



James Cook University Dental
Student Association Incorporated

Constitution

JCUDSA Inc. jcudsa.org.au

Updated 2022

Contents

PART 1 - PRELIMINARY.....	4
ARTICLE I. NAME OF ORGANIZATION	4
ARTICLE II. CORPORATE PURPOSE.....	4
PART 2-POWERS OF ASSOCIATION	5
ARTICLE III. Not for Profit organization.....	5
PART 3-MEMBERS, DISPUTES AND GRIEVANCES.....	5
ARTICLE IV. MEMBERSHIP	5
Section 1. Classes of Membership and Voting Rights	5
Section 2. Eligibility and Fees of Membership	5
Section 3. Resignation and Termination	7
Section 4. Disputes and Mediation	7
ARTICLE V. THE EXECUTIVE AND OFFICERS/ REPRESENTATIVES	8
Section 1. Composition of the Executive Committee and General Committee.....	8
Section 2. Tenure	9
Section 3. Electoral Procedures	9
Section 4. Appointment of Officers	11
Section 5. Notice	11
Section 6. Succession of the President	11
Section 7. Attendance Requirements for Directors	11
Section 8. Circular Motions.....	12
ARTICLE VI. SPECIFIC DUTIES OF DIRECTORS AND OFFICERS/REPRESENTATIVES	12
Section 1. President	12
Section 2. Vice-President	13
Section 3. Secretary	13
Section 4. Treasurer	13
Section 5. Academic President.....	14
Section 6. Social President	14
Section 7. Sponsorship Coordinator	15
Section 8. Sports Coordinator.....	15
Section 9. Charity and Wellbeing Coordinator	15
Section 10. Sponsorship Officer	16

Section 11. International Student Representative	16
Section 12. Aboriginal and Torres Strait Islander Student Representative	16
Section 13. Publications and Media Officer	17
Section 14. Charity and Wellbeing Officer(s)	17
Section 15. IT Officer	18
Section 16. Australian Dental Student Association (ADSA) Liaison Officer	18
Section 17. Academic Representatives	18
Section 18. Social Representatives	19
Section 19. Clinical and Placement Representatives	20
ARTICLE VII. COMMITTEES	20
Section 1. Committee Formation	20
Section 2. Executive Committee	20
ARTICLE VIII. – Conflict of Interest and Compensation	20
Section 1: Purpose	20
Section 2: Definitions	20
Section 3. Procedures	21
Section 4. Records of Proceedings	22
Section 5. Compensation	22
Section 6. Annual Statements	23
Section 7. Periodic Reviews	23
Section 8. Use of Outside Experts	23
ARTICLE IX. BOOKS AND RECORDS	23
ARTICLE X. MEETINGS	23
Section 1. Meetings of the management committee	23
Section 2. Annual general or general meetings	24
Section 3. Rules of general meetings	25
ARTICLE XI. FINANCIAL MATTERS	27
Section 1. Source of Funds	27
Section 2. Management of funds	27
Section 3. Financial Records	27
Section 4. Distribution of surplus assets	28
ARTICLE XII. INTELLECTUAL PROPERTY	28
Section 1. Use of Association’s Graphics	28

ARTICLE XI. AMENDMENTS	28
Section 1. Articles of Incorporation	28
Section 2. Bylaws	28
ADOPTION OF BYLAWS	30
Section 4. Distribution of surplus assets	30
• If the association winds up or dissolves in accordance with the provisions of the Associations Incorporation Act 1981, and after satisfying all debts and liabilities, there is any property whatsoever, these shall not be distributed among members or former members. This surplus property must be given to an association or associations incorporated under the Act, which has similar objects and is not carried out for the purposes of profit or gain to individual members. This association shall be determined by resolution of the members.	30

Note: Italicized Bylaws and notes are quotes from the JCUDSA Inc. Constitution and can't be changed except by amending the JCUDSA Inc. Constitution. Sections underlined have been passed by the Executive and can only be changed by the Executive members in a general Executive meeting.

PART 1 - PRELIMINARY

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is the “*James Cook University Dental Student Association Inc.*” which may be abbreviated to “*JCUDSA Inc.*” or “*JCU Dental Student Association Inc.*”

Principal place of business: 1/14-88 McGregor Rd, Smithfield QLD 4878.

