

**Articles of Association**

**of the**

**British Dental Association**

May 2023

No. of Company (14161)

**The Companies Act** 2006 and subsequent iterations.  
Company limited by guarantee and not having a share capital

# **Articles of Association of the British Dental Association**

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## PART 1: INTERPRETATION

- 1 In these Articles of Association (where not repugnant to the context) the words and expressions following have the meanings hereinafter assigned to them respectively:

“Articles” means the regulations contained in these Articles with such (if any) modifications as may from time to time be made therein.

“The Association” means the British Dental Association.

“Branch” and “Section” mean respectively a Branch and Section constituted as hereinafter provided.

“The By-laws” means the By-laws of the Association for the time being in force, and made available by the Principal Executive Committee on the Association’s website

The “Chief Executive” means the officer employed to oversee the day to day running of the BDA.

“The Dentists Acts” means the Dentists Act 1984 or any modification or reenactment thereof for the time being in force.

“The Dentists Register” means the Dentists Register kept pursuant to the Dentists Acts.

“Existing” means existing at the time when these Articles came into operation.

“Extraordinary General Meeting” has the meaning assigned to it by Article 26.

“Extraordinary resolution” means a resolution passed by the same majority as is required to pass a Special Resolution at a general meeting of which not less than 21 days’ notice, specifying the intention to propose the resolution as an extraordinary resolution, has been duly given.

“The Journal” means the Journal to be published as thereinafter provided.

“Presidential Meeting” means the meeting of the Association at which the President is installed.

“Present” includes, where the word describes the attendance of a person at a meeting, the participation of such a person upon the request of the Chair of the meeting by means of a teleconferencing or video conferencing link

“Professional Group” means a Professional Group constituted as hereinafter provided.

“Primary Postal Address” means the address indicated by a member as either their principal residence or their principal place of work. Each member shall be required to choose one of these as their geographic locator within the United Kingdom for the purposes of candidacy and election.

‘the Journal’ is the British Dental Journal

“The Principal Executive Committee” means the Principal Executive Committee hereinafter mentioned.

“The Seal” means the Common Seal of the Association.

“Standing Committee” means a standing committee of the Principal Executive Committee as provided for by these Articles.

“The Statutes” means The Companies Acts 1862-1985 and any modification or re-enactment thereof for the time being in force.

“The United Kingdom” means Great Britain and Northern Ireland and the Isle of Man and the Channel Islands.

“Working Group” means a Working Group of the Principal Executive Committee constituted as hereinafter provided.

“Year” refers to a calendar year.

Words and expressions defined in the statutes shall have the same meanings in these Articles.

Words importing the singular number include the plural and vice versa.

Words importing the masculine gender include the feminine gender.

## **PART 2: MEMBERSHIP**

2. The number of Members of the Association is unlimited.

### **CLASSES OF MEMBERSHIP**

#### **Ordinary Membership**

3. Any person, whether the person is actually practising dentistry or not, who fulfils the following criteria, shall be eligible as an Ordinary Member of the Association:
  1. is a person registered in the Dentists Register or who is, or has been, legally entitled to be registered, and who is not disqualified by these Articles, and
  2. provided that the person's name is not currently erased from the Dentists Register, or from the Medical Register for reasons of misconduct.'

#### **Honorary Membership**

- 4 (A) Members of the Dental profession and of scientific eminence; or persons distinguished in medical or allied sciences; or persons who may have rendered distinguished service to the Association, or to the promotion of dental and any allied sciences; or who will further or advance the interests of the Association, may, on the recommendation of the Honours and Awards Committee, be elected Honorary Members by the Principal Executive Committee
- 4 (B) An Honorary Member shall have none of the liabilities of Members as regards subscriptions and shall not be entitled to any vote, but shall have the privilege of attending the Annual General Meeting and such other privileges as may be conferred upon the Honorary Member by the Articles. Any person who is eligible for ordinary membership of the Association in accordance with Article 3 and who is elected an Honorary Member shall have all the rights and privileges of ordinary membership

#### **Life Membership**

- 5 (A) Any Ordinary Member of the Association who has been an Ordinary Member continuously for twenty-five years, or has been (1) an Ordinary Member continuously for ten years and (2) has ceased to practise dentistry, and (3) holds no paid dental employment, shall be eligible for election by the Principal Executive Committee, on the recommendation of the Honours and Awards Committee as a Life Member of the Association

5 (B) A Life Member shall have all the rights and privileges of membership but shall not be liable to pay any subscriptions to the Association or to any Branch. A Life Member shall be eligible to be elected or appointed to any office in the Association. The honour is marked by the presentation of a scroll at a General Meeting or other occasion determined by the Principal Executive Committee.

## **Temporary Membership**

- 6 (A) Any member of any Dental Association, which is approved for the purpose by the Principal Executive Committee, who is temporarily but not ordinarily resident in the United Kingdom may, on application, and at the discretion of the Principal Executive Committee, become a Temporary Member of the Association
- 6 (B) the period of temporary membership shall coincide with the period of the Temporary Member's residence in the United Kingdom
- 6 (C) A Temporary 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 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.

## **Affiliate Membership**

- 7 (A) The Principal Executive Committee may, by special resolution, admit any person (whether the person is eligible for membership or not) to be an Affiliate Member of the Association
- 7 (B) The Principal Executive Committee will from time to time determine the eligibility of persons or classes of persons to become Affiliate Members; the mode and conditions of admission to Affiliate membership; the rights and privileges of Affiliate membership; and the rate or rates of subscription
- 7 (C) an Affiliate 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

## **Student Membership**

- 8 (A) Any dental undergraduate student at a dental school who is ordinarily resident in the United Kingdom is eligible as a Student Member of the Association
- 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
- 8 (C) A Student Member shall cease to be a Student Member upon graduation.

## **Other classes of Membership**

9. The Principal Executive Committee may from time to time determine any other class of membership.

## **RIGHTS AND PRIVILEGES OF MEMBERSHIP**

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.

## **DURATION OF MEMBERSHIP**

11. The existing members of the Association shall be deemed to consist of all the persons who shall be admitted as members, in such manner and upon such conditions as may from time to time be determined by the Principal Executive Committee. Every member shall remain a member until such member ceases to be a member in accordance with the provisions of these Articles. The Principal Executive Committee may refuse a candidate for membership of the Association.

## **SUBSCRIPTIONS**

- 12 (A) The subscription payable by members of the Association shall be determined by the Principal Executive Committee for all the classes of membership, and such categories and/or tiers of membership, and /or benefits or concessions, as referred to in Article 12 (B)
- 12 (B) The Principal Executive Committee may fix different rates of subscriptions for tiers of Ordinary Members and the other classes of membership, or otherwise differentiate between members as to the subscriptions payable by them and concessions or additional benefits payable to them
- 12 (C) Tiers and categories of membership will be regularly reviewed by the Principal Executive Committee, and any amendments approved by the Principal Executive Committee may be implemented with six months' notice.

- 13 (A) Subscriptions shall be paid when due, in such manner and to such officer of the Association or any Branch or Section as the Principal Executive Committee may from time to time determine
- 13 (B) The first year's subscriptions of a Member shall be due on or immediately after the Member's admittance to membership or the Member's admittance to a different tier or category of membership (as the case may be). The subscription for that year shall be for the full year or such lesser proportion of the appropriate annual subscription as the Principal Executive Committee may from time to time determine and thereafter subscriptions shall be payable at such intervals as the Principal Executive Committee may from time to time determine.
- 14 (A) The subscription shall (subject to the restrictions contained in these Articles in regard to Honorary, Temporary, Affiliate and Student members or other restrictions contained in these Articles) confer all the ordinary privileges of membership of the Association made available by the Association to Ordinary Members in relation to trade union membership and otherwise as voting members of the Association, and such other privileges determined by the Principal Executive Committee, during the period commencing no later than the date on which the subscription is received by the Association and terminating with the expiry of the period covered by the subscription.
- 14 (B) The subscription of an Ordinary Member of the Association shall entitle the Member to the ordinary privileges of membership of a Branch without further payment (subject to the Member's compliance with the rules of the Branch) and no other subscription (except voluntary subscriptions) shall be demanded or payable by any Member of the Association.
- 14 (C) If a Member has failed to pay the subscription due in the period determined by the Principal Executive Committee the Member shall be deemed to be in arrears in respect of the subscription due until the Member pays the same or until the subscription period expires (whichever is first) and so long as the Member is in arrears, the Member shall have no voting rights or entitlement to publications issued to members as a whole.

