



# **Annual General Meeting 6 May 2021**

## **Revisions to the Articles of Association**

### **Summary**

This report summarises the changes to the Articles of Association of the British Dental Association (BDA), which will be proposed for adoption at the Annual General Meeting (AGM) of the Association on 6 May 2021.

For the purpose of clarity, the proposed Articles of Association are referred to as the Proposed Articles in the remainder of this document; and the existing Articles of Association are referred to as the Existing Articles.

### **Introduction**

Piecemeal changes to the BDA's Articles of Association over the years has resulted in a document that appears disjointed, with topics difficult to find, and presentation issues that are unhelpful.

The Proposed Articles that will be presented at the 2021 AGM incorporate a significant reorganisation of the content to provide for a much more accessible document, and for this reason it is proposed that they are adopted in their entirety in place of the Existing Articles.

Reorganisation of content of course is not the same as changing the content, and the purpose of this summary report is to provide a guide to the principles behind the restructuring of the Articles of Association and to highlight where amendments are being proposed.

### **Restructure**

#### **Index and headings**

The Existing Articles do not contain an index, or clear headings throughout the document, which does not assist Members in locating provisions in regard to particular topics. There are margin notes in some places; the fact that they are absent in other parts of the document is, with other inconsistencies in style, a reflection of piecemeal change over the years.

The Proposed Articles contain an index at the front of the document with numbered Articles against clear headings and topics. There is signposting throughout the document, with headings and sub headings attached to logical clusters of subject areas.

### **Subject areas**

At present there is some confused mixing of issues which, combined with poor signposting, adds to the difficulty of locating the rules around a particular topic. For example, Article 2 contains a list of the different categories of membership but the actual definition of the categories comes later in the document, with definitions found in different places.

Defining the logical clusters of issues, and the order in which they should be presented, is debateable and can produce different conclusions. The logic used in the Proposed Articles is that the document should start with the rules concerning members; then how their membership is reflected in the branch and section structure; then rules governing how general meetings of members are conducted and decisions made; then how the Association is governed; then how formal representation of members works through the country councils and United Kingdom Council, and how it relates to governance; then the role of the President as the titular head of the Association, linking both governance and representation (the role of the President has somewhat confused emphasis in the Existing Articles, starting with a reference in the honours and awards section and then an actual definition of the role, which comes later); then honours and awards; then provisions in regard to the appointment and accountability of senior staff; then the publications of the Association required by the Articles; then miscellaneous provisions and by laws.

The proposed structure is as follows:

Part 1: Interpretation

Part 2: Membership

Part 3: Branches, Sections and Professional Groups

Part 4: General Meetings of the Association

Part 5: Principal Executive Committee

Part 6: Country Councils and United Kingdom Council

Part 7: the President

Part 8: Honours and Awards

Part 9: Senior Staff of the Association

Part 10: Publications

Part 11: Miscellaneous

### **Comparison between existing Articles and proposed structure**

The proposed structure involves the shifting around of existing content, and while therefore the changes can appear dramatic because of this reallocation, in reality the content is remaining predominantly the same apart from the amendments summarised under **AMENDMENTS** below.

As improving the clarity and accessibility of the document has been an important aim, the opportunity has been taken to undertake wherever appropriate minor adjustments to simplify wording, and remove overly archaic language. Even here there has been no wholesale re writing of text, and changes, wherever they have occurred, have been subtle and small, and are not therefore subject to further comment in this summary. **Appendix 1** does provide a table that shows a direct alignment between the text in the newly numbered Articles and the corresponding text in the existing document, so a direct comparison can be made between the two documents.

## **AMENDMENTS**

### **Removal of the division between 'ordinary member' and 'special member'**

Article 2 in the Existing Articles provides for the division between 'ordinary' and 'special member'. Special member covers several individual types of membership which are otherwise referred to by their specific title in the rest of the Existing Articles.

Article 3 in the Proposed Articles therefore lists each of the classes of membership by their individual titles.