ARTICLE II. CORPORATE PURPOSE

The specific objectives and purpose of this organisation shall be:

- a) *To safeguard and advance the academic, social and cultural interests of students enrolled in the BDS or BDS (Honours) degree at James Cook University.*
- b) *To foster and enrich the educational and social environment of students enrolled in the BDS or BDS (Honours) degree at James Cook University.*
- c) *To promote and foster the interests of the students in the BDS and ideals of the College of Medicine and Dentistry at James Cook University.*
- d) *To promote the general health of the community via participation of community projects and organisation of charity functions.*

PART 2-POWERS OF ASSOCIATION

ARTICLE III. Not for Profit organization

(1) The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation.

- a) The Association must not distribute any surplus, income or assets directly or indirectly to its members
- b) Subrule (a) does not prevent the Association from paying a member-
 - I. reimbursement for expenses properly incurred by the member

PART 3-MEMBERS, DISPUTES AND GRIEVANCES

ARTICLE IV. MEMBERSHIP

Section 1. Classes of Membership and Voting Rights

- a) *The membership of the organisation shall consist of the following classes:*
 - I. *Silver membership;*
 - II. *Gold membership*
 - III. *Diamond membership;*
- b) *The number of members in each class shall be unlimited*
- c) *Gold members will be granted additional benefits as determined by the Management Committee from time to time*
- d) *Diamond and Silver members do not have any voting rights.*

Section 2. Eligibility Fees, and benefits of Membership

- a) Silver membership:
 - I. *Silver membership will be available to all students enrolled in the BDS or BDS (Honours) degree at James Cook University*
 - II. *Silver membership will not be charged a membership fee*
 - III. *Students will not be added to the register of membership unless subscribing and paying the nominal fee for Gold membership as outlined in Section 2 b) ii. (1)*

IV. Silver members will have access to relevant year-level social media pages and will be permitted to partake in events run by the association. They will be able to purchase tickets and merchandise from the association's website (jcudsa.org.au).

b) Gold membership:

- I. Gold membership will be available to all students enrolled in the BDS or BDS (Honours) degree at James Cook University*
- II. Gold members will be charged a membership fee*
 - (1) The membership fee shall be a one-off payment that shall last the entire duration of the BDS or BDS (Honours) degree at James Cook University. The pricing will be dependent on the enrollment year of the student looking to purchase membership.*
 - 1st year - \$55*
 - 2nd year students - \$50*
 - 3rd year students - \$45*
 - 4th year students - \$40*
 - 5th year and honours students - \$35*
- III. Gold members will be permitted to vote in committee elections as described in section 3. E. III. Gold members will be permitted access to discounted tickets and merchandise on the association's web page (jcudsa.org.au).*
- IV. Gold members must not use their membership privileges to benefit any other member of the association.*

c) Diamond membership:

- I. Diamond membership will be available to any private donors, businesses or organization's both incorporated and unincorporated as a token of appreciation by the Management Committee*
- II. Diamond members will be added to the register of members as an honorary member*
- III. Diamond members will not be charged a membership fee*

Section 3. Resignation and Termination

A) If a member of the general or executive committee is not performing their duties to an acceptable standard (as outlined in Article VI), or, is removed from the gold member register as outlined below, the executive shall consider whether the member is terminated from their position. The appointment of a replacement shall take place as outlined in Article V, section 4.

a) Gold members will be removed from the register of members if:

- I. The member is expelled from the society as outlined in section 3 c); or*
- II. The member ceases enrolment in the BDS degree at James Cook University; or*
- III. The member notifies the Secretary of their resignation from the Association;*

b) A member may resign from the association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

c) If a member –

- I. Is convicted of an indictable offence; or*
- II. Fails to comply with any of the provisions of Rules; or*
- III. Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;*
- IV. The Management Committee shall consider whether his or her membership shall be terminated.*

d) The member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership it shall instruct the Secretary to advise the member in writing accordingly.

Section 4. Disputes and Mediation

a) The procedure to resolve formal disputes between a member and another member, or a member and the Association, are as follows:

- i. The parties to the dispute must meet and discuss the matter in dispute, and if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties,*
- ii. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.*

- iii. The mediator must be a person chosen by agreement between the parties; or, in the absence of agreement, a person appointed by the Executive.
- iv. A mediator cannot be a member of the Association who is party to the dispute.
- v. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- vi. The mediator, in conducting the mediation, must give the parties in the mediation process every opportunity to be heard and ensure that natural justice is accorded to the parties to the dispute throughout the process.
- vii. The mediator must not determine the dispute.
- viii. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- ix. Nothing in this Rule shall prevent the operation of the Association's procedure for expulsion or suspension of a member, or dismissal of an officer.