## **CESSER OF MEMBERSHIP**

15. A Member of the Association shall cease to be a Member:
1. On the death of the Member
  2. If the Member fails to pay the subscription due within such period as the Principal Executive Committee may from time to time determine

3. If the Member resigns from membership of the Association. For a resignation to be effective it must be made either (1) in writing or (2) by electronic communication or (3) orally. The resignation shall be effective upon receipt of any of the aforesaid communications by the Chief Executive, or a BDA member of staff designated by the Chief Executive to act on the Chief Executive's behalf for this purpose, and subject to any terms and conditions of membership
4. If the Member's name is erased from Dentists Register or from the Medical Register for reasons of misconduct.  
  
Members so expelled may make application to the Principal Executive Committee for Affiliate Membership.
5. If (being an Honorary, Temporary, Affiliate or Student Member) the Member ceases from any cause whatsoever to possess any qualification which was a condition of that membership, or if the Member shall fail to conform to any of the conditions for the continuation of that membership.

### **SANCTIONS ON MEMBERSHIP, INCLUDING TERMINATION OF MEMBERSHIP**

- 16 (A) Any Member whose conduct shall, upon inquiry by the Ethics and Professional Conduct Committee, be deemed to be detrimental to the honour and interest of the dental profession; or contrary to expectations of professional behaviour expressed in any code of conduct or standards of service and conduct published by the Association, including issues relating to conflict of interest; or likely to bring the profession into disrepute; or to be prejudicial to the interests of the Association, may be subject to any of the sanctions specified in Article 53 (D) (1-5) or Article 54 (D) (1-5)

The Ethics and Professional Conduct Committee may upon the representation of the:

1. Chair of the Principal Executive Committee or
2. Chair of a Country Council or
3. Chair of a Standing Committee of the Principal Executive Committee or
4. Chief Executive or
5. a Member, who is dissatisfied with the response to a complaint by any of those listed in (1) to (4) regarding the conduct of another Member or
6. a Member wishing to refer the Member's own conduct for a ruling by the Ethics and Professional Conduct Committee, subject to a matter regarding a conflict of interest or declaration of interest being considered, where relevant, by the Principal Executive Committee or Audit Committee in the first instance

institute an inquiry into the conduct of such Member.

- 16 (B) If any Member shall be convicted in a Court of Justice in the United Kingdom of any offence punishable by imprisonment with or without option of a fine or if any such member shall be convicted in a Court of Justice outside the United Kingdom of any offence which would, in the United Kingdom, be punishable by imprisonment with or without option of a fine, the Ethics and Professional Conduct Committee may if they think fit hold an inquiry into the nature and the circumstances of the case. The Ethics and Professional Conduct Committee shall not retry the case, but shall accept the conviction as being a proper conviction, and shall consider whether or not the offence justifies a sanction in accordance with Article 53 (D) (1-5)
- 16 (C) Not less than twenty one days' written notice shall be given to the Member implicated of the meeting at which an inquiry by the Ethics and Professional Conduct Committee is to be held and of the substance of the allegations made, and the Member shall be at liberty, if the Member so desires, to attend the meeting for the purpose of explaining the Member's conduct, or submit written representations prior to the meeting as to why the Member should not be subject to any sanction within the powers of the committee. The Ethics and Professional Conduct Committee shall however be at liberty to proceed with the inquiry if the Member does not attend at the time and place appointed for the purpose, or if it has not received written submissions from the Member
- 16 (D) If at any inquiry it is established that in relation to the fact alleged the Member has been found by the appropriate Committee of the General Dental or General Medical Council to be guilty of misconduct, the Ethics and Professional Conduct Committee shall accept the finding as being a proper finding and shall without further inquiry find that the conduct of the Member is of a kind specified in Article 16 (A) and hence subject to sanction by the Ethics and Professional Conduct Committee
- 16 (E) The Member shall be advised of the right to appeal the decision of the Ethics and Professional Conduct Committee, within twenty-one days of the date at which the Member is notified of the decision, to the Ethics and Professional Conduct Appeals Committee; the sanction imposed by the decision of the Ethics and Professional Conduct Committee shall apply in the interim.
- 16 (F) The Ethics and Professional Conduct Appeals Committee shall meet within twenty-one days of receipt of the Member's appeal and shall allow the member to attend before them and to make any statement the Member considers to be relevant, or to submit written representations as to why the sanction decided by the Ethics and Professional Conduct Committee should not be applied. The Committee shall however be at liberty to proceed if

the Member does not attend at the time and place appointed for the purpose, or if it has not received written submissions from the Member

- 16 (G) In any inquiry held pursuant to paragraph (C) and paragraph (F), the Member (whether the Member is present or not) may be assisted in the presentation of the Member's case by some other person. The procedure at any such inquiry or proceedings shall, subject to this Article, be determined by the Chair of the meeting at which the inquiry is held, or the proceedings take place.

## **RE - ADMISSION TO MEMBERSHIP**

17. Any person who ceases to be a Member of the Association may be re-admitted to membership on such terms and subject to such conditions as those for admission to membership.

## **PART 3: BRANCHES, SECTIONS AND PROFESSIONAL GROUPS**

### **BRANCHES AND SECTIONS**

18. For the better attainment of the objects of the Association, Members shall be formed into separate local bodies called 'Branches'. Subject to PEC approval Sections may be formed within the areas of Branches.
19. A Branch shall comprise such body of members as the Principal Executive Committee shall from time to time recognise and declare to be a Branch, and a Section shall be such body of members as the Principal Executive Committee shall from time to time recognise and declare to be a Section.
20. Each Branch and Section shall have a local area to be fixed or amended from time to time by the Principal Executive Committee.
21. A Member who practises in one local area but wishes to be a Member of a Branch constituted in relation to another local area may transfer membership to the Member's Branch of choice. The Member will thereafter enjoy voting rights and privileges of

membership in the Member's Branch of choice and shall be eligible to be elected or appointed to office only in relation to the Member's Branch of choice (though note Article 59 (C) in regard to elections to the Country Councils). The membership by such a Member of a Section within the Member's Branch of choice shall be determined by the Principal Executive Committee.

22. Every Branch or Section shall elect a Secretary from amongst the members of the Branch or Section. The name, address and contact details of the person elected Secretary shall be communicated to the Association.

## **PROFESSIONAL GROUPS**

23. The Principal Executive Committee may from time to time declare or disband any body or number of Members whom they consider to be members of the dental profession in a particular sphere of practice or field of activity to be a Professional Group and may make such provisions as they deem expedient for the identification and recognition of any Professional Group.