### **Removal of list of privileges for Temporary Members**

Article 10 in the Existing Articles lists the privileges of Temporary Members as follows:

- (1) ***Attendance at Meetings of the Association.***
- (2) ***Use of the Members' rooms of the Association, including the reference facilities but not the lending facilities of the library***
- (3) ***To receive the Journal, subject to the sufficiency of supplies.***
- (4) ***Advice as to postgraduate education.***

### ***Such other advice and assistance***

It is not necessary or desirable for the Articles to specify the benefits of a particular class of membership, as this should be an operational and commercial decision left to the PEC, as required by changing circumstances. This list is therefore removed in the Proposed Articles, with the provisions for Temporary Members otherwise covered in alignment with the existing text in a new Article 6.

### **Rights and Privileges of membership**

Article 3 (B) (7) in the Existing Articles states:

***3 (B) (7) The Ordinary Members of the Association shall be entitled to the rights and privileges and shall be subject to the restrictions set forth in these Articles, and the members of the Association who are members of any of the categories of special membership shall be entitled to such of the said rights and privileges and shall be subject to such additional restrictions as are set forth in these Articles or resolved by the Principal Executive Committee in accordance with these Articles and are applicable to the category of special membership to which they belong***

Article 6 in the Existing Articles states:

***6. The rights of Members are personal and shall not be transferable or transmissible.***

Article 10 in the Proposed Articles now summarise these points as follows:

***10. Members of the Association shall be entitled to the rights and privileges, and subject to the liabilities, set out or provided for in these Articles, and, subject to these provisions, the Principal Executive Committee shall from time to time determine the services and benefits available to each class of membership. The rights of members are personal and shall not be transferable or transmissible***

These changes are largely to do with the aim of simplification referred to earlier in this report, but they warrant mention here as there is a specific reference inserted in regard to the role of the Principal Executive Committee in determining the services and benefits available to each class of membership.

### **Student representation**

The proposed Article 8 (B) repeats the wording of the existing Article, including the lack of voting and election rights for students, but adds that the Principal Executive Committee may provide for an elected representative forum as follows:

***8 (B) A Student Member shall be liable to pay such subscription to the Association as shall from time to time be determined by the Principal Executive Committee, but a Student Member shall not be entitled to hold office in or vote at any general meeting of the Association, or to hold office in, or vote at any meeting of a Branch or Section of the Association, or to vote in any elections of the Association, except for any forum or standing committee approved by the Principal Executive Committee for the purposes of representation for Student members***

### **Ethics and Professional Conduct Committee/Appeals Committee**

The membership of both the Ethics and Professional Conduct Committee has been increased to 12 and made less prescriptive. The requirement now is simply for a number of PEC/UK Council/lay members to attend and their ratio is specified according to whether the subject of the deliberation is a PEC member or not.

#### **53 (B) 2 now reads**

a meeting of the Ethics and Professional Conduct Committee shall consist of six members of the Principal Executive Committee, four members of the United Kingdom Council, and two lay members from the four lay members jointly nominated by the Chair of the Principal Executive Committee and the Chairs of the Country Councils

#### **and 53 (B) 3 states that for cases concerning a PEC member;**

in circumstances where a member of the Principal Executive Committee is subject to referral to the Ethics and Professional Conduct Committee, a meeting of the Ethics and Professional Conduct Committee shall consist of four members of the Principal Executive Committee, six members of the United Kingdom Council; and two lay members from the four lay members jointly nominated by the Chair of the Principal Executive Committee and the Chairs of the Country Councils

#### **Quorum**

Previously a quorum for these two committees was not stated but Article 16 (E) and 16 (H) in the section dealing with termination of membership, stated that expulsion or restriction of membership require the support of two thirds of members present, or six whichever is the greater number.

To incorporate that rationale the quorum for these two committees is set at 8 and the support for expulsion or restriction of membership must be at a minimum 2:1 ratio. The quorum also specifies that members from each of the three groups that form the two committees must be represented proportionally **53 (B) 4**

The quorum of the Ethics and Professional Conduct Committee shall be eight with a minimum attendance of four members of the cohort of six, three members of the cohort of four and one lay member.