ARTICLE V. THE EXECUTIVE AND OFFICERS/ REPRESENTATIVES

Section 1. Composition of the Executive Committee and General Committee

- a) The Executive Committee consists of the following seven Directors:
 - I. President
 - II. Vice-President
 - III. Secretary
 - IV. Treasurer
 - V. Academic President
 - VI. Social President
 - VII. Sponsorship Coordinator
 - VIII. Sports Coordinator
 - IX. Charity and Wellbeing Coordinator
- b) The General Committee of the Association shall also include the following Officers elected by the members (as well as others the Executive may appoint or refer to the members for election):
 - I. Sponsorship Officer(s)
 - II. Charity and Wellbeing Officer(s)
 - III. IT Officer
 - IV. Publications and Media Officer
 - V. Australian Dental Student Association (ADSA) Liaison Officer

- VI. International Student Representative
 - VII. Aboriginal and Torres Strait Islander Student Representative
 - VIII. Year 3 Clinical Representative
 - IX. Year 4 Clinical Representative
 - X. Year 5 Placement Representative
 - XI. Year 1 Academic Representative
 - XII. Year 2 Academic Representative
 - XIII. Year 3 Academic Representative
 - XIV. Year 4 Academic Representative
 - XV. Year 5 Academic Representative
 - XVI. Year 1 Social Representative
 - XVII. Year 2 Social Representative
 - XVIII. Year 3 Social Representative
 - XIX. Year 4 Social Representative
 - XX. Year 5 Social Representative
- c) All Directors and Officers shall make up the Management Committee of the Association

Section 2. Tenure

- a) All Directors and Officers/Representatives hold office until the last day of the calendar year after the year of their election or appointment at the adjournment of the AGM.
- b) All new Directors and Officers/Representatives elected or appointed at the adjournment of the AGM shall begin office on the first day of the calendar year following the AGM.

Section 3. Electoral Procedures

- a) The election of officers shall take place prior to mid-semester break of the second semester at the Annual General Meeting of the Association to be held at such time and at such place as the Executive Committee may determine.
- b) *Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or director.*

- c) *The nomination, which shall be signed by the member and his proposer and seconder, shall be lodged with the Secretary at least 2 days before the General Meeting at which the election is to take place;*
- d) *A list of candidates' names in order determined by lot, with the proposers' and seconders' names, shall be posted in a conspicuous place in the usual place of the meeting of the Association and/or a widely accessible electronic platform.*
- e) *An electronic voting platform shall be prepared (if necessary) and contain the names of the candidates in order determined by the lot, and any member shall be entitled to vote for any such number of candidates not exceeding the number of vacancies;*
 - I. The IT Officer and Secretary shall prepare the SurveyMonkey voting platform with the names of candidates under supervision of the Electoral Officer.
 - II. Once the SurveyMonkey is prepared, the Electoral Officer will change the password to the account ensuring only he/she has access to the result of the vote throughout the voting period.
 - III. The SurveyMonkey electronic voting platform will be emailed by the Electoral Officer to all Gold Members which shall signify the commencement of voting.
 - IV. Voting shall operate for a period of two weeks unless otherwise specified by the Executive Committee
- d) *An Electoral Officer (not a nominee in the ballot) shall be appointed by the Executive Committee prior to the General Meeting who shall supervise the conduct of any election;*
- e) *The election shall be by a majority of votes and in the case of an equality of votes the drawing of lots shall determine the successful candidate;*
- f) *Should, at the commencement of such a meeting, there be no candidates nominated for a position, nominations may be taken from the floor of the meeting for such position(s). The election of candidates nominated from the floor of the meeting shall be conducted in accordance with this rule;*
- g) *The result of the vote as declared by the Electoral Officer shall be deemed to be an election of the officer-elect or member-elect of Management Committee.*

Section 4. Appointment of Officers

- a) All appointments of any persons to positions or offices made by the Executive shall proceed according to a procedure determined by the Executive not inconsistent with the following:
 - I. All members must have an opportunity to submit applications for the position;
 - II. Notice of the vacancy must be sent to all members at least 7 days before the close of applications; and,
 - III. All members must be given notice of the appointment once it is made.
 - IV. The Executive need not obey the requirements of subrules I, II and III of this Rule when appointing members of committees or filling temporary casual vacancies in an office.
- b) In the appointment of an Officer by the Executive, on the request of any Director the vote shall be held by secret ballot.
- c) In all appointments, a majority of the Directors may vote for no candidate, which shall re-open nominations, sending notice of the re-opening of nominations to all members, and postpone the appointment until at least a week from the date of the meeting at which the vote is taken.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Succession of the President

- a) If the casual vacancy is that of the President, a Director designated in the Bylaws shall become Acting President, and the office of that Director shall become temporarily vacant. The order of the succession for the office of President shall be:
 - I. The Executive Directors in the order they are mentioned in Section 1 of this Article.
 - II. The Immediate Past President;
 - III. The other Officers of the Association, in order of election or appointment.

