows.

5.1.3 Nomination of candidates for selection as an Officer of the Council shall be made in the following manner:

5.1.3.1 the Nominating Committee will present to the Fellows a list of nominations for election of Officers and eight (8) Ordinary Councillors to the Council; for staggered terms of 2 and 4 years

5.1.3.2 these nominations will be made known to the Fellows at least thirty (30) days before the date fixed for the holding of the General Faculty Meeting;

5.1.3.3 if insufficient nominations are received to fill all vacancies on the Council the candidates nominated in accordance with Rule 5.1.3.1 are taken to be elected and further nominations are to be received at the General Faculty Meeting;

5.1.3.4 if insufficient further nominations are received at the General Faculty Meeting any vacant positions remaining on the Council are taken to be casual vacancies;

5.1.3.5 if the number of nominations received equals the number of vacancies to be filled the Fellows nominated in accordance with 5.1.3.1 are taken to be elected;

5.1.3.6 if the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held in the manner in Rule 5.1.3.7

5.1.3.7 the ballot for the election of Officers and eight (8) Ordinary Councillors to the Council as provided in Rule 5.1.3.6 is to be conducted at the General Faculty Meeting in such usual and proper manner as the Council may direct.

5.1.4 Each Councillor shall be appointed for a minimum of three years and be eligible for re-election for a further two years with the exception of the President, Vice President and Immediate Past President who should hold office for a maximum of three years.

5.1.5 The Fellows entitled to vote may, by resolution at a General or Special Faculty Meeting appoint any other Fellow, according to Rule 2.1, to be a Councillor either to fill a casual vacancy or as an addition to the existing Councillors.

5.1.6 The Members entitled to vote may, by resolution at a General or Special Faculty Meeting remove any Councillor from office.

5.1.7 In addition to the circumstances in which the office of a Councillor becomes vacant under "the Act" the office of a Councillor becomes vacant if the Councillor:

5.1.7.1 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;

- 5.1.7.2 resigns from office by notice in writing to the Council; or
- 5.1.7.3 is absent without consent of the Councillors from two consecutive meetings of the Council held during a period of four (4) years;
- 5.1.7.4 is precluded from holding such office by virtue of any applicable law.

5.2 ***Management and Control by Council***

The affairs of the Academy shall be managed and controlled by the Council which in addition to any powers and authorities conferred by these Rules may exercise all powers and do all things as are within, or incidental to or necessary for, the objects of the Academy and for compliance with “the Act” and this Constitution objectives and are by “the Act” or by these Rules required to be done by the Academy.

5.2.1 The Council in particular shall have the power to:

- 5.2.1.1 open and operate bank accounts;
- 5.2.1.2 pay all costs, charges and expenses of carrying out the objectives of the Academy;
- 5.2.1.3 invest, in consultation with the Auditor, the moneys and funds of the Academy not immediately required;
- 5.2.1.4 accept or refuse gifts, subscriptions, donations, endorsements or cheques made to the Academy generally for its objects and to undertake execute and carry out any charitable or other trusts which may seem conducive to the objects;
- 5.2.1.5 enter into any contracts or do anything else it considers necessary or desirable to carry out the objects;
- 5.2.1.6 insure against losses, damages risks and liabilities of all kinds which may affect the Academy or its employees and pay premiums on any such insurances;
- 5.2.1.7 propose By-laws for the management and regulation of the Academy and its Fellows and employees and propose alterations for consideration at General or Special Faculty Meetings;
- 5.2.1.8 appoint attorneys and agents to act on behalf of the Academy on such terms and with such powers as the Council may deem expedient.

5.3 ***Appoint Committees and Employees***

The Council shall have the power to appoint such committees and employees as are required to carry out the objectives of the Academy including a Public Officer and an Auditor as required by “the Act” and may delegate in writing any of it’s powers to such committees and employees.

5.4 ***Period of Office***

Each Councillor shall hold office until the conclusion of the General Faculty Meeting next after the date of election, but is eligible for re-

election except that the Councillors shall not hold the same office for more than four (4) consecutive years, and cannot stand again for a further period of 2 years.

5.5 ***Casual Vacancy***

The Council may appoint a member entitled to vote to fill a casual vacancy and such a Council member shall hold office until the next General Faculty Meeting and shall be eligible for re-appointment.

5.6 ***Duties of President***

The President shall preside at all Faculty Meetings and have general supervision of the work of all committees, being an *ex officio* member thereof.

5.7 ***Duties of Secretary***

The Secretary shall keep minutes of Academy meetings and shall notify Fellows of meetings, of nominations for membership and similar matters. The Secretary shall prepare official secret ballots for election of Officers and keep copies of the Rules and By-laws. The Secretary shall turn to the Council on all matters of policy and in an emergency. On vacating the office the Secretary shall deliver all papers, books, records and other property of the Academy to the in-coming Secretary.

5.8 ***Duties of Treasurer***

The Treasurer shall take charge of all financial matters of the Academy and shall be responsible for the monies and other assets of the Academy and for keeping account of the same and paying all bills. The Treasurer shall keep a list of financial and defaulting Fellows. The Treasurer shall present an official statement of the audited financial affairs of the Academy as at the thirtieth (30th) day of June prior to each General Faculty Meeting. On vacating the office the Treasurer shall deliver all monies, papers, books, records and other property belonging to the Academy to the in-coming Treasurer.