One small final point in this section is that the provision for designating a Chair for these two committees is now designated to the committee members themselves who are simply required to elect a Chair from the attendant PEC members.

The principles described above for the Ethics and Professional Conduct Committee are also applied to the Ethics and Professional Conduct Appeals Committee with the caveat that;

The members of the Appeals Committee must not have been members of the Ethics and Professional Conduct Committee which made the decision subject to appeal

### **Honorary Membership and Life Membership**

Honorary Membership and Life Membership are covered in Articles 9 (B) and 9 (D) in the Existing Articles, in the section dealing with Honours and Awards. As these are classes of membership they now appear under that heading in the Proposed Articles in Article 4 and Article 5.

The remaining text in regard to Honours and Awards is covered by Articles 64 – 70 in the Proposed Articles.

### **Honorary officers of the Association**

Article 25 in the Existing Articles states the following:

***25. There shall be the following Honorary Officers of the Association , the Chair and Deputy Chair of the Principal Executive Committee, the Chairs of the English, Scottish, Welsh and Northern Ireland Councils, the Honorary Curator of the Museum and such other Honorary Officers as may from time to time be determined by the United Kingdom Council on the recommendation of the Principal Executive Committee. The Officers aforesaid shall hold office for such period as shall be determined from time to time by or in accordance with these Articles. All the Honorary Officers must be Members of the Association.***

This provision has little meaning, as the definition or reference to the role of the officers who are included in the Article are contained elsewhere in the Articles. This is an overlap from

constitutional language previously used, and so this provision does not appear in the Proposed Articles.

### **Honours and Awards Committee**

Although there is reference to the role of the Honours and Awards Committee in the Existing Articles, the Proposed Articles make provision for the appointment of an Honours and Awards Committee by the Principal Executive Committee with the new Article 72 as follows:

***72. The Principal Executive Committee shall appoint an Honours and Awards Committee with the remit and membership set out in the By Laws. It shall make recommendations to the Principal Executive in regard to the honours and awards specified in Articles 65 to 70; Honorary Membership as specified in Article 4; Life Membership as specified in Article 5; and the nomination of the President in accordance with Article 62 (A)***

### **Scrutiny Committee**

The Existing Articles make provision for the appointment of a Scrutiny Committee at Article 49, amongst the Articles dealing with the remit of each of the sub committees of the PEC.

This provision now appears at Article 61 in the Proposed Articles, following the Articles for the United Kingdom Council. This essentially is an example of rectifying some of the jumbled topics in the Existing Articles, but it is an important symbolic change as in terms of governance the Scrutiny Committee sits with the United Kingdom Council rather than the PEC.

### **Vacation of office**

Article 54 in the Existing Articles defines the circumstances in which a member of the PEC, country council or United Kingdom Council shall vacate office as follows:

***54.(A) The office of a Member of the Principal Executive Committee, or country council or the United Kingdom Council shall be vacated :***

- (1) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;***

- (2) *If he becomes of unsound mind;*
- (3) *If by notice in writing to the Association he resigns his office;*
- (4) *If he becomes prohibited from holding office by any Court order made under the Statutes;*
- (5) *If he is removed from office by a resolution duly passed pursuant to the Statutes;*
- (6) *If he ceases to be a member of the Principal Executive Committee, a country council or the United Kingdom Council by virtue of any provision of the Articles.*

***(B) The office of a member of any other Committee appointed pursuant to these Articles shall be vacated in the events mentioned in sub-paragraphs 57(A)(1) to (5) and also (in case he is a member of the Association) if he ceases from any cause to be a member of the Association.***

***( C ) Any term of office designated in these Articles of Association or By Laws as being attached to a specific office of the Principal Executive Committee, or country council or the United Kingdom Council (including, without limitation, the offices of Chair and Deputy Chair) shall be automatically terminated if the office holder fails in a re election process to the relevant body.***