Section 7. Attendance Requirements for Directors

- a) Directors may miss **only two (2) consecutive** Executive meetings or miss **more than one-third of** Executive meetings that have taken place (after three meetings have taken place) before failing to meet their attendance duties under the constitution.
- b) The Executive may grant a Director a leave of absence from Executive meetings for a period not exceeding 3 months.

- I. Such a leave shall be granted only on written request of the Director in question and have the effect of rendering the Directorship temporarily vacant for the duration of the leave granted.
- II. The Director granted leave shall resume their office upon the end of the leave of absence.
- c) The Executive may not grant leave of absence retrospectively.
- d) If the Executive accepts apologies from a Director for their absence at a meeting, then that Director shall (for the purposes of the above rules only) be taken to have attended that meeting.

Section 8. Circular Motions

- a) Upon the decision of the Executive on a resolution, ordinarily only whether the resolution has passed shall be minuted. On the request of a Director to have their own vote minuted, that Director's vote must be recorded in the minutes. In the case of a circular motion, the request of the Director should be sent to the Secretary and must be recorded in the next set of minutes.
- b) The Executive may make decisions outside of a meeting (except to expel members or dismiss Officers). To do so, the following procedure must be followed:
 - I. A Director must send out the precise text of the proposed resolution to each other Director by email or Facebook message;
 - II. The resolution is approved only with the assent of a majority of the total number of Directors given within five days of the circulation of the motion;
 - III. Directors may respond with a "yes", "no", or "abstain" vote by email to the Secretary or by Facebook message to all Directors. Any Director who does not respond within five days shall be taken to have abstained;
 - IV. If the resolution is approved, it shall be entered into the minutes of the next Executive meeting.

ARTICLE VI. SPECIFIC DUTIES OF DIRECTORS AND OFFICERS/REPRESENTATIVES

Section 1. President

- a) The President shall preside at all meetings of the membership. The President shall have the following duties:
 - I. Be the JCUDSA Inc. spokesperson, where they are required to represent the Association wherever or whenever necessary; e.g. liaising with the CMD, sponsors and other official persons;
 - II. Sit on the CMD College Council on behalf of the Association and the wider student body in the discussion and implementation of new CMD policies, strategic planning and procedures;
 - III. Chair JCUDSA Inc. Executive meetings, making sure the views all Directors are heard;
 - IV. Works with the Vice-President, Secretary, and Directors, Officers/Representatives to plan, oversee and coordinate all Association activities including but not limited to financial, social, academic and student welfare issues.

- V. Guides and assists all Directors in their duties where required
- VI. Represents the Association's interests professionally at all times
- VII. Confers with the ADSA Liaison Officer and the ADSA committee to discuss views and topics of our and other dental schools, and to work on and pass ADSA policy;
- VIII. Be involved with all Directors in the making and passing of the Association policies;
- IX. Ensure the Association meets its financial and legal obligations as an incorporated association.

Section 2. Vice-President

The Vice-President shall have the following duties:

- I. Be the JCUDSA Inc. spokesperson in absence of the President, where he/she shall represent the Association wherever or whenever necessary, e.g. liaising with the CMD, sponsors and other official persons.
- II. Chair Executive meetings in absence of the President, making sure the views of all Directors are heard;
- III. Work with the President, Secretary, and other Directors and Officers/Representatives to plan, oversee and coordinate all Association activities (including financial, social, academic and student welfare issues);
- IV. Guides and assists all Directors where required;
- V. Represents the Association's interests at all times;
- VI. Involved along with all Directors in the making and passing of Association policy;
- VII. Help the President with his duties where possible.

Section 3. Secretary

The Secretary shall have the following duties:

- I. Be responsible for the day to day running of the Association;
- II. Facilitates communication between the Association and other organisations such as the College of Medicine and Dentistry;
- III. Be responsible for all of the Association's correspondence;
- IV. Be responsible for the running of Association meetings – ensure meetings are run in according with the Association's constitution, collates the agenda for each meeting and records minutes for each meeting;
- V. Be responsible for the annual elections and annual general meeting;
- VI. Collects copies of all Association correspondence and important documents;
- VII. Be responsible for the membership database and all new memberships as well as the distribution of Gold Membership tags;
- VIII. Supports all other Directors in the management of their portfolios.