## **RULES OF BRANCHES, SECTIONS AND PROFESSIONAL GROUPS**

24. Subject to the Articles of Association, all Branches, Sections and Professional Groups shall be constituted, managed and governed and shall have such powers, rights and privileges, and shall be under such obligations as shall be determined by the Principal Executive Committee. The Principal Executive Committee may provide for contributions, grants and subscriptions out of the general funds of the Association to Branches, Sections and Professional Groups; and may impose on the Members of any Branch, Section or Professional Group such obligations towards the Association and the Branch, Section or Professional Group as may seem expedient; and may empower any Branch, Section or Professional Group to make any Rules in relation to their affairs and to vary or repeal any such Rules; but the Rules of every Branch, Section or Professional Group shall be subject to the directions of the Principal Executive Committee and subject thereto, the Rules of every Section shall be approved by the Branch, to which it belongs. The Principal Executive Committee may at any time vary or repeal any Rules hereby authorised.

# **PART 4: GENERAL MEETINGS OF THE ASSOCIATION**

## **ANNUAL GENERAL MEETING**

- 25 (A) The Association shall in every year hold a General Meeting (called an Annual General Meeting), at such time and place as may from time to time be determined by the Association at the preceding Annual General Meeting, and if no time or place is so determined, it shall be held at such time and place as may be determined by the Principal Executive Committee. An Annual General Meeting shall be specified as such in the notices calling it. Not more than fifteen months shall be allowed to elapse between any two Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
- 25 (B) The business of an Annual General Meeting shall include the appointment of the auditors and the fixing of their remuneration, consideration of the annual accounts and balance sheets, and the ordinary Reports of the Principal Executive Committee
- 25 (C) The Principal Executive Committee shall arrange the content and order of business of an Annual General Meeting.
- 25 (D) The Principal Executive Committee may arrange to provide to members such papers as are necessary for the Annual General meeting electronically.

## **EXTRAORDINARY GENERAL MEETINGS**

- 26 (A) The Principal Executive Committee may whenever it thinks fit 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.

## **NOTICES OF GENERAL MEETINGS**

- 27 (A) Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a special resolution, and fourteen days' notice in writing at

the least of every other General Meeting (excluding in every case the day upon which the notice is given or deemed to be given and the day appointed for the meeting) specifying the arrangements for the meeting including the day and hour of the meeting

- 27 (B) The accidental omission to send notices of a meeting to or the non-receipt of such notice by any person entitled to receive the notice shall not invalidate the proceedings at such meeting.

## **CHAIR**

28. The Chair of the Principal Executive Committee or (failing the Chair of the Principal Executive Committee) the Deputy Chair of the Principal Executive Committee, or, if neither of them shall be present within fifteen minutes after the time appointed or if neither of them is willing to act, a Chair appointed by the meeting, shall preside at all General Meetings of the Association.

## **BUSINESS OF GENERAL MEETINGS**

29. All business that is transacted at an Extraordinary General Meeting and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the Accounts, Balance Sheets and the ordinary Reports of the Principal Executive Committee, the appointment and remuneration of the Auditors and the other routine business of the Association, shall be deemed special business.

## **QUORUM**

- 30 (A) No business shall be transacted at any General Meeting unless a quorum is present. Save as provided by paragraph (B) of this Article, a quorum at a General Meeting shall be fifty members present or by proxy.
- 30 (B) If a quorum is not present within one hour from the time appointed for the meeting, the meeting, if convened upon the requisition of Members, shall be dissolved.

## **PARTICIPATION AT DIFFERENT PLACES AND BY ELECTRONIC MEANS**

- 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.

### **ADJOURNEMENT OF MEETINGS**

32. The Chair 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. It shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING AT GENERAL MEETINGS**

- 33 (A) At a general meeting, unless a poll is demanded by the Chair or by at least five members present and entitled to vote, a declaration by the Chair that a resolution, on a show of hands, has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect has been recorded in the minutes, shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour or against any such resolution
- 33 (B) No poll shall be demanded on the election of a Chair or on a question of adjournment
- 33 (C) The demand for a poll may be withdrawn
- 33 (D) If a poll is demanded by the Chair or five members present and who are entitled to vote, the same shall be taken at such time and place and in such manner (with or without the use of voting papers) and either at once or after an interval of adjournment or otherwise, as the Chair directs, and the result of such poll shall be deemed to be the resolution of the Association in General Meeting

- 33 (E) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been decided
- 33 (F) Every Member shall have one vote and no more, but no person who is a Temporary, Affiliate, Student Member or members located outside the United Kingdom shall have a vote, and no Honorary Member shall have a vote unless the member is for the time being entitled to Ordinary Membership of the Association
- 33 (G) No member shall be entitled to a vote at any meeting unless all money, which is due from the Member at the time of such meeting, has been paid
- 33 (H) Voting in elections and ballots shall be conducted in accordance with trade union legislation in force from time to time. Voting on a referendum in accordance with Article 34 shall be conducted in accordance with that Article and voting on all other matters arising at a general meeting shall be decided in accordance with these Articles
- 33 (I) In the case of an equality of votes at any general meeting, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

#### **IMPLEMENTATION OF RESOLUTIONS**

- 34 (A) The Principal Executive Committee shall, at its next meeting, consider the resolutions passed at a General Meeting, except those referred to in Paragraph H of this Article
- 34 (B) The resolutions to be considered shall remain suspended until the conclusion of such meeting of the Principal Executive Committee
- 34 (C) If the Principal Executive Committee at such meeting, is of the opinion that each such resolution properly represents the wishes of the Members of the Association as a whole, it shall take no action in connection with such resolution and the same shall come into operation at the conclusion of the meeting
- 34 (D) The Principal Executive Committee shall determine on a referendum on the ground that a resolution does not properly represent the wishes of the Association
- 34 (E) If the Principal Executive Committee at such meeting approves of any such resolution passed at a General Meeting, or does not determine on a Referendum, the resolution shall come into operation at the conclusion of the meeting.
- 34 (F) If at such meeting the Principal Executive Committee determines on a Referendum, the Principal Executive Committee shall publish the fact in the earliest practicable issue of the Journal and shall refer the Resolution, accompanied by such observations as the Principal Executive Committee may think desirable, to the consideration of all the Members of the Association
- 34 (G) Where any resolution is referred to a referendum it shall not be valid and binding as a decision of the Association unless and until it is approved by a majority of the aggregate votes of Members of the Association. Such votes shall be given by voting papers and the

form of the voting papers and the manner in which they are to be filled up and returned by Members shall be determined by the Principal Executive Committee

- 34 (H) The foregoing provisions as to a Referendum shall not apply to a Special Resolution or to an Extraordinary Resolution, or to any Resolution relating solely to the procedure or to any business transaction at an Annual General Meeting which is not special business as defined in Article 29, or to any resolution which under the provisions of the Articles or of the Statutes must be passed by the Association in General Meeting.

## **MINUTES**

- 35 (A) The Association shall keep minutes of all proceedings of general meetings to be entered in books kept for the purpose
- 35 (B) The books containing the minutes of proceedings of general meetings of the Association shall be kept at the registered office of the Association and shall be open to the inspection of any member without charge during the normal hours of business
- 35 (C) Any member shall be entitled to be sent a copy any such minutes, within seven days of making a request.