These requirements in regard to vacation of office reflect statutory requirements in regard to Directors that are only relevant to members of the PEC. They don't apply to members of the United Kingdom Council or other committees, whose position is otherwise dealt with in the Articles or by operational arrangements. The only exception is a member of the United Kingdom Council who will hold office as a Director if an Interim Principal Executive Committee is formed. The equivalent provision therefore at Article 47 in the Proposed Articles is as follows:

***47 (A)The office of a Member of the Principal Executive Committee (or the United Kingdom Council if the Member concerned is a member of the Interim Principal Executive Committee in accordance with Article 44) shall be vacated (1) If the Member becomes bankrupt or makes any arrangement or composition with creditors generally; ( 2) If the Member becomes of unsound mind; (3) If by notice in writing to the Association the Member resigns the office; (3) If the Member becomes***



***prohibited from holding office by any Court order made under the Statutes; (4) If the Member is removed from office by a resolution duly passed pursuant to the Statutes; (5 ) If the Member ceases to be a member of the Principal Executive Committee by virtue of any provision of the Articles.***

***47 (B) The office of a member of any other Committee appointed pursuant to these Articles shall be vacated if the member ceases from any cause to be a member of the Association.***

***47 ( C ) Any term of office designated in these Articles of Association or By Laws as being attached to a specific office of the Principal Executive Committee, or country council or the United Kingdom Council (including, without limitation, the offices of Chair and Deputy Chair) shall be automatically terminated if the office holder fails in a re election process to the relevant body***

#### **Removal of a member of the Principal Executive Committee**

It is proposed to make provision, with the addition of a new Article 46, for the removal of a member of the Principal Executive Committee (PEC).

Members of the PEC are the Directors of the Association, and it is usual for Articles of Association to provide for the removal of Directors, especially where the performance of their statutory duties are called into question. This has been a significant omission from the BDA's Articles to date. The draft here requires the PEC to undertake reasonable investigations into behaviour, and to consult the United Kingdom Council, before a decision is made.

***46 (A) If a member of the Principal Executive Committee fails to act in accordance with their statutory duties as a Director (or otherwise in the best interests of the Association) (or a complaint is made against any member of the Principal Executive Committee) and such matter is not resolved by a personal approach of the Chief Executive (who shall avail himself of available advice) to that member of the Principal Executive Committee, the matter will be referred to the Chair who shall consult other members of the Principal Executive Committee.***

***46 (B) The Principal Executive Committee shall conduct such investigations as it shall think fit and reasonable and may by a majority of vote of two thirds of its members, propose a resolution. Provided the Principal Executive Committee shall have advised and consulted with the United Kingdom Council on the matter concerned beforehand, the resolution proposed by the Principal Executive Committee may include the early termination of the appointment of the relevant member of the Principal Executive Committee. In the event that the resolution of the Principal Executive Committee is such early termination, the member of the Principal***

***Executive Committee shall cease to hold office with effect from the date proposed by the Principal Executive Committee***

***46 ( C ) A by election shall be organised to fill the vacancy caused by the termination, notwithstanding the provisions of Article 42***

### **Extraordinary General Meetings**

Article 63 (A) of the Existing Articles states the following:

***63.(A) An Extraordinary General Meeting shall also be convened on such requisition or in default may be convened by such requisitions as provided by the Statutes. Provided always that as long as the number of members of the Association representing one-tenth of the total voting rights of all the members who at the date of deposit of a requisition have a right to vote at General Meetings of the Company exceeds 500 the Statutes shall have effect as if the number 500 were substituted for the number of members representing not less than one-tenth of such voting rights.***

This provision relates to the ability of Members to convene an Extraordinary General Meeting of the Association by requisition, and the level of support required for such requisition to be successful.

The wording appears impenetrable, and therefore fails the test for easy accessibility for current purposes. The solution chosen for the equivalent Article in the Proposed Articles is to require the number of requisitionists to represent at least five per cent of Members entitled to vote.

The ability of the PEC itself to convene an Extraordinary General Meeting is also absent from this provision in the Existing Articles.