Section 4. Treasurer

The Treasurer is expected to:

- I. Maintain, monitor and facilitate the records and use of the Association accounts and other owned financial resources;
- II. Guide and advise the Directors on appropriate expenditure for events throughout the year;
- III. Create an annual budget;
- IV. Facilitate an end-of-year financial audit for the incorporated Association to be submitted to the Office of Fair Trading Queensland;
- V. Organise reimbursements as necessary;
- VI. Oversee event budgets, including assisting the Social and Academic committees with creating a budget if necessary.

Section 5. Academic President

The Academic President:

- I. Represents and attends meetings on behalf of the Association for committees including, but not limited to:
 - i. Board of Studies;
 - ii. Assessment Committee;
 - iii. Professional Practice Committee;
- II. Liaises with the academic year representatives in order to:
 - i. Flag student issues;
 - ii. Feedback the information attained at the aforementioned meetings;
- III. Meets with key CMD staff through Association/CMD meetings once monthly which provides a forum for discussing student issues not applicable to the Board of Studies or Assessment Committee meetings;
- IV. Assist the academic representatives in the organisation of academic events including but not limited to:
 - i. Clinical Skills Nights
 - ii. Lunch n Learns
 - iii. Guest Lectures
 - iv. Tradeshow
 - v. First Aid Training
- V. Works in a professional and understanding manner to create a communicational bridge between members and staff.

Section 6. Social President

The Social President shall have the following duties:

- I. Create the social events calendar for the year – this should be released before the end of year final exams before their term begins;
- II. Head the Social sub-committee;
- III. Ensure the success of all social events by working with all Social Representatives;
- IV. Ensure all social events have conveners, and convenes smaller events if necessary;

- V. Work with the Sponsorship Coordinator and Social Representatives to organise social events including, but not limited to:
 - a. Orientation Week;
 - b. Halfway Ball;
 - c. Dental Ball;
 - d. Graduation Cocktail;
 - e. Halloween Party;
 - f. Trivia nights;
- VI. Submit budget and expenditures to the Treasurer;
- VII. Work with Publications and Media Officer to create promotional content for social events.

Section 7. Sponsorship Coordinator

The Sponsorship Coordinator shall:

- I. Liaise with current and potential corporate sponsors;
- II. Be in charge of writing and updating the Sponsorship Prospectus for both corporate and local sponsors
- III. Head and chair the sponsorship subcommittee
- IV. Be in charge of correspondence with corporate sponsors using the sponsorship email account provided;
- V. Ensure the sponsors list is updated and maintained;
- VI. Where necessary sign Sponsorship Agreements with sponsors and be responsible for ensure that both the Association and sponsor are aware of the requirements of these contracts;
- VII. Informs the Social subcommittee of the sponsorship requirements of each event (i.e. sponsorship speeches, logos on posters etc.);
- VIII. Liaise with the Directors regarding sponsorship requests for certain events;
- IX. Seek new sponsors for the Association;
- X. Form a strong working relationship with all sponsors.

Section 8. Sports Coordinator

The Sport Coordinator shall:

- I. Organise the inter-year sports carnival in semester 1.
- II. Organise the MIPS cup in semester 2
- III. Work closely with members of the executive committee and social representatives to plan and organize sports events.
- IV. Liase with interested parties including but not limited to, Smithfield State High School, JCUMSA, JCUPSA, Nursing society at JCU.

Section 9. Charity and Wellbeing Coordinator

The Charity and Wellbeing Coordinator shall:

- I. Promote charity events and initiatives to the student body;
- II. Liaise with relevant charity and aid organisations;

- III. Plan and manage charity events, ensuring the success of each event including:
- a) Red February;
 - b) Australia's Biggest Morning Tea;
 - c) Rosie's on the Streets Program;
 - d) Relay for Life;
 - e) Dental Health Week
 - f) Trivia night
- IV. Work with the Treasurer to create expenditures and budgets where necessary for charity events.
- V. Promote positive mental health and wellbeing events and initiatives to the student body;
- VI. Liaise with relevant mental health and wellbeing organisations;
- VII. Work with the ADSA Liaison Officer for R U OK Day;
- VIII. Work with the Directors to organise Mental Health Week.

