

International College of Prosthodontists

ADVISORY COUNCIL OF ORGANIZATIONAL MEMBERS



TERMS OF REFERENCE

VERSION 1

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International College of Prosthodontists

Terms of Reference for Advisory Council of Organizational Members

Preamble

The role of Organizational Members is important to the objectives of the International College of Prosthodontists (ICP) in promoting the specialty of prosthodontics throughout the world. The spirit and objectives of ICP are outlined in the preamble to the ICP Constitution. At the heart of ICP is the strength of the Constituent Member body and as it continues to grow and evolve the Officers and Councilors (hereafter referred to as the Board of Councilors) will need the advice and assistance of the Organizational Members. This also will provide the international prosthodontic organizations with opportunities for meaningful input into the work of the ICP and an influence on the future of the specialty of prosthodontics. To this end, a standing committee, the Advisory Council for Organizational Members (ACOM) has been established to provide the Board of Councilors advice and assistance from the Organizational Members, and to provide a conduit for the Organizational Members to have input to the Board of Councilors of the ICP.

ACOM, as a standing committee serves in an advisory role to the Board of Councilors of the ICP and is directly responsible and accountable to the Board. The Board of Councilors will charge ACOM to undertake tasks and ACOM may bring matters of interest to the Board of Councilors for consideration. ACOM participation includes delegates from all Organizational Membership countries, based on a proportional representation system. Countries with Organizational Membership will elect delegates to ACOM based on the number of constituent members a country holds. ACOM delegates will elect a Chair and a Secretary. ACOM will meet at least biennially in conjunction with the ICP biennial international conference. The ACOM Chair will present reports/recommendations to the Board of Councilors at this meeting.

The Terms of Reference for ACOM should always be interpreted in tandem with the Constitution of the ICP. In all cases, the Constitution of the ICP carries precedence over the Terms of Reference of ACOM.

John Wolfaardt
August 2009

Terms of Reference for the Advisory Council of Organizational Members

Article 1 Name of the Organizational Members Council

The name of the Organizational Members Council is the Advisory Council of Organizational Members (ACOM) of the International College of Prosthodontists hereinafter referred to as ACOM.

Article 2 Objective of Advisory Council of Organizational Members

ACOM will serve in an advisory capacity to the ICP Board and support Article 2.1 and By-law 1 of the ICP Constitution by promoting the specialty of Prosthodontics throughout the world.

ACOM provides international prosthodontic organizations with an opportunity for meaningful input into the work of the ICP and the future of the specialty of prosthodontics. The Board of Councilors of the ICP will charge ACOM to undertake tasks and ACOM may bring matters of interest to the Board of Councilors for consideration.

Article 3 Membership of ACOM

Organizational Membership is dealt with in Article 3.5 of the ICP Constitution.

Organizational Members will have the right to elect delegates to ACOM based on the number of ICP Constituent Members from their respective countries. Countries with multiple organizations holding Organizational Membership in the ICP will collectively elect delegates according to the table below. Delegates to ACOM will serve for a two year term. The country can elect to have the delegate to serve a second term. Each country that elects delegates to ACOM is responsible for advising the Secretary of ACOM. The secretary of ACOM will advise Organizational Members of a particular country to elect delegates to ACOM.

Constituent Members per Country	Number of ACOM Delegates
1 – 25	1
26 – 50	2
51 – 100	3
101+	4

A country represented by organization(s) that hold Organizational Membership shall have at least one delegate on ACOM, but no one country shall have more than four delegates.

It is expected that larger countries may make a greater contribution to the work of the ICP and, therefore should have a larger representation on ACOM. However, it is essential that countries with a smaller representation have ability to have influence within ACOM as well.

Article 4 4.1 Officers

The officers of ACOM shall be a Chair and a Secretary.

4.2 Election and Terms of Office

The procedures for election and the terms of office of the officers shall be as provided for in the By-laws.

