



## RACDS Constitution Summary of Key Proposed Changes

The RACDS Constitution contains information regarding College governance and the structure of the membership. The key proposed changes are primarily in response to an effort by the College Board to support better governance through a process of annual elections, with half the Board Director positions up for re-election each year. The intention is to ensure retention of corporate governance via eliminating the potential for the whole of the Board Directors to turnover at the same time. There are some other minor changes as outlined in the table below. All changes have been carefully considered and endorsed by the College Board.

SECTION	PROPOSED CHANGE	RATIONALE
<b>KEY CHANGES</b>		
8.3 (a)	Change from biennial to annual elections	Currently, there is a possibility that the whole of the Board may turnover in any one election. Modern governance best-practice recommends ensuring the retention of corporate knowledge through a staggered Board Director election process.
8.6 & 8.7	Re-drafting of limits of Director terms to provide greater clarity	Re-drafting recommended by governance lawyers to clarify and accommodate circumstances where a Vice-President may have to step in due to the resignation of a President prior to the completion of their term.
8.9	Re-drafting of the Clauses that outline the appointment of the President and Vice-President. The key change is the Vice-President becoming President-Elect no later than three months out from the AGM in which they would assume the Presidency. This change means they do not have to stand for re-election as a director just prior to them assuming the Presidency.	Currently the Vice-President may not get re-elected within weeks of them ordinarily assuming the Presidency. Given the succession planning and induction to the President role that occurs in the last 12 months as Vice-President, the situation is not ideal from a corporate governance perspective. The change effectively means the Vice President will not need to stand for election if their term as director was up for re-election in the <u>last</u> 12 months of their Vice-Presidency. If however they are up for re-election in the <u>first</u> 12 months of their Vice-Presidency, they would still need to stand for re-election. If they were not re-elected, this would still allow adequate time for the Board to re-appoint a Vice-President and for them to be inducted and prepare for the Presidency role.



14.1	Inclusion of new Clause to accommodate transitional arrangements required to move from biennial to annual elections. Specifically, that the three Directors with the highest vote at the 2024 election will get a two-year term and the next four highest will get a one-year term.	A clause outlining the transitional requirements is required for the College to shift to annual elections. This Clause will be deleted from the Constitution when the conditions no longer apply.
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#### MINOR CHANGES

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5.9 (b)	Ceasing membership after 6 months of unpaid Annual Fee rather than the current 12 months	The current 12 month Annual Fees in arrears is well beyond industry standards.
6.3 (f)	Removing the Preliminary notice of AGM.	This has been identified as unnecessary communication clutter to the membership that has served no practical purpose for the College, and is not required by law.
7.2 (b)	Removing the obligation of Board Directors to be members of their respective Regional Committees	The introduction of two appointed Board Director roles means that non-dentists can serve on the Board. The change removes the obligation for Board Directors to join their Regional Committee, though they retain the right to.
12.1	Removing the requirement for a Board Director or President's nominee to sit on College Committees.	The College has now in excess of forty committees, including sub-committees, and it is impractical for a Board Director or President's nominee to sit on all of them.
various	Minor changes in numbering to accommodate the key changes as above	various