Section 10. Sponsorship Officer

The sponsorship officer shall:

- I. Liaise with current and potential local sponsors under the guidance of the Sponsorship Coordinator;
- II. Informs the Social subcommittee of the sponsorship requirements of each event (sponsor speeches, logos on posters etc.);
- III. Liaise with Sponsorship subcommittee regarding sponsorship requests for certain events;
- IV. Seek new sponsors for the Association;
- V. Form a strong working relationship with all local sponsors;
- VI. Maintain correspondence with local sponsors using their JCUDSA email address.

Section 11. International Student Representative

The International Student Representative shall have the following duties:

- I. Represent the voices and concerns of international students in the BDS or BDS(Hons) degrees;
- II. Assist with all new international students commencing the BDS or BDS(Hons) degrees including, but not limited to:
 - (1) Organising information nights on accommodation, financial help and studying in Cairns;
 - (2) Organise social events for international students across cohorts where necessary.

Section 12. Aboriginal and Torres Strait Islander Student Representative

The Aboriginal and Torres Strait Islander Student Representative shall have the following duties:

- I. Liaise with all dental students who identify as Aboriginal and/or Torres Strait Islander;

- II. Voice any concerns regarding Aboriginal and/or Torres Strait Islander dental students to the Directors and staff;
- III. Organise events which showcase and educate students about the Aboriginal and/or Torres Strait Islander culture including but not limited to:
 - (1) NAIDOC Week;
 - (2) Cultural Immersion programs.
- IV. Ensure the Association reaffirms the JCU Reconciliation Action Plan.

Section 13. Publications and Media Officer

The Publications and Media Officer shall have the following duties:

- I. Organise, create, design and publish content for the Association including, but not limited to:
 - (1) Annual Word of Mouth magazine;
 - (2) Annual Brace Yourselves handbook;
 - (3) Contribute to College of Medicine and Dentistry's 'The Pulse' Newsletter;
 - (4) Posters for social or academic events.
- II. Liaise with the Social subcommittee in the advertisement of events;
- III. Engage with the local media when appropriate which may include:
 - (1) Advertise community events; or
 - (2) Political advocacy.
- IV. Oversee the work of the IT Officer in the maintenance of the Association website and social media;
- V. Be responsible for the running and moderation of the Association's Instagram, Snapchat and Facebook accounts and pages;
- VI. Head the publications subcommittee should he/she feel it necessary to create such a subcommittee.

Section 14. Charity and Wellbeing Officer(s)

The Charity and Wellbeing Officer(s) shall:

- I. Promote charity events and initiatives to the student body and liaise with relevant charity and aid organisations under the guidance of the Charity and Wellbeing Coordinator.
- II. Plan and manage charity events, ensuring the success of each event including:
 - (1) Red February;
 - (2) Australia's Biggest Morning Tea;
 - (3) Rosie's on the Streets Program;
 - (4) Relay for Life;
 - (5) Dental Health Week
 - (6) Trivia night
- III. Assist and work under the guidance of the Charity and Wellbeing Coordinator in any additional duties not already mentioned.

Section 15. IT Officer

The IT Officer shall:

- I. Be in charge and maintain the Association website and Association webmail hosting for Directors;
- II. Work with Directors and other Officers/Representatives to update the website where necessary of upcoming events;
- III. Liaise with the Directors to ensure their access to their Association email accounts;

Section 16. Australian Dental Student Association (ADSA) Liaison Officer

The ADSA Liaison Officer shall:

- I. Promote ADSA events and initiatives to students such as:
 - (1) ADSA Convention;
 - (2) Health Students Blood Drive Challenge;
 - (3) R U OK Day
 - (4) Orientation Week Booklet;
 - (5) Graduation Booklet;
 - (6) ADSA Membership Cards.
- II. Distribute relevant ADSA publications to students;
- III. Seek feedback from students on policies that will be voted on at upcoming ADSA Councils and relay information to the Liaison Officer;
- IV. Write and submit relevant updates on the Association's activities for the DPL Dental Student magazine.

Section 17. Academic Representatives

a) The duties of the Year 1 Academic Representative shall:

- I. Manage complaints and voice general concerns or academic issues to the Year 1 coordinator. They must: gather, categorize and resolve issues from the cohort, while filtering out trivial and generally unproductive complaints.
- II. Work in a professional and understanding manner to build a communicational bridge between Year 1 students and staff;
- III. Work with the Academic President to create academic events.

b) The Year 2 Academic Representative shall:

- I. Manage complaints and voice general concerns or academic issues to the Year 2 coordinator. They must: gather, categorize and resolve issues from the cohort, while filtering out trivial and generally unproductive complaints.
- II. Work in a professional and understanding manner to build a communicational bridge between Year 2 students and staff;
- III. Work with the Academic President to create academic events;
- IV. Help organise First Aid/CPR Training courses for Year 1 and Year 2 students.

c) The Year 3 Academic Representative shall:

- I. Manage complaints and voice general concerns or academic issues to the Year 3 coordinator. They must: gather, categorize and resolve issues from the cohort, while filtering out trivial and generally unproductive complaints.