## **PART 5: PRINCIPAL EXECUTIVE COMMITTEE**

### **POWERS OF THE PRINCIPAL EXECUTIVE COMMITTEE**

- 36 (A) The overall control and direction of the policy and affairs of the Association shall be vested in a Principal Executive Committee, consisting of 15 members elected in accordance with Articles 37, 38, 39, 40, 41, and 42
- 36 (B) The Principal Executive Committee is the Association's board of directors, and as such it holds all requisite statutory, commercial and common law duties and responsibilities
- 36 (C) The Principal Executive Committee is also the body responsible for the lawful conduct of the Association as a recognised trade union for the purposes of the Trade Union Act 1984 and any amending legislation.
- 36 (D) The Principal Executive Committee shall exercise the necessary powers to fulfil its responsibilities within the remit described in Articles 36 (B) and (C), and these powers and responsibilities shall include:

- ensuring the legal compliance of the Association in regard to all of its activities
- agreeing the strategy and operational plans of the Association, and setting the Association's annual budget
- ensuring value for money in the Association's activities
- holding the Chief Executive and senior management team to account for the progress and implementation of strategic and operational objectives
- the determination of policy
- the management of risk
- ensuring effective financial stewardship of the Association, and holding the Chief Executive and Finance Director to account in regard to the Association's financial planning and financial controls
- borrowing or raising sums of money and to mortgage or charge the undertaking property and assets of the Association or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Association
- preparing the Association's accounts for audit and submitting the audited accounts to the Association's Annual General Meeting
- agree the per capita grant payable to Branches
- to make arrangements for the election of members, the cessation of membership, the compulsory termination of membership, the readmission to membership and the creation of new categories of membership
- to approve changes to Branch/Professional Group boundaries and/or membership
- to receive and consider reports from the country councils, and the standing committees of the Principal Executive Committee
- nominate the President of the Association to the Annual General Meeting, upon the recommendation of the Honours and Awards Committee
- to maintain or cause to be maintained proper minutes and records of all meetings of the Principal Executive Committee, and all Association Committees
- To amend these Articles of Association arbitrarily and following proper advice, without recourse to an AGM to ensure compliance with all UK statutes. Any such changes will be documented at the proceeding Annual General Meeting.

36 (E) The Principal Executive Committee shall also appoint a Scientific Adviser for the Association

36 (F) Nothing done by the Association in General Meeting shall invalidate any prior act of the Principal Executive Committee or standing committee.

### **ELECTION OF MEMBERS OF THE PRINCIPAL EXECUTIVE COMMITTEE**

37 (A) The Principal Executive Committee shall consist of fifteen members elected by members of the Association as follows: one member elected from each of the English regions described in Article 38 (A), one member from Scotland, one member from Wales, one member from Northern Ireland and three members elected on a UK wide ballot .

37 (B) The Returning Officer for the elections to the Principal Executive Committee shall be the Chief Executive of the Association or a person appointed by the Chief Executive

37 (C) Any issues of interpretation that arise from these Articles in regard to the election process for the Principal Executive Committee shall be determined by the Returning Officer

38 (A) England shall be divided into the following regions for the purposes of elections to the Principal Executive Committee, returning one member from each region:

- Eastern
- East Midlands
- Greater London
- Northern
- North West
- South East
- South West
- West Midlands
- Yorkshire and Humberside

The precise boundaries of each country and English region shall be determined by the Returning Officer with reference to prevailing postcodes.

Members are entitled to vote in the country or English region as defined by their primary postal address and in the election for the three UK wide positions and they should be required to complete voting papers based on a preferential voting system for these purposes (subject to Article 40)

38 (B) Candidates for election may stand in their primary postal address country or English region, or in the UK wide election, or both

- 38 (C) Candidates for election to the Principal Executive Committee must have been an Ordinary Member of the Association, or else an Honorary Member entitled to ordinary membership, continuously for a period of not less than twelve months at the date the Returning Officer invites nomination of candidates
- 38 (D) Temporary, student, affiliate members, and members located outside the United Kingdom, are not entitled to vote or stand for election. No Honorary Member is entitled to vote or stand for election unless the Member is for the time being entitled to Ordinary membership of the Association
- 38 (E) Members of the executive of any standing committee as defined in Article 55, or any other standing committee established by the Principal Executive Committee, must resign their office if elected to the Principal Executive Committee
- 38 (F) Any elected or appointed member of a country council and United Kingdom Council must resign as a member of the country council and United Kingdom council if elected to the Principal Executive Committee, though the member will be re-appointed as an ex officio and non-voting member of their local country council by virtue of their membership of the Principal Executive Committee.
39. Voting papers shall be delivered or sent to each elector by the Returning Officer. The voting papers shall contain the names of those candidates standing in the elector's country or English region, and the names of those candidates standing in the UK-wide election all of whom have been nominated on or before an appointed day of which not less than 28 days' notice has been given in the British Dental Journal.
- 40 (A) The votes for country and regional seats will be counted first, and these places on the Principal Executive Committee allocated, before proceeding to the count for the UK wide places
- 40 (B) Provided that if the number of candidates for election in any country or English region or in the UK wide election is of equal to or less than the number of persons to be elected, the use of voting papers shall not be required, and such candidate or candidates shall be deemed to have been elected unopposed by the Returning Officer.
- 40 (C) In the event that the number of candidates for election to the UK wide seats on the Principal Executive Committee is equal to or less than the number of persons to be elected, and the candidates include a candidate or candidates who are also standing in a country or regional

seat that is contested, Article 40 (A) shall take precedence and the count for the country or regional seat shall proceed first in order to determine whether the said candidates fill a country or regional seat or a UK seat. If the said candidates are elected to the country or regional seats, then their names shall be withdrawn as candidates in the UK wide ballot.

41. Elections to the Principal Executive Committee shall be conducted each year, to accommodate non concurrent three year terms of office amongst its members, with five members standing down at each election; such number must include three members elected from the regions in England, one elected from another country of the United Kingdom, and one elected on a United Kingdom wide ballot. Elections shall be completed no earlier than the beginning of October and no later than the end of December in each year. Each member of the Principal Executive Committee shall be elected for a three year term, and shall be entitled to stand for re-election at the end of their term.
42. If any member of the Principal Executive Committee shall die, resign, move their primary postal address from the country or region in which they were elected or otherwise cease to be a member of the Principal Executive Committee before the expiration of their term of office, or if a vacancy remains following an election, then the Returning Officer shall organise an election for a replacement, or an election to fill the vacancy, unless the remainder of the said term of office on the date the replacement could reasonably assume office is 6 months or less from its expiration.

#### **INTERIM PRINCIPAL EXECUTIVE COMMITTEE**

- 43 (A) An Interim Principal Executive Committee consisting of the members of the United Kingdom Council elected from the branches (or sections if in Wales) shall be formed and assume the responsibilities of the Principal Executive Committee in the following circumstances:
  - the Principal Executive Committee is dissolved by resolution at an Annual or Extraordinary General Meeting
  - all the members of the Principal Executive Committee resign
  - membership of the Principal Executive Committee falls below the quorum prescribed by Article 50 (B)
- 43 (B) The quorum of the Interim Principal Executive Committee shall be such number representing at least two thirds of the members of the Interim Principal Executive Committee (and those not eligible to vote in relation to a particular matter shall not count towards such quorum).

- 43 (C) In the event that an Interim Principal Executive Committee is formed because membership of the Principal Executive Committee has fallen below the quorum, the remaining members of the Principal Executive Committee shall be members of the Interim Principal Executive Committee, and shall resume membership of the quorate Principal Executive Committee once elections are complete
- 43 (D) The Chair of the Interim Principal Executive Committee shall be the rotational Chair of the United Kingdom Council at the time, though this will be subject to approval by the Interim Principal Executive Committee
- 43 (E) The Interim Principal Executive Committee may at its discretion form a smaller Business Committee consisting of some of their number to deal with business in greater detail and make recommendations for decision
- 43 (F) The Returning Officer shall make arrangements for fresh elections as soon as practicably possible to address any of the circumstances described in Article 43 (A)
- 43 (G) In the event that a new Principal Executive Committee assumes office, following the dissolution or resignation of its predecessor, the Returning Officer shall allocate terms of office by lot for each member in order to achieve a rotation in which five members stand down each year, and to accommodate three-year terms of office for each member. A 'lot' for these purposes is defined as an object, for example a slip of paper or a straw, drawn or thrown out from among a number in order to reach a decision by chance. The first elections should be held in the following year in which the new Principal Executive Committee is constituted, and no later than December of that year
- 43 (H) In the event that the Returning Officer is organising elections in order to restore the quorum on the Principal Executive Committee, the successful candidates shall inherit the existing rotational timetable of the vacant seats they fill, unless the remainder of the term of office in any instance is six months or less from its expiration, in which case the successful candidate shall serve the unexpired term and then commence a fresh three-year term until the next rotational election.