Article 26 in the Proposed Articles covers these points as follows:

***26 (A) The Principal Executive Committee may whenever it considers appropriate or upon a requisition made in writing of five per cent of the voting membership of the Association convene an Extraordinary General Meeting***

***26 (B) A requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the Association, and may consist of several documents in like form each signed by one or more requisitionists***

***26 (C) If the Principal Executive Committee does not within twenty one days from the date of the deposit of a requisition proceed duly to convene an Extraordinary General Meeting, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene an Extraordinary General Meeting for the object specified in the requisition, but any meeting so convened shall not be held after the expiration of three months from the said date***

### **Participation in different places and by electronic means**

The current exigencies of the pandemic and provision in the Existing Articles has resulted in all meetings of the BDA, in common with other organisations, being held through remote participation. It is still too early to assess how long current restrictions themselves will necessitate the daily use of technology to facilitate business by these means; it is possible that this will become more common in the future through preference, or the organisation will at least need to be prepared to meet the challenges of a fresh crisis. Whatever transpires it seems timely for the Articles to reflect this modern development in greater detail.

The following Article 50 ( E ) appears in the Proposed Articles in regard to the Principal Executive Committee:

***50 ( E ) in the case of any meeting of the Principal Executive Committee, or its Sub Committees, and notwithstanding the place at which the Chair of the meeting shall preside, the Chair may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting***

The following Article 58 ( G ) appears in the Proposed Articles in regard to country councils:

***57 ( G ) in the case of a meeting of any country council, and notwithstanding the place at which the Chair of the meeting shall preside as specified in the notice for the meeting, the Chair may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting***

The following Article 61 ( G ) appears in the Proposed Articles in regard to the United Kingdom Council:

***60 ( G ) in the case of any meeting of the United Kingdom Council, and notwithstanding the place at which the Chair of the meeting shall preside as specified in the notice for the meeting, the Chair may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting***

The following Articles 31 ( A ) and 31 ( B ) appear in the Proposed Articles in regard to general meetings of the Association as follows:

***31 (A) In the case of any general meeting, and notwithstanding the place at which the Chair of the meeting shall preside as specified in the notice for the meeting, the Principal Executive Committee may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting***

***31 (B) the voting members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chair of the meeting is satisfied that appropriate facilities are available to ensure voting members can participate in the business for which the meeting has been convened***

#### **Appendix 1: Articles comparison**

<b>Proposed Articles</b>	<b>Existing Articles</b>
Article 3	Article 3 and Article 7
Article 4	Article 9 (B)
Article 5	Article 9 (D)
Article 6	Article 10
Article 7	Article 11
Article 8	Article 12
Article 9	Article 3 (B) (7)
Article 10	Article 3 (B) (7) Article 6
Article 11	Article 4 Article 5 Article 8
Article 12 (A) (B) ( C )	Article 13 (A) (B) (C )
Article 13 (A) (B)	Article 14 (A) (B)
Article 14 (A) (B) ( C )	Article 15 (A) (B) ( C )
Article 15	Article 16
Article 16	Article 17
Article 17	Article 18
Articles 18, 19, 20, 21, 22	Articles 19, 20, 21, 22
Article 22	Article 22

Article 23	Article 21
Article 24	Article 23
Article 25 (A)	Article 62
Article 25 (B)	Article 66
Article 25 ( C )	Article 66
Article 26 (A)	Article 63 (A)
Article 26 (B)	Article 63 (B)
Article 26 ( C )	Article 63 ( C )
Article 27 (A)	Article 64 (A)
Article 27 (B)	Article 64 (B)
Article 28	Article 65
Article 29	Article 66
Article 30 (A) (B)	Article 67 (A) (B)
Article 31 (A) (B)	New Articles
Article 32	Article 68
Article 33 (A)	Article 69 (A) (B)