5.9 ***Powers and Duties of Councillors***

5.9.1 Subject to “the Act” and this Constitution, the business of the Academy is managed by the Councillors. The Councillors may pay all expenses in promoting and forming the Academy and may exercise all such powers of the Academy as are met by “the Act” or by this Constitution

5.9.2 A cheque, promissory note, bankers draft, bill of exchange or other negotiable instrument or receipt of money paid to the Academy must be signed drawn, accepted, endorsed or otherwise executed, as the case may be, by the President and Treasurer.

5.10 ***Councillors to Regulate***

5.10.1 The Councillors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.

- 5.10.2 A Councillor may at any time, and the Secretary must on requisition of a Councillor, convene a meeting of the Council either in person or by conference call or other means.
- 5.10.3 Sixty (60) days' notice of a meeting of the Council shall be sent to Councillors at their address appearing in the Register of Fellows.
- 5.10.4 The notice of the Council Meeting shall contain a draft agenda prepared by the Secretary. Within twenty-one (21) days of the notice of the Council Meeting, Councillors may advise the Secretary of any matter they wish to be added to the agenda. Fourteen (14) days before the date of the Council meeting an agenda shall be sent to all Councillors

5.11 ***Written Resolution***

A resolution in writing signed or assented to by facsimile, e-mail or other form of visible communication by all the Councillors is as valid and effective as if it had been passed at a meeting of Council duly convened and held. Any resolution may consist of several documents in like form each signed by one or more of the Councillors. If the Councillors signed the document on different days the resolution is taken to have been passed at the time at which the document was last signed by a Councillor.

5.12 ***Telephone and Other Meetings***

Without limiting the power of the Councillors to regulate their meetings as they see fit a meeting of Councillors may be held where one or more of the Councillors is not physically present at the meeting provided that:

- 5.12.1 notice of the meeting is given to all Councillors entitled to notice according to Rules 5.10.3 and 5.10.4 and that such notice does not specify that Councillors are required to be present in person;
- 5.12.2 all persons participation in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by telephone or other form of communication;
- 5.12.3 if a failure in communications prevents Rule 5.12.2 from being satisfied by that number of Councillors which constitutes a quorum then the meeting is suspended until Rule 5.12.2 is satisfied. If Rule 5.12.2 is not satisfied within fifteen (15) minutes from the time the meeting was interrupted the meeting is deemed to have concluded.

5.13 ***Decisions of the Council***

Subject to this Constitution, questions arising at any meeting of Councillors are to be decided by a majority of votes. A determination of a majority of Councillors is for all purposes deemed to be a determination of the Council. If votes are equal, the chairperson of the meeting has a second (casting) vote.

5.14 ***Quorum***

At a meeting of Council the number of Councillors whose presence is necessary to constitute a quorum is the number determined by the Council and unless otherwise determined, is seven (7).

5.15 Chairperson

Where a meeting of Council is held and the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Councillors present shall elect one of their number to be a chairperson of the meeting.

5.16 Committees of Council

5.16.1 The Councillors may delegate in writing any of their powers to a committee or committees consisting of as many of their number as they think fit.

5.16.2 A committee to which any powers have been so delegated must exercise the powers delegated according to any directions of the Council. A power so exercised is deemed to have been exercised by Council.

5.16.3 The members of such a committee shall elect one of their number as chairperson of their meetings.

5.17 Regulation of Committees of Council

5.17.1 A committee of Council may meet and adjourn as it thinks fit.

5.17.2 A question arising at a meeting of a committee must be determined by a majority of votes of the Councillors present and voting.

5.17.3 If the votes are equal the chairperson of a committee has a second (casting) vote.

5.18 Effect of Appointment of Councillors

5.18.1 All acts done by any meeting of the Councillors or of a committee of Council or by any deemed to be valid as if all persons had been duly appointed and were qualified to be a Councillor or to be a member of the committee.

5.18.2 This is the case even if it is afterwards discovered that there was some defect in the appointment of a person to be a Councillor or member of a committee or to act as a Councillor or that a person so appointed was disqualified.

5.19 Councillors' Conflict of Interest

A Councillor shall not vote on any matter, without the approval of all other Councillors then present, where a conflict exists between the personal interests of the Councillors and the interests of the Academy.

5.20 Seal

5.20.1 The Council may adopt a seal.

5.20.2 If Council adopts a seal, safe custody must be provided.

5.20.3 Where a seal has been adopted by Council the seal may only be used with the authority of the Council, or of a Committee of the Council, authorised by Council to the use of the seal and every document to which the seal is affixed must be signed by a Councillor and be countersigned by another Councillor, or by the Secretary or by another person appointed by the Council to countersign that document or a class of documents in which the document is included.

5.20.4 If Council does not adopt a seal, documents may be executed in the name of the Academy in the manner provided by “the Act” and must be signed by a Councillor and be countersigned by another Councillor, or by the Secretary or by another person appointed by the Council to countersign that document or a class of documents in which the document is included.