## **ELECTION OF CHAIR AND DEPUTY CHAIR OF THE PRINCIPAL EXECUTIVE COMMITTEE**

- 44 (A) The Principal Executive Committee shall elect a Chair and Deputy Chair from amongst its number for such period and on such terms as the Principal Executive Committee shall think fit subject always to a maximum term of office of three years duration for each position, in accordance with a procedure administered by the Chief Executive, and subject to Article 45 (A)

- 44 (B) The members so elected Chair or Deputy Chair of the Principal Executive Committee may stand for re-election for a further three-year term, but no member may serve as Chair or Deputy Chair for more than two consecutive three year terms or for six years in total without seeking approval of the PEC.'

#### **TERMINATION OF THE APPOINTMENT OF SENIOR OFFICERS OF THE PRINCIPAL EXECUTIVE COMMITTEE**

- 45 (A) To the extent a member of the Principal Executive Committee is elected to a specific office of the Principal Executive Committee (including, without limitation, the Chair, Deputy Chair, Chair of the Education, Ethics, and the Dental Team Working Group) any member of the Principal Executive Committee may propose the termination of any such appointment to such specific office and, subject to such proposal being seconded by another member of the Principal Executive Committee, such office shall be vacated immediately if such a motion is carried with the support of two thirds of the Principal Executive Committee present at a quorate meeting and the Principal Executive Committee shall then require the Chief Executive to administer such procedures to elect a replacement to such office as the Principal Executive Committee shall approve
- 45 (B) For the purposes of subsequent election, any term of specific office which is terminated before the end of the anticipated term in accordance with Article 45 (A) shall be deemed to have been a full term of office

#### **TERMINATION OF MEMBERSHIP OF THE PRINCIPAL EXECUTIVE COMMITTEE**

- 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 be entitled to take such advice as they see fit ) to that member of the Principal Executive Committee, the matter will be referred to the Chair who shall consult the other members of the Principal Executive Committee.
- 46 (B) The Principal Executive Committee shall conduct such investigations as are reasonable and it thinks fit 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 of the passed resolution

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

#### **OTHER CIRCUMSTANCES NECESSITATING VACATION OF OFFICE**

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 43) 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.

#### **NO DISQUALIFICATION BY AGE**

48. Any person may be appointed or elected as a member of the Principal Executive Committee or any other Association Committee whatever the person's age, and no Member shall be required to vacate office by reason of age.

#### **CONFLICTS OF INTEREST**

49 (A) No Member of the Principal Executive Committee shall be disqualified by the Member's office from contracting with the Association, either as vendor, purchaser, or otherwise, nor

shall any contract or arrangement entered into by or on behalf of the Principal Executive Committee in which any Member thereof is in any way interested be liable to be avoided, nor shall any Member of the Principal Executive Committee who contracts or is interested in this way be liable, because the Member is a member of the Principal Executive Committee, to account to the Association for any profit which the Member may realise from this contract or arrangement, but it shall be the duty of any Member of the Principal Executive Committee who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association or any interest the Member may have in any company, organisation or association with which the Association may potentially be in competition or in conflict, to declare at the earliest opportunity the nature of the Member's interest in writing to the Chair of the Principal Executive Committee or the Chief Executive.

- 49 (B) The required declaration shall be considered at a meeting of the Principal Executive Committee at which the question of entering into the contract or arrangement is first taken into consideration, or, if the Member of the Principal Executive Committee was not, at the date of that meeting, interested in the proposed contract or arrangement, then at the next meeting of the Principal Executive Committee held after the Member became so interested and subsequently on every occasion where the interest is relevant to the Association's discussions. A list of all interests disclosed is to be circulated to all Members of the Principal Executive Committee at the beginning of each year in a triennium.
- 49 (C) In a case where the Member of the Principal Executive Committee becomes interested in a contract or arrangement after it is made, the declaration shall be made at the first meeting of the Principal Executive Committee held after the Member of the Principal Executive Committee acquired the interest
- 49 (D) For the purposes of this Article, a general notice given to the Members of the Principal Executive Committee by a Member of the Principal Executive Committee that the Member is a member of a specified company or firm, and is to be regarded as interested in any contract or arrangement which may, after the date of the Notice, be made with the company or firm, shall be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made
- 49 (E) A Member of the Principal Executive Committee shall not vote in respect of any contract or arrangement in which the Member is so interested, and if the Member shall so vote the Member's vote shall not be counted
- 49 (F) Where a contract or arrangement is continuing, a declaration of interest shall be repeated at the first meeting of the Principal Executive Committee after each election

- 49 (G) If a Member of the Principal Executive Committee is in doubt whether an interest should be declared, the Member should seek the advice of the Chair of the Principal Executive Committee who will consult with the Chief Executive. Should the Member not agree with the advice given, the Member may take the matter to the Audit Committee. The Chair of the Principal Executive Committee, the Chair of any Committee of the Association and the Chief Executive may also take a case to the Audit Committee for advice. In deciding whether or not such a declaration be required regard shall be had to the expectations of professional behaviour expressed in any code of conduct or standards of service and conduct published by the Association
- 49 (H) If another Member of the Association has reasonable grounds to believe that a relevant interest has not been declared, and a personal approach to the Member concerned has not resolved the matter, the Member with such reasonable grounds for belief should draw it to the attention of the Principal Executive Committee and the Audit Committee, or the Member may refer the matter directly to the Audit Committee
- 49 (I) These disclosure provisions shall apply equally to any interest which a Member of the Principal Executive Committee may have in any company, organisation or association with which the Association may be in competition or conflict, or may potentially be in competition or conflict (irrespective of whether such a company, organisation or association is in a contractual relationship with the Association), appointments, shareholdings, consultancies and ad hoc projects (paid or unpaid) including positions held within the National Health Service
- 49 (J) These disclosure provisions shall apply to any member of the country councils and United Kingdom Council, of any Standing Committee of the Principal Executive Committee or working group.

## **PROCEEDINGS OF THE PRINCIPAL EXECUTIVE COMMITTEE**

- 50 (A) The Principal Executive Committee shall meet not less than four times every year and on such other occasions as it shall deem necessary and expedient for the work of the Association
- 50 (B) the quorum for a meeting of the Principal Executive Committee shall be 9 members
- 50 (C) In the event that neither the Chair of the Principal Executive Committee or Deputy is present within fifteen minutes from the scheduled start of a meeting of the Principal Executive Committee, or neither is willing or able to act, then those present shall elect from amongst their number a person to be the Chair of the scheduled meeting by simple majority

50 (D) A resolution, in writing, signed by seventy-five per cent of the voting Members of the Principal Executive Committee, shall be a special resolution, and shall be as valid and effectual as if it had been passed by a meeting duly called and constituted.

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.

## **SUB COMMITTEES OF THE PRINCIPAL EXECUTIVE COMMITTEE**

### **Audit Committee**

51 (A) There shall be a subcommittee of the Principal Executive Committee called the Audit Committee.

51 (B) The Audit Committee shall consist of (1) a Chair and four ordinary members elected by the Principal Executive, and who shall be members of the Principal Executive Committee (2) one member appointed on the joint recommendation of the Chair of the Principal Executive Committee and the Chairs of the Country Councils, who shall not be a member of the Principal Executive Committee or the Country Councils but who has substantial experience of corporate financial management gained at a senior level;

51 (C) the Chair of the Principal Executive Committee, and members of the Finance Committee shall be ineligible to stand for election to the Audit Committee.