Article 5 Meetings

ACOM will convene during the Biennial ICP meeting in a venue provided by ICP. No additional costs associated with attending ACOM meetings will be covered by ICP. Officers and delegates will be responsible for their expenses in participating in ACOM meetings.

The purpose of the meeting should be to elect new officers, when appropriate; create ad hoc subcommittees; review progress; review ICP Board instructions; present formal reporting to the ICP Board of Councilors.

Extraordinary meetings may be called as provided for in the By-laws.

Article 6 6.1 Amendments and Dissolution

The Terms of Reference of ACOM may be amended by a two-thirds vote of the Board of Councilors of the ICP. Amendments may be proposed by Officers and Councilors of the ICP. Amendments may also be proposed by ACOM through the Chair of ACOM to the Board of Councilors of the ICP. Voting by the Board of Councilors may be made at a meeting or by mail.

6.2 Dissolution of ACOM

ACOM may be dissolved on the authority of a two thirds vote of the Board of Councilors. The decision to dissolve ACOM will be made in writing by the Co-presidents to the Chair of ACOM who will notify the delegates. The Co-Presidents will also notify the Organizational members of the decision to dissolve ACOM. Notices of dissolution will be distributed within 30 days of the decision of the Board of Councilors to dissolve ACOM.

By-Laws

By-law 1 Goals

By-law 1 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution Article 2 (Object of the Organization) and By-law 1 (Goals)

The goals of ACOM are those of the ICP as reflected in By-Law 1 of the ICP Constitution.

The primary responsibility of ACOM lies in completion of tasks assigned by the Board and provision of effective, timely and relevant advice to the Board.

These aims should be accomplished in accordance with:

1. Effective representation of all Organizational Members
2. Effective communications
3. Effective issues management
4. Accountability to the Board of Councilors of the ICP
5. Promotion of global perspectives in Prosthodontics
6. Focus on achieving outcomes in alignment with the strategic plan of the ICP
7. Responsive and responsible feedback to members of the Board of Councilors of the ICP

8. Engendering trust, inclusiveness, transparency
9. Clarity of roles/responsibilities within ACOM
10. Maintenance of integrity, trust and confidentiality in the work of ACOM

By-law 2 Voting

By-law 2 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution By-law 2 (Voting)

2.1 Voting Rights

Voting rights are vested in each delegate to ACOM.

2.2 Statement of Majority

A simple majority of delegates of ACOM is required to carry motions for consideration by the Board of Councilors of the ICP.

A simple majority of delegates of ACOM is required to carry motions of amendment to the Terms of Reference of ACOM for consideration by the Board of Councilors of the ICP.

By-Law 3 ACOM Members

By-law 3 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution Article 3 (Membership) and By-law 6 (Membership)

3.1 Role of ACOM

ACOM shall consist of a Chair, a Secretary and Delegates. ACOM shall act in accordance with the Constitution and By-laws in being generally responsible to the Board of Councilors of the ICP. ACOM will transact the business of the ICP as directed by the Board of Councilors of the ICP in accordance with the Terms of Reference of ACOM. ACOM shall report its proceedings and make its recommendations known to the Board of Councilors of the ICP and be directed by the Board of Councilors.

3.2 – Membership of ACOM

ACOM will consist of a Chair, a Secretary and Delegates.

As stated in ACOM Terms of Reference in the section Constitution Article 3:

Organizational Members will have the right to elect delegates to ACOM based on the number of ICP Constituent Members from their respective countries. Delegates elected to ACOM by Organizational members must be Constituent Members of the ICP. Countries with multiple organizations holding Organizational Membership in the ICP will collectively elect delegates to ACOM. Delegates will serve on ACOM for one two-year term. Each country that elects delegates to ACOM will be responsible for advising the Secretary of ACOM as to the delegate(s) elected. The Secretary of ACOM will advise Organizational Members of a particular country to elect delegates to ACOM.