- II. Work in a professional and understanding manner to build a communicational bridge between Year 3 students and staff;
- III. Work with the Academic President to create academic events;
- IV. Help organise Clinical Skills Night for Year 3 and Year 4 students.
- d) The Year 4 Academic Representative shall:
 - I. Manage complaints and voice general concerns or academic issues to the Year 4 coordinator. They must: gather, categorize and resolve issues from the 4th year cohort, while filtering out trivial and generally unproductive complaints.
 - II. Work in a professional and understanding manner to build a communicational bridge between Year 4 students and staff;
 - III. Work with the Academic President to create academic events;
 - IV. Help organise Lunch n Learns for all students
- e) The Year 5 Academic Representative shall:
 - I. Manage complaints and voice general concerns or academic issues to the Year 4 coordinator. They must: gather, categorize and resolve issues from the 4th year cohort, while filtering out trivial and generally unproductive complaints.
 - II. Work in a professional and understanding manner to build a communicational bridge between Year 4 students and staff;
 - III. Work with the Academic President to create events for Year 5 students during Back to Base weeks.

Section 18. Social Representatives

- a) The duties of the Year 1 Social Representative shall be:
 - I. Organise social activities for Year 1 students;
 - II. Work with the Social sub-committee to create social events for all students.
- b) The Year 2 Social Representative shall:
 - I. Organise social activities for Year 2 students;
 - II. Work with the Social sub-committee to create social events for all students.
- c) The Year 3 Social Representative shall:
 - I. Organise social activities for Year 3 students;
 - II. Be the main organiser and work with the Treasurer and Sponsorship Coordinator for the Halfway Ball;
 - III. Work with the Social sub-committee to create social events for all students.
- d) The Year 4 Social Representative shall:
 - I. Organise social activities for Year 4 students;
 - II. Be the main organiser and work with the Treasurer, Sponsorship sub-committee and Publications and Media Officer for the annual Dental Ball
 - III. Work with the Social sub-committee to create social events for all students.
- e) The Year 5 Social Representative shall:
 - I. Organise social activities for Year 5 students;
 - II. Be the main organiser and work with the Treasurer, Sponsorship sub-committee and Publications and Media Officer for the Graduation Cocktail
 - III. Work with the Social sub-committee to create social events for all students.

Section 19. Clinical and Placement Representatives

- a) The Year 3 Clinical Representative shall:
 - I. Voice any concerns or clinical issues to the Practice Manager of JCU Dental;
 - II. Serve as the communication bridge between Year 3 students and JCU Dental staff.
- b) The Year 4 Clinical Representative shall:
 - I. Voice any concerns or clinical issues to the Practice Manager of JCU Dental;
 - II. Serve as the communication bridge between Year 4 students and JCU Dental staff.
- c) The Year 5 Placement Representative shall:
 - I. Voice any concerns or placement issues to the Placement Coordinator;
 - II. Serve as the communication bridge between Year 5 students and the Placement Coordinator.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed including but not limited to fundraising, housing, public relations, data collection, academic and social. The board chair appoints all committee chairs.

Section 2. Executive Committee

The president, vice-president, secretary, treasurer, academic president, social president, sponsorship coordinator, sports coordinator, charity and wellbeing coordinator serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VIII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organisation's (James Cook University Dental Student Association Incorporated) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organisation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person
Any director, principal officer, or member of a committee with governing board

delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organisation has a transaction or arrangement,
 - b. A compensation arrangement with the Organisation or with any entity or individual with which the Organisation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organisation is negotiating a transaction or arrangement.
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. An association authorized meetings will be used each time for consistency.
- c. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. Hospital Insert – for hospitals that complete Schedule C. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. MEETINGS

Section 1. Meetings of the management committee

- The Management Committee shall be at least once every calendar month, excluding university scheduled holidays, to exercise its functions.
- A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- At every meeting of the Management Committee a simple majority of a number equal to the number of voting members elected and/or appointed to the Management Committee shall constitute a quorum.
- Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit; Provided that questions arising at any meeting of the Management Committee shall be deemed to be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising there out, and if he or she does so vote his or her vote shall not be counted.
- Not less than 5 working days notice shall be given by the Secretary to members of the Management Committee of any special general meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Management Committee shall choose one of their number to be Chairman of the meeting. The Chairman of any meeting is not able to vote on any issues that arise during the course of the meeting.
- If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to such other day and at such time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