51 (D) the Chair of the Audit Committee shall be elected for a three-year term of office, and may serve a further consecutive three-year term of office unless otherwise prevented by the provisions of these Articles

51 (E) The Audit Committee shall elect a Vice-Chair from its number

51 (F) The quorum shall be three members, one of whom shall be the Chair

51 (G) The Audit Committee shall not have the power to co-opt additional or replacement members

51 (H) The Audit Committee may invite such other observers, consultants or assessors as it considers appropriate to its business from time to time. Such persons shall have the right to speak at meetings of the Audit Committee but not to vote

51 (I) The remit of the Audit Committee shall be:

- a. On behalf of the Principal Executive Committee, to carry governance responsibility for matters relating to the auditing of the financial statements, procedures and transactions as set out in the appropriate Statement of Auditing Standards and any other areas of the Association's financial affairs
- b. To oversee the discharge of the Association's responsibilities, and those of its Principal Executive Committee and of the Association's committees, relating to financial statements, governance, risk management, internal control systems, external audit and conflicts of interest
- c. To consider with the Association's external auditors the nature and scope of the audit, to ensure the independence, objectivity and effectiveness of the audit process, to consider the fee of and any questions of rotation, resignation or dismissal of the external auditors and to make recommendations to the Principal Executive Committee and the Annual General Meeting as appropriate
- d. To review the external auditor's post-audit letter and the management response
- e. To review the annual financial statements and accompanying reports
- f. To keep under review the effectiveness of the Association's governance, risk management and internal control systems
- g. To review reports of internal processes and systems.
- h. To consider such other matters as the Audit Committee and the Principal Executive Committee may from time to time consider appropriate

51 (J) The Audit Committee shall report to the Principal Executive Committee in accordance with any regulations that may from time to time be imposed upon it by the Principal Executive Committee which shall include a report on the discharge of its remit at least once a year.

## **Finance Committee**

- 52 (A) The Principal Executive Committee shall, in order to provide for effective scrutiny of financial matters, elect a sub committee of the Principal Executive Committee, to be known as the Finance Committee.
- 52 (B) The Finance Committee shall be elected annually and will comprise: the Chair of the Principal Executive Committee; the Deputy Chair of the Principal Executive Committee; three members appointed by the Principal Executive Committee from their membership;
- 52 (C) the Chief Executive and the Finance Director shall be non-voting members of the Finance Sub Committee;
- 52 (D) The Deputy Chair of the Principal Executive Committee shall chair the Finance Committee
- 52 (E) The Finance Committee will be responsible for: the examination of the Association's annual budget and monthly management accounts; the approval of contracts and expenditure as required by the standing financial controls of the Association in force from time to time; scrutiny of financial matters
- 52 (F) The Finance Committee will report to the Principal Executive Committee in accordance with any regulations that may from time to time be imposed upon it by the Principal Executive Committee and, where necessary, or where requested by the Principal Executive Committee, provide guidance and recommendations to it
- 52 (G) The Finance Committee will refer to the Audit Committee any concerns with regard to accounting or financial control which may require further investigation.

## **Ethics and Professional Conduct Committee**

- 53 (A) There shall be a sub - committee of the Principal Executive Committee called the Ethics and Professional Conduct Committee.
- 53 (B) The Ethics and Professional Conduct Committee shall consist of:
1. members of the Principal Executive Committee, who may serve from time to time when a meeting of the Ethics and Professional Conduct Committee is convened; plus, the members of the United Kingdom Council who have been directly elected from the branches, who may serve from time to time when a meeting of the Ethics and Professional Conduct Committee is convened; and four lay members jointly nominated

by the Chair of the Principal Executive Committee and the Chairs of the Country Councils.

2. 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
3. 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
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.
5. Decisions taken to suspend or otherwise restrict membership must be supported, as a minimum, by votes cast 2:1 in favour.
6. The Ethics and Professional Conduct Committee shall elect a Chair from any of the PEC members in attendance.

53 (C) The remit of the Ethics and Professional Conduct Committee shall be to consider any matters referred to it concerning ethical and professional conduct of individual members of the Association, and referred to it in accordance with Article 16 (A)

53 (D) The sanctions that may be applied by the Ethics and Professional Conduct Committee following an inquiry are as follows:

1. Suspension of membership pending an inquiry (this power may also be exercised by the Chief Executive)
2. Expulsion from membership, or exclusion from membership for a defined period (see Article 16 (E))
3. Restriction of membership rights for a defined period
4. Written warning of the sanction that would be applied if it is established, following a fresh inquiry, that the same or a further breach of ethical or professional conduct has occurred
5. Such other directions, conditions or rulings given to the member the Committee considers are appropriate and proportionate.

53 (E) A member who is expelled from membership of the Association by the Ethics and Professional Conduct Committee, or excluded for a defined period, shall not be entitled to a refund of any subscription fee paid and shall remain liable to pay to the Association any subscription or other sum owed by the member.

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

54 (A) There shall be a sub committee of the Principal Executive Committee called the Ethics and Professional Conduct Appeals Committee

54 (B) The Ethics and Professional Conduct Appeals Committee shall consist of:

1. members of the Principal Executive Committee, who may serve from time to time when a meeting of the Ethics and Professional Conduct Committee is convened; plus, the members of the United Kingdom Council who have been directly elected from the branches, who may serve from time to time when a meeting of the Ethics and Professional Conduct Committee is convened; and four lay members jointly nominated by the Chair of the Principal Executive Committee and the Chairs of the Country Councils.

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.

2. a meeting of the Ethics and Professional Conduct Appeals 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
3. in circumstances where a decision subject to appeal involves a member of the Principal Executive Committee, a meeting of the Ethics and Professional Conduct Appeals 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
4. The quorum of the Ethics and Professional Conduct Appeals 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.
5. All decisions taken by the Ethics and Professional Conduct Appeals Committee must be supported, as a minimum, by votes cast 2:1 in favour.
6. The Ethics and Professional Conduct Appeals Committee shall elect a Chair from any of the PEC members in attendance.

54 (C) The remit of the Ethics and Professional Conduct Appeals Committee shall be to consider the reasons for appeal against a decision made by the Ethics and Professional Conduct Committee.

54 (D) The Ethics and Professional Conduct Appeals Committee, following consideration of the Appeal may overturn, uphold, or impose a sanction from the following:

1. Suspension of membership pending an inquiry (this power may also be exercised by the Chief Executive)
2. Expulsion from membership, or exclusion from membership for a defined period (see Article 16 (H))
3. Restriction of membership rights for a defined period
4. Written warning of the sanction that would be applied if it is established, following a fresh inquiry, that the same or a further breach of ethical or professional conduct has occurred
5. Such other directions, conditions or rulings given to the member the Committee considers are appropriate and proportionate.

54 (E) The decision of the Ethics and Professional Conduct Appeals Committee is final.

## **STANDING COMMITTEES OF THE PRINCIPAL EXECUTIVE COMMITTEE**

55 The Principal Executive Committee may establish such standing committees and/or working groups as the Principal Executive Committee may from time to time determine and each such committee shall have the membership, quorum, working arrangements, and the remit as the by – laws may from time to time prescribe. In accordance with the provisions of this Article the Principal Executive Committee shall as a minimum establish the following standing committees to represent:

Non-salaried primary care practitioners in

1. The UK
2. Northern Ireland
3. Scotland

4. Wales

Community dentists, employed on specific community contracts of employment in;

1. England
2. Northern Ireland
3. Scotland
4. Wales

Hospital dentists employed on substantive Doctors and Dentists contracts of employment in;

1. The UK

Clinical academics employed on University contracts along with others engaged in undergraduate teaching and clinical research in;

1. The UK

Early career, that is within ten years of receipt of a BDS, dentists in;

1. The UK

Current BDS students in;

1. The UK

and shall as a minimum appoint the following working group:

Education, Ethics and the Dental Team Working group

## **VALIDITY OF ACTS**

56. All acts done by any meeting of the Principal Executive Committee or any Standing Committee or Working Group, or by any person acting as a member thereof shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to act.

## **PART 6: COUNTRY COUNCILS AND THE UNITED KINGDOM COUNCIL**

### **REMIT OF COUNTRY COUNCILS**

- 57 (A) A country council shall be formed in each country of the United Kingdom, with the following remit:

- To provide regular advice and comment to the Principal Executive Committee as consultative committees
- To consider and advise the Principal Executive Committee on all matters relating to dentistry within the country concerned
- To advise the Principal Executive Committee on all aspects of policy within the country concerned, facilitating external expert and member input to policy formation where required
- To receive regular reports from the Principal Executive Committee, to enable each country council to debate and comment on the activities of the Principal Executive Committee without prejudice to the rights of the membership as a whole
- To liaise with Branches and Sections

57 (B) Each country council shall be constituted by members elected from the Branches in each country or, in the case of Wales, Sections, as provided for in Articles 58 (A), (B) and Articles 59 (A) – (H). Additional voting and non-voting members may be appointed or elected to each country council as determined by or in accordance with the By – Laws.

57 (C) Each country council shall serve a three-year term, with a newly reconstituted country council in place by the end of February in the year in which the three-year term expires. Additional members appointed or elected in accordance with the By Laws shall be appointed and elected, and their terms of office shall expire, in accordance with this electoral cycle (unless their membership is dependent on the nomination or office held in another committee, in accordance with the By- Laws)

57 (D) Proposals to create, or alter, additional voting and non-voting members as provided for in Article 57 (C) may only be submitted by a country council in respect of its own membership, and the Principal Executive Committee shall approve the requisite changes to the By – Laws unless such changes are inconsistent with these Articles of Association

57 (E) Each country council shall elect a Chair and Deputy Chair from amongst the members elected from the branches. No member may serve as Chair or Deputy Chair for more than two consecutive three year terms or for six years in total without seeking approval of the PEC.

57 (F) There shall normally be four meetings of each country council each year, though fewer or more meetings may be convened as each council shall deem necessary and expedient for the work of the Association

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.

## **MEMBERSHIP AND ELECTION OF COUNTRY COUNCILS**

58 (A) Each country council shall consist of the following minimum number of voting members:

1. English Country Council – one member elected from each branch in England. The English Country Council shall not be comprised of more than 30 voting members from the branches
2. Scottish Country Council - two members elected from each of the three Scottish branches
3. Welsh Country Council – four members elected by members in the Welsh sections
4. Northern Ireland Country Council - - three members elected by the Northern Ireland Branch

58 (B) The members of the Principal Executive Committee elected from the regions in England shall also be ex officio and non-voting members of the English Country Council; the member of the Principal Executive Committee elected from Scotland shall also be an ex officio and non-voting member of the Scottish Country Council; the member of the Principal Executive Committee elected from Wales shall also be an ex officio and non-voting member of the Welsh Country Council; and the member of the Principal Executive Committee elected from Northern Ireland shall also be an ex officio and non-voting member of the Northern Ireland Country Council

59 (A) Each Branch of the Association shall be entitled to elect members of the country councils in accordance with the provisions in Article 58

59 (B) The method of election to the country councils shall be a preferential voting system

59 (C) Candidates for election to the country councils may stand in the Branch in which they have their primary postal address or, in the case of Wales, the section in which they have their primary postal address

59 (D) Candidates for election to the country councils must have been members of the Association for a minimum of six months on the date the Returning Officer invites nominations, and the Returning Officer may prescribe a longer minimum period

- 59 (E) Members shall be entitled to vote (except those not entitled to vote as defined in Article 59 (F) in each branch
- 59 (F) Temporary, student, affiliate members, and members located outside the United Kingdom, are not entitled to vote or stand for election to the country councils. No Honorary member is entitled to vote or stand unless the Member is for the time being entitled to Ordinary membership of the Association
- 59 (G) Voting papers shall be delivered or sent to each elector by the Returning Officer. The voting papers shall contain the names of those candidates standing in the elector's constituency, all of whom have been nominated on or before an appointed day of which not less than 28 days' notice has been given in the British Dental Journal.
- 59 (H) Provided that if the number of candidates for election in any constituency is of equal to or less than the number of persons to be elected, the use of voting papers shall not be required, and such candidates shall be deemed to have been elected unopposed by the Returning Officer.
- 59 (I) If any member of a country council shall die, retire, resign, move their primary postal address from the Branch, or Section in the case of Wales, in which they were elected or otherwise cease to be a member of the Country Council before the expiration of the member's term of office, or if a vacancy remains following an election, then the Returning Officer shall organise an election for a replacement, or an election to fill the vacancy, unless the remainder of the said term of office on the date the replacement could reasonably assume office is 6 months or less from its expiration
- 59 (J) The Returning Officer for the elections to the country councils shall be the Chief Executive of the Association or a person appointed by the Chief Executive
- 59 (K) Any issues of interpretation that arise from these Articles in regard to the election process for the country councils shall be determined by the Returning Officer.

#### **UNITED KINGDOM COUNCIL**

- 60 (A) A United Kingdom Council shall be formed with the following remit:
- To consider all issues of policy and matters affecting dentistry at the United Kingdom level of government.
- 60 (B) The United Kingdom Council shall as a minimum consist of the following voting members:

- one member elected from each of the Branches in England
  - 3 members elected from the Scottish Country Council, from amongst the members elected from the Branches in Scotland
  - 2 members elected from the Welsh Country Council, from amongst the members elected from the Sections in Wales
  - 2 members elected from the Northern Ireland Country Council, from amongst the members elected from the branch in Northern Ireland
- 60 (C) Additional voting and non-voting members may be appointed or elected to the United Kingdom Council as determined by or in accordance with the By – Laws, subject to the United Kingdom Council comprising a maximum of 35 voting members elected from the Branches. Any proposals to alter the By Laws to permit more or less additional voting and non-voting members may only be submitted with the joint consent of the Chairs of the country councils. The Principal Executive Committee shall approve the requisite changes to the By – laws save to the extent that such changes are not inconsistent with these Articles of Association
- 60 (D) The United Kingdom Council shall be chaired in rotation by each of the Chairs of the country councils; the sequence of rotations to be determined by agreement or lot
- 60 (E) There shall normally be two meetings of the United Kingdom Council each calendar year, though fewer or more meetings may be convened as the United Kingdom Council shall deem necessary and expedient for the work of the Association
- 60 (F) A meeting of the United Kingdom Council may be convened, and its business determined, by the joint agreement of the Chairs of the country councils. The business of a scheduled meeting in rotation may be determined by the chair for that meeting in consultation with the other chairs
- 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
- 60 (H) The Principal Executive Committee shall deliver an annual report on its activities to a meeting of the United Kingdom Council

- 60 (I) The United Kingdom Council shall have the power to convene an Extraordinary General Meeting of the Association, and to determine the agenda for that meeting, subject to the support of a simple majority of its voting members elected from the branches
- 60 (J) An Extraordinary General Meeting convened in accordance with the provision in Article 60 (I) may include a motion to dissolve the Principal Executive Committee and proceed to elections for a new Principal Executive Committee
- 60 (K) Any members displaced by the dissolution of the Principal Executive Committee shall not be barred from standing for re-election unless they are deemed ineligible in accordance with the provisions of these Articles.