3.3. Election and Terms of Office

A. General

All normal terms of office shall begin and end coincident with a fiscal year of the ICP (January 1st to December 31st Inclusive)

B. Chair

The Chair shall be elected by majority vote of ACOM delegates present at the biennial meeting of ACOM. The Chair shall hold office for Four years or until a successor has been elected and inducted into office. The Chair may not succeed him/herself in office.

C. Secretary

The Secretary shall be elected by majority vote of ACOM delegates present at the biennial meeting of ACOM. The Secretary shall hold office for three years in the first term of the position, and thereafter all terms for the post of secretary will be for a two year period. This will allow for an overlap between the Chair and Secretary positions. The Secretary may not succeed him/herself in office.

D. Delegates

As stated in ACOM Terms of Reference in Article 3:

Organizational Members will have the right to elect delegates to ACOM based on the number of ICP Constituent Members from their respective countries. Countries with multiple organizations holding Organizational Membership in the ICP will collectively elect delegates to ACOM. Delegates will serve on ACOM for one two-year term. Each country that elects delegates to ACOM will be responsible for advising the Secretary of ACOM as to the delegate(s) elected. The Secretary of ACOM will advise Organizational Members of a particular country to elect the appropriate number of delegates to ACOM.

The number of delegates elected to ACOM per country is based on proportional representation related to the number of constituent members in the ICP as described in Article 3.

Note: The proportional representation system will only be initiated once 30 Organizational Members have joined ACOM. Until that time all Organizational Members will be asked to elect delegates to ACOM. Once 30 Organizational Members have joined the ICP, proportional representation will be initiated and the existing delegate structure dissolved.

3.4 Unscheduled Vacancies

A. Chair

Should the Chair of ACOM be disabled or unable to perform the duties of office, the Board of Councilors will request ACOM to elect a Chair in either a temporary or permanent capacity as the circumstance dictates. While the election of a Chair is being undertaken the role will be filled by the Secretary unless otherwise specified by the Board of Councilors.

B. Secretary

Should the Secretary of ACOM be disabled or unable to perform the duties of office, the Board of Councilors will request ACOM to elect a Secretary in either a temporary or permanent capacity as the circumstance dictates. While the election of a Secretary is being undertaken the role will be filled by the Chair unless otherwise specified by the Board of Councilors.

D. Delegates

Should a Delegate be unable or unwilling to complete a term of office, the position shall remain vacant until the next constituent meeting.

By-law 4 Meetings

By-law 4 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution Article 5 (Meetings) and By-law 4 (Meetings)

4.1 Biennial and Extraordinary Meetings

A. Meetings Defined

- i. Biennial Meetings are meetings of the Officers and Delegates. The Biennial Meeting is the equivalent of an annual meeting in many organizations.
- ii. Extraordinary meetings are meetings other than Biennial Meetings

B. Biennial Meeting

A Biennial Meeting shall be held at least once within every second calendar year to coincide with the ICP biennial international conference. The Biennial Meeting of ACOM should take place the day before the Board of Councilors meeting. This will allow ACOM to report to the Board of Councilors meeting. The biennial ACOM meeting will be divided into two parts:

1. Business Meeting

This section of the meeting will address issues brought forth on the biennial business agenda.

The agenda of this meeting, identified as the ACOM Biennial Business Meeting, shall not be limited to, but shall provide for:

- Report of New Organizational Members joining the ICP
- Report to the Board of Councilors
- Report to the Organizational Members (to be approved by Board of Councilor prior to release)

- Directives for action from the Board of Councilors
- ACOM advice to the Board of Councilors
- Suggested amendments to the terms of reference of ACOM for Board of Councilors Approval
- Election of Officers

2. Forum for International Support of Prosthodontics by ACOM

The forum section of the meeting will be structured to allow ACOM to learn how to support Prosthodontics internationally. This section of the meeting shall not be limited to, but shall provide for:

- Organizational Members to present on initiatives to develop Prosthodontics in their country or region
- ACOM to invite non-ICP organizations to present to ACOM where ACOM seeks to develop support for Prosthodontics in a country or region
- Discussion of potential initiatives or initiatives underway to support Prosthodontics

C. Authority to Call a Meeting

Biennial Meetings shall be called by the Chair and Secretary acting jointly. Extraordinary Meetings may be called by the Chair and Secretary acting jointly with authority to do so from the Board of Councilors. Extraordinary meetings may also be called by the Co-Presidents of the ICP acting in response to a request from a majority of the Board of Councilors.