5.20.5 Standing committees may be
Programme Committee
Education Committee
Audit Committee
Constitution and By-Laws Committee

6 INSPECTION OF RECORDS

The Council must arrange for the records of the Academy to be available for inspection by Fellows at the times and on the conditions that Council decides provided that Fellows may inspect those documents if they are expressly entitled to do so by law or by a resolution made by the Council.

7 NOTICES

7.1 **Serving Notices**

A notice may be given by the Academy to any Fellow either by serving it on the Fellow personally or by sending it by post to the Fellow at an address as shown in the Register of Fellows or the address supplied by the Fellow to the Academy for the giving of notices to the Fellow.

7.2 **Service by Post**

The service of a notice by post shall be deemed to be effective if it is properly addressed and posted to the member by ordinary prepaid airmail with an obvious sender’s address.

8 INDEMNITY

Every Councillor, Public Officer, Auditor, Fellows acting on the written request of the Council, and employee shall be indemnified out of the assets of the Academy against any liability incurred by that person arising out of the execution of their duties of office and in defending any proceedings, whether civil or criminal in which judgement is given in that person’s favour or in which the person is acquitted or in relation to any such proceedings in which relief under “the Act” is granted to the person by the court.

9 MODIFICATION OR REPEAL OF CONSTITUTION

- 9.1 The Fellows entitled to vote may modify or repeal the Constitution or a provision of the Constitution by special resolution passed either at a General Faculty Meeting or at a Special Faculty Meeting in accordance with “the Act”.
- 9.2 The Constitution may be amended also by a two-thirds vote of Fellows entitled to vote voting by mail. No less than sixty (60) days and no more than ninety (90) days from the date of mailing to Fellows entitled to vote shall be allowed for the return of ballots.

10 MINUTES

10.1 **Preparation of Minutes**

Proper minutes of all proceedings of meetings of the Academy, meetings of the Council and of meetings of committees shall be entered within one month after the relevant meeting in minute books kept for this purpose and on the website. The minutes shall contain apologies, the names of those present, the chair of the meeting, and details of the proceedings of the meeting.

10.2 **Signing Minutes**

The minutes shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

10.3 **As Evidence of Meetings**

Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

11 DISPUTES AND MEDIATION

11.1 **Grievance Between**

The grievance procedure set out in this Rule applies to disputes under these Rules between:

- 11.1.1 a Fellow and another member; or
- 11.1.2 a member and the Academy; or
- 11.1.3 a member and the Council.

11.2 **Meeting of Parties to Grievance**

The parties to the grievance must meet to discuss the matter or discuss the matter by telephone and, if possible, resolve the grievance within fourteen (14) days after the grievance comes to the attention of all parties.

11.3 **Inability to Resolve Grievance**

If the parties are not able to resolve the grievance at the meeting or them having discussed the matter by telephone, or if a party fails to participate in that meeting then the parties must within fourteen (14) days hold a meeting in the presence of a mediator, if necessary by telephone conference.

- 11.3.1 The mediator must be : -

- 11.3.1.1 a person chosen by agreement between the parties; or
- 11.3.1.2 in the absence of agreement in the case of a grievance between a Fellow and another Member, a person appointed by the Council. In the case of a grievance between a Fellow and the Academy a person who is a mediator appointed or employed by an appropriate legal entity as determined by Council.

11.3.2 A Fellow of the Academy can be a mediator.

11.3.3 The mediator shall not be a Fellow who is a party to the grievance.

11.3.4 The parties in grievance must, in good faith, attempt to settle the grievance by mediation.

11.3.5 The mediator, in conducting the mediation must:

- 11.3.5.1 give the parties to the mediation every opportunity to be heard;

- 11.3.5.2 allow due consideration by all parties of any written statement submitted by any party;

- 11.3.5.3 ensure that natural justice is accorded to the parties to the grievance throughout the mediation process.

11.3.6 The mediator must not determine the grievance.

11.3.7 If the mediation process does not result in the grievance being resolved the parties may seek to resolve the dispute in accordance with “the Act” or otherwise at law.

12 DISSOLUTION AND WINDING-UP

12.1 ***Preparation for Dissolution or Winding-up***

The Academy may be wound-up in the manner provided for in “the Act” or upon the vote of the Council with at least a seventy-five percent (75%) majority and, unless otherwise resolved at a General or Special Faculty Meeting, the President and Secretary shall be authorised to act jointly as liquidators of the Academy.

12.2 ***Upon Dissolution or Winding-up***

If upon dissolution or winding-up of the Academy there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed to the Fellows but shall be disposed of by decision of the Council in accordance with the provisions of “the Act”.

13 PUBLICATIONS

The Academy will be associated, unless otherwise decreed, with the journal *Oral Oncology*.

14 AMENDMENTS

Alterations to the Constitution may only be discussed and amended in the General meetings if the text of any amendment, duly supported, has been transmitted to the Executive, who shall in turn have communicated

with all members, at least six months previously. Such amendments must be passed by a two-thirds majority vote of members.

23 February 2005