## **SCRUTINY COMMITTEE**

61. The United Kingdom Council shall appoint a Scrutiny Committee which shall have the membership, quorum and the remit as the By – Laws may from time to time prescribe. The United Kingdom Council may propose changes to the By – Laws concerning the Scrutiny Committee and the Principal Executive Committee shall approve such changes to the By-Laws unless they are inconsistent with these Articles of Association.

## **PART 7: THE PRESIDENT**

### **ROLE AND RESPONSIBILITIES OF THE PRESIDENT**

- 62 (A) The President of the Association shall be nominated by the Principal Executive Committee upon the recommendation of the Honours and Awards Committee and elected annually by the Annual General Meeting and shall enter upon the duties of the office at a Presidential Meeting in the following year, and until then shall bear the title of President Elect. The Retiring President shall bear the title of Immediate Past President until the Presidential Meeting in the following year
- 62 (B) the role and the responsibilities of the President shall be as follows:
- to act as the symbolic representative of the traditions, history and professional dignity of the Association

- to act as representative and ambassador of the policies, achievements, plans and aspirations of the Association to local Branches, Sections, groups and divisions
- to act as an informal conduit of grass roots communications to the senior representatives of the Association
- to use the dignity of the office of President to offer discreet and wise counsel to senior representatives as appropriate
- in liaison with senior elected representatives and staff, to plan a programme of events for the year, to cover, politically and professionally, all aspects of the Association's activities, both nationally and internationally
- to represent the Association at the Presidential meetings and to deliver inaugural and valedictory addresses
- to represent the Association at the British Dental Conference and Dentistry Show
- to represent the Association at official BDA receptions held in the course of the Presidential year
- to attend meetings of the United Kingdom Council and Principal Executive Committee as an observer, and such other committee meetings the President considers appropriate in the fulfilment of the role
- to attend external functions, including international functions, as invited or requested by the Chairs of the country councils and the Chair of the Principal Executive Committee

## **PART 8: HONOURS AND AWARDS OF THE ASSOCIATION**

### **HONOURS: FELLOWSHIP MEDAL**

64 (A) Any ordinary member of the Association who has been for 20 years continuously an ordinary member of the Association (including Life Members) and has given exceptional and distinguished service by:

1. a sustained personal commitment to the dental profession and to upholding the values of the Association, and has
2. gained the high regard and respect of fellow members of the Association

shall be eligible for election by the Principal Executive Committee, upon the recommendation of the Honours and Awards Committee, as a Fellow of the Association.

- 64 (B) A Fellow of the Association shall have none of the liabilities of Members as regards subscription but shall have all the rights and privileges of ordinary membership of the Association and shall be eligible to be elected or appointed to any office in the Association.
- 64 (C) A Roll of Fellows shall be maintained.
- 64 (D) Upon admission to the Roll, a Fellow shall be presented to the Members of the Association in General Meeting or other occasion determined by the Principal Executive Committee, and shall receive the Fellowship, a scroll signed by the Officers of the Association and a Fellowship Medal which the Fellow shall be entitled to wear at all General Meetings of the Association and at any Branch meeting which the Fellow attends.
- 64 (E) All recipients of the previous Association honour of Distinguished Member are eligible for admission to the Roll of Fellows in place of their existing honour and to receive a Fellowship Medal.

#### **HONOURS: LIFE MEMBERSHIP**

65. Any Ordinary Member of the Association who either (1) has been for twenty-five years continuously an Ordinary member of the Association, or (2) has been (i) for ten years continuously an Ordinary Member of the Association and (ii) has ceased to practise Dentistry, and (iii) holds no paid dental appointment, shall be eligible for election by the Principal Executive Committee on recommendation by the Honours and Awards Committee as a Life Member of the Association. A Life Member shall have all the rights and privileges of membership, but shall not be liable to pay any subscriptions to the Association or to any Branch thereof. A Life Member shall be eligible to be elected or appointed to any office in the Association. The honour is marked by the presentation of a scroll at a General Meeting or other occasion determined by the Principal Executive Committee

#### **HONOURS: JOHN TOMES MEDAL**

- 66 (A) The Association may honour any person (whether or not the person is otherwise eligible for ordinary membership of the Association) who has given outstanding services to the Dental Profession or to the Association by bestowing the John Tomes Medal of the Association.
- 66 (B) The Medal shall be bestowed on the recommendation of the Honours and Awards Committee and agreement by the Principal Executive Committee. The medal shall be presented to the recipient with an appropriate scroll at a General Meeting of Members or other occasion determined by the Principal Executive Committee.

66 (C) A recipient of the Medal who is a dentist shall have all the rights and privileges of membership, but shall not be liable to pay any subscriptions to the Association or to any Branch thereof. This benefit, restricted to dentists, shall apply from 9<sup>th</sup> October 2010 for all holders of the medal.

#### **HONOURS: ROLL OF DISTINCTION**

67. Upon the recommendation of the Honours and Awards Committee the honour of an entry of a person's name on the Roll of Distinction may be awarded by the Principal Executive Committee. The honour is defined in terms that the Association may honour any person, whether or not eligible for membership of the Association, for outstanding services to UK dentistry by entering that person on the Roll of Distinction. The honour is marked by the presentation of a certificate and a medal at a Presidential Meeting or other occasion determined by the Principal Executive Committee. Any dentist so honoured shall have all the rights and privileges of membership, but shall not be liable to pay any subscriptions to the Association or Branch thereof. This benefit shall apply from 9<sup>th</sup> October 2010 for all dentists entered on the Roll of Distinction.

#### **AWARDS: AWARD FOR EXCELLENCE**

68 The Award for Excellence shall be awarded to recognise special service to dentistry at any level and will be awarded to those persons who have contributed in or to a particular area above and beyond what would reasonably be expected. The honour is marked by presentation of a certificate at a Presidential Meeting or other occasion determined by the Principal Executive Committee

#### **AWARDS: JOY HARRILD AWARD FOR YOUNG DENTISTS**

69. The Joy Harrild Award for Young Dentists shall be awarded to recognise young dentists who have made a significant contribution to the profession.

Any BDA member who is a young dentist (up to ten years post qualification), who meets at least two of the following criteria:

1. has made a significant contribution to the profession
2. has demonstrated an outstanding commitment to continued training and professional development

3. has raised the profile of dentistry
4. has made a contribution to the Association
5. has made a positive contribution to wider society through 'good works'; working with a charity, local community, or work abroad
6. has demonstrated professional or clinical leadership qualities

shall be eligible for the Joy Harrild Award on the recommendation of the Honours and Awards Committee and agreement by the Principal Executive Committee.

## **REMOVAL OF AN HONOUR BY THE PRINCIPAL EXECUTIVE COMMITTEE**

70. An honour or award may be removed by the Principal Executive Committee if it reasonably believes that the actions or behaviour of a recipient are inconsistent with the interests of the Association, or bring the Association into disrepute.

## **HONOURS AND AWARDS COMMITTEE**

71. 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 Committee in regard to the honours and awards specified in Articles 64 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)

## **PART 9: SENIOR STAFF OF THE ASSOCIATION**

72. There shall be a Senior Staff Terms and Conditions Committee

72 (A)The Senior Staff Terms and Conditions Committee shall consist of: (1) the Chair of the Principal Executive Committee; (2) the Chair of the Finance Committee ;(3) 2 members appointed by the Chair of the Principal Executive Committee ,one of whom must be a member of the United Kingdom Council elected from the country councils and one who must be a member of the Principal Executive Committee

72 (A)The remit of the Senior Staff Terms and Conditions Committee shall be:

1. To determine, and review from time to time, the terms and conditions (including remuneration) of the Chief Executive, Finance Director, and all senior staff appointed at the Director grade, ensuring liaison with the Finance Committee in regard to affordability on remuneration matters

2. To manage the recruitment process for the Chief Executive and Finance Director, and to recommend to the Principal Executive Committee suitable individuals