4.2 Notice of Meetings

A. Biennial Meetings

Notice of Biennial Meetings shall be mailed to the delegates not less than 120 days before the meeting.

B. Extraordinary Meetings

Notice of Extraordinary meetings shall be as authorized by the Board.

4.4 Quorum

A. Biennial Meetings

There shall be no quorum for Biennial Meetings called in accordance with these By-laws.

B. Extraordinary Meetings

A number of delegates equal to ten percent of the delegate body of ACOM shall constitute a quorum for extraordinary meetings. Failure to achieve a quorum shall not prevent the members assembled from acting in an advisory capacity for the Board of Councilors.

By-law 5 Elections

By-law 5 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution By-law 5 (Elections)

5.1 - Elections

Normally, elections shall be held at Biennial Meetings. The positions for election are for Chair and Secretary of ACOM.

5.2 - Nominations

A request for nominations shall be made by the Secretary no less that 120 days prior to the Biennial Meeting. Delegates may submit nominations and these must reach the Secretary of ACOM no less than 30 days before the Biennial Meeting of ACOM.

5.3 - Voting

Election of the Chair and Secretary of ACOM is by written ballot. The vote will be by secret ballot. Voting by proxy is not permitted. The candidate receiving a majority of votes cast shall be declared elected.

5.4 - Installation

Notwithstanding the requirement for terms of office to begin coincident with a fiscal year, the installation ceremony for the Chair or Secretary of ACOM may be conducted during the constituent meeting at which the election is held or during a related social event.

By-law 6 Membership

By-law 6 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution Article 3 – Membership (3.5 – Organizational Members) and Rule 4 – Application procedures (7.1 General Requirements; 7.2 Specific Requirements – 7.2D Application for Organizational Membership)

6.1 - General Requirements

A. Submission of Applications for Organizational Membership

All applications for Organizational Membership or changes to Organizational Membership in the ICP must be submitted in writing to the Secretary of the ICP. In accord with the terms of the ICP Constitution Rule 7D, the Secretary of the ICP must also receive sufficient information about the organization to permit the Membership Committee and Board of Councilors of the ICP to determine that the objects and activities of the organization are compatible with those of the ICP.

B. Review of Membership Applications

The Membership Committee of the ICP shall review applications and verify information submitted, seek additional information if necessary, and if satisfied of the validity of the application to consider admission to Organizational Membership.

C. Approval of Membership

The ICP Membership Committee shall make recommendations to the Board of Councilors regarding applications for Organizational Membership. The granting of Organizational Membership shall be the prerogative of the Board of Councilors. Once Organizational Membership is approved by the Board of Councilors the Secretary of the ICP will inform the Chair of ACOM within 30 days.

D. Delegates to ACOM

In accordance with ACOM Constitution Article 3 and Bylaw 3.2

Organizational Members will have the right to elect delegates to ACOM based on the number of ICP Constituent Members from their respective countries. Countries with multiple organizations holding Organizational Membership in the ICP will collectively elect delegates to ACOM. Delegates will serve on ACOM for one two-year term. Each country that elects delegates to ACOM will be responsible for advising the Secretary of ACOM as to the delegate(s) elected. The Secretary of ACOM will advise Organizational Members of a particular country to elect the appropriate number of delegates to ACOM.

By-law 7 Finances

By-law 7 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution By-law 7 (Finances)

7.1 - Dues Assessments and Application Fees

A. Dues

Organizational Members may be assessed dues in the amounts approved by majority vote at a duly called ICP constituent meeting.