<b>Proposed Articles</b>	<b>Existing Articles</b>
Article 33 (B)	Article 69 ( C )
Article 33 ( C )	Article 69 (D)
Article 33 (D)	Article 70 (A)
Article 33 ( E )	Article 70 (B)
Article 33 (F)	Article 71 (A ) (1) (2)
Article 33 (G)	Article 71 (B)
Article 33 (H)	Article 71 ( C )
Article 33 (I)	Article 72
Article 34 (A) (B) (C) (D) ( E ) (F) (G)	Article74 (A) (B) ( C ) ( D ) ( E ) ( F )
Article 35 (A) (B) ( C )	Article 73 (A) (B) (C )
Article 36 (A) (B) ( C ) (D) ( E ) (F)	Article 33 (A) (B) ( C ) (D) (F) (G)
Article 37 (A) (B) ( C )	Article 34 (A) (B ( C )
Article 38 (A) (B) (C) (D) (E) (F)	Article 36 (A) (B) ( C ) ( D ) ( E ) (F)
Article 39	Article 37
Article 40 (A) (B) ( C )	Article 38 (A ) (B) ( C )
Article 41	Article 39
Article 42	Article 40
Article 43 (A) (B) (C) (D) ( E) (F) (G) (H)	Article 41 (A) (B) ( C ) (D) ( E) (F) (G)
Article 44 (A)	Article 43 (A) 44 (A)
Article 44 (B)	Article 43 (B) 44 (B)
Article 45 (A) (B)	Article 43 ( C ) 43 (D)
Article 46	<b>New Article</b>
Article 47 (A) (B) ( C )	Article 54 (A ) (B) ( C )
Article 48	Article 54 (D)
Article 49 (A) – (J)	Article 42 (A) – (J)
Article 50 (A) – ( C )	Article 45 (A) (B) Article 46 Article 53 (B)
Article 50 ( E )	<b>New Article</b>
Article 51 (A) – (I)	Article 48 (A) – (H)
Article 52 (A) – (G)	Article 50 (A) – (E )

Article 53 (A) – ( E )	Article 51 (A) – (E )
Article 54 (A) – (E)	Article 52 (A) – ( E )
Article 55	Article 47
Article 56	Article 53 (A)
Article 57 (A) – (F)	Article 55 (A) – (F)
Article 57 (G)	<b>New Article</b>
Article 58 (A)	Article 56 (A) (B) Article 57 (A) Article 58 (A) Article 59 (A)
Article 58 (B)	Article 56 (B) Article 57 (B) Article 58 (B) Article 59 (B)
Article 59 (A) (B) (C) (D) (E) (F) (G) (H) (I)	Article 60 (A) (B) (C) (D) (E) (F) (G) (H)
Article 60 (A) (B) (C) (D) (E) (F) (H) (I) (J) (K)	Article 61 (A) (B) (C) (D) (E) (F) (G) (H) (I) (J)
Article 60 (G)	<b>New Article</b>
Article 61	Article 49
Article 62 (A) (B)	Article 26 (A) (B)

<b>Proposed Articles</b>	<b>Existing Articles</b>
Article 63	Article 27
Article 64 (A) (B) (C) (D) (E)	Article 9 (C) (1) – (5)
Article 65	Article 9 (D) (1) (2)
Article 66 (A) (B) (C)	Article 9 (E) (1) – (2)
Article 67	Article 9 (F)
Article 68	Article 9 (G)
Article 69	Article 9 (H)
Article 70	Article 9 (I)
Article 71	Article 9 (J)
Article 72	<b>New Article</b>
Article 73 (A) (B) (C)	Article 30 (A) (B) (C)
Article 74	Article 31
Article 75	Article 32
Article 76 (A) (B)	Article 24 (A) (B)
Article 77	Article 24 (C)
Article 78	Article 28
Article 79 (A) (B) (C)	Article 75 (A) (B) (C)
Article 80	Article 79
Article 81	Article 80
Article 82	Article 81
Article 83 (A) (B)	Article 77 (A) (B)
Article 84 (A) (B) (C)	Article 78 (A) (B) (C)
Article 85 (A) (B)	Article 82 (A) (B)
Article 86	Article 83
Article 87 (A) (B) (C)	Article 76 (A) (B) (C)