Section 2. Annual general or general meetings

- The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
- The Annual General Meeting of the Association shall be held at any time during the duration of the calendar year that is deemed appropriate by the Management Committee
- The business to be transacted at every annual general meeting shall be:

- i) The receiving of the Management Committee's report and the statement of the income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the proceeding financial year;
 - ii) The appointment of an auditor.
- The Secretary shall convene a special general meeting –
 - i) When directed to do so by the Management Committee; or
 - ii) On the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - iii) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership to any person.

Section 3. Rules of general meetings

- At any general meeting the number of members required to constitute a quorum shall be double the number of voting members presently on the Management Committee plus one.
- No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as presenting a corporation that is a member.
- If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a

meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- The Secretary shall convene all general meetings of the Association by giving not less than 10 working days notice of any such meeting to the members of the Association.
- The manner by which such notice shall be given shall be determined by the Management Committee; provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his or her membership the appeal of a member against the rejection or termination of his or her membership by the Management Committee shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
- Unless otherwise provided by these Rules, at every general meeting –
 - i) The President shall preside as Chairman, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, another member of the Management Committee shall be the Chairman. If no members of the Management Committee are present or unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
 - ii) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - iii) Every question and matter for resolution shall be decided by a majority of the votes of the members present;
 - iv) Every member present and eligible to vote shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting;
 - v) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he or she determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - vi) A member may vote in person or by proxy or by attorney or by a postal vote forwarded at least two (2) days prior to the annual general meeting of the Association

or at any general meeting and or a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or by postal vote or other duly authorized representative shall have one vote;

vii) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of his or her attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

viii) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointment a proxy shall be in the following form or a form as near thereto as circumstances permit.

ARTICLE XI. FINANCIAL MATTERS

Section 1. Source of Funds

The funds of the Association may be derived from joining fees, donations, fund-raising activities, fund-raising activities, grants, interest and any other sources approved by the Committee.

Section 2. Management of funds

- The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited
- The Committee may authorize the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a \$500 without requiring approval from the Committee for each time on which the funds are expended.
- When signing a change of signatories at a financial institution, any one of the authorized signatories can operate the accounts associated with the Association.
- All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- With the approval of the Executive Committee, the Treasurer may maintain a cash float provided all money paid from or paid into the float is accurately recorded at the time of the transactions.
- The use of online financial card processing program, Square may be used to allow online purchases through the Association's website if all expenditure is deposited into the financial account the following business day.

Section 3. Financial Records

- The association must keep financial records that –

- (1) correctly record and explain its transactions, financial position and performance;
and
- (2) enable financial statements to be prepared as required.

Section 4. Distribution of surplus assets

- If the association winds up or dissolves in accordance with the provisions of the Associations Incorporation Act 1981, and after satisfying all debts and liabilities, there is any property whatsoever, these shall not be distributed among members or former members. This surplus property must be given to an association or associations incorporated under the Act, which has similar objects and is not carried out for the purposes of profit or gain to individual members. This association shall be determined by resolution of the members.

ARTICLE XII. INTELLECTUAL PROPERTY

Graphics, Logos and Website are all intellectual property of the Association and required to follow all rules for distribution and correct use. Approval from the Executive Committee is required at any time to change the colours or logo.

Section 1. Use of Association's Graphics

- When distributing the Association's logo use of the full resolution, Logo + right or below Caption must be used. Additionally use of the Association's official crest may be used. The following colours are the official swatches of the association for when production of new or different graphics is completed, their use is required:
 - Gold: RGB (250, 167, 39)
 - Blue: RGB (15, 191, 230)
 - Grey: RGB(125, 124, 129)

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 26 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on Sunday 5th of January 2023.

Daniel Pontil, President – JCUDSA, Inc.

ATTEST: Charlotte McKinley, Secretary - JCUDSA, Inc.

Changes:

Section 4. Distribution of surplus assets

- If the association winds up or dissolves in accordance with the provisions of the Associations Incorporation Act 1981, and after satisfying all debts and liabilities, there is any property whatsoever, these shall not be distributed among members or former members. This surplus property must be given to an association or associations incorporated under the Act, which has similar objects and is not carried out for the purposes of profit or gain to individual members. This association shall be determined by resolution of the members.