B. Application Fees

Application fees shall be set by majority vote at a duly called ICP constituent meeting.

C. Currency

The moneys collected for application fees and dues shall be in United States Dollars (USD) and shall become the property of the College.

7.2 - Dues Arrears

A. Dues in Default

Organizational Members in arrears whose annual dues and assessments have not been paid by June 1st of the year for which they are owed will be required by the Chair of the ICP Board of Councilors to be dropped from membership of the ICP. The Secretary of the ICP will inform the Secretary of ACOM of a Board of Councilors decision to halt membership of an Organizational Member within 30 days of the decision.

B. Extensions and Reinstatement

The Secretary of the ICP is empowered to reinstate delinquent members upon payment of all dues and assessments. The Secretary, in consultation with the Treasurer, is empowered to extend the time for the payment of dues in cases where an Organizational Member is temporarily unable to pay dues. Such discretion shall be exercised only when the reasons are of a serious nature. The Secretary of the ICP will inform the Secretary of ACOM of decision to reinstate or extend payment of dues membership of an Organizational Member within 30 days of the decision.

By-law 8 By-law Amendments

By-law 8 of the ACOM Terms of Reference should be interpreted in terms of the ICP Constitution Article 6 (Amendments and Dissolution) and By-law 10 (By-Law Amendments).

8.1 - Effective Date of Amendments

Unless otherwise provided for in the amendment, amendments become effective immediately upon approval.

8.2 - Ordinary Amendments

A. At ACOM Biennial Meetings

Amendments to the Terms of Reference of ACOM may be proposed by ACOM delegates at ACOM Biennial Meetings. The Terms of Reference of ACOM may be amended by a two-thirds vote of the Delegates of ACOM. The Chair will convey the proposed changes to the Terms of Reference of ACOM to the Secretary of the ICP Board of Councilors.

The Terms of Reference of ACOM may be amended by a two-thirds vote of the Board of Councilors of the ICP. Amendments may be proposed by Officers and Councilors of the ICP. Voting by the Board of Councilors may be made at a meeting or by mail.

8.3 - Provisional Amendments

In recognition of the limited opportunities for voting on amendments to the ACOM By-laws, the Board of Councilors may recommend a provisional change in the By-laws. Such change shall require a two thirds vote of Board of Councilors. The change shall remain in effect only until one of the processes for amending the By-laws described in By-law 8 can be completed, and in no case shall this period extend beyond the next Biennial Meeting of Constituent Members.

Rules of Order

Rule 1 Parliamentary Authority

Robert's Rules of Order (most recent edition) shall govern the deliberation of ACOM in all cases in which they are applicable and not in conflict with the Constitution, By-laws or Rules of Order of the College.

Rule 2 Amendments

The Rules of Order of ACOM may be amended or suspended without notice at ICP Constituent, General or Extraordinary Meetings by a two thirds vote of those voting, a quorum being present.

Rule 3 Meeting Attendance

3.1 - Open Meetings

In accordance with Rule 3.1 of the ICP Constitution, any individual member of the College, or any individual designated to represent an Organizational Member, may attend Constituent, General and Extraordinary Meetings.

3.2 - Ad Hoc Committee Meetings

Any Delegate of the College may appear before an ad hoc committee of ACOM but shall not be permitted to take part in the proceedings of the committee unless invited to do so by the Chair of the ad hoc committee.

3.3 - Confidentiality

Notwithstanding Rule 3.2, the Chair may declare that an agenda item be considered in camera by the ad hoc committee concerned.

Rule 4 Duties of ACOM Chair, Secretary and Delegates

4.1 - ACOM Chair and Secretary

A. Resolution of Conflict

The Chair and Secretary are expected to act in concert. Where differences of opinion exist on courses of action they are to be resolved by consultation with the Presidents of the ICP.

B. Presiding Officers

The Chair and Secretary of ACOM shall be presiding officers at all ACOM meetings.

C. Appointment to Committees

The Chair and Secretary shall appoint ad hoc committees to attend to prescribed tasks. The Chair and Secretary shall appoint ACOM delegates to the ad hoc committees and will ensure that they are informed of their responsibilities. The Chair and Secretary will always seek a balance of representation of Organizational Members on ad hoc committees.

D. ACOM Representative

A Chair will act as the representative of ACOM but will not usurp the role of the Chair of the ICP Membership Committee. From time to time the Chair of ACOM will represent ACOM on behalf of the ICP as required by the Presidents of the ICP.

E. Reporting to ICP Board of Councilors

The Chair of ACOM shall keep the Chair of the Board of Councilors informed at all times. The Chair of ACOM will report to the Board of Councilors at the Biennial meeting of the ICP Board. The ICP Board of Councilors may require the Chair of ACOM to report in person, in writing or by other communication at interim meetings of the Board.

F. Other Duties

The Chair and Secretary of ACOM shall perform other duties expressly assigned by ACOM By-laws or Rules of Order and shall perform such other duties as usually pertain to their respective offices in keeping with Robert's Rules of Order (most recent edition), where not in conflict with the Constitution, Bylaws or Rules of Order of the ICP its ACOM

Rule 5 Committees

5.1 - Committees

ACOM will address specific issues through appointment of ad hoc committees. ACOM is a standing committee of the ICP. Issues requiring standing committee attention will be referred to the Board of Councilors to be dealt with through the respective standing committees of the ICP.

5.4 - Ad Hoc Committees

Special or ad hoc committees may be appointed, and with terms of reference defined, by the Chair of ACOM. Normally these committees shall not continue beyond the next Biennial Meeting of ACOM without approval of the Board of Councilors.

The Chair of ACOM will as a minimum:

- Name the ad hoc committee
- Appoint a chair of the ad hoc committee
- Appoint ad hoc committee members, or the ACOM Chair may request the ad hoc committee chair to appoint the designated number of committee members
- Provide terms of reference for the ad hoc committee
- Determine deadlines for reporting to the Chair of ACOM on the outcome of the ad hoc committee work.

Rule 6 Application Procedures

6.1 - General Requirement

All applications for Organizational Membership or for changes in membership category must be submitted in writing to the Secretary of the ICP.

6.2 - Specific Requirements

An application from an organization wishing to become an Organizational must include sufficient information about the organization to permit the Membership Committee and the Board to determine that the objects and activities of the organization are compatible with those of the ICP.

6.3 - Application Fees

The appropriate application fee must be received by the Secretary of the ICP before any application is referred to the ICP Membership Committee. The application fee, once collected, shall become the property of the College and is non-refundable.

6.4 - Notice

The Secretary of the ICP shall notify Organizational Membership applicants of receipt of their applications and of any deficiencies in the applications. In due course the Secretary of the ICP shall also notify applicants of their acceptance or rejection for membership.

Rule 7 Guests

Guests may be admitted to ACOM meetings where it is deemed appropriate by the Chair of ACOM. Delegates at ACOM meetings must be informed in writing of the presence of a guest a minimum of 30 days in advance of the meeting.

Terms of Reference (For Committees and Appointees)

Chapter 1. Purpose and Development

1.1 – Purpose

The terms of reference provided for committees and appointees shall be primarily for guidance and shall only be restrictive if explicitly so stated.

1.2 - Development and Change

The development and modification of terms of reference for ad hoc committees and appointees shall normally be the responsibility of the Chair of ACOM unless specifically directed otherwise by the Board of Councilors of the ICP.

Chapter 2. Committees

2.1 - Special Committees

ACOM will address specific issues through appointment of ad hoc committees.

2.2 – Ad Hoc Committees

Ad hoc committees may be appointed by, and with terms of reference defined by the Chair of ACOM. Normally these committees shall not continue beyond the next Biennial Meeting of ACOM without approval of the Board of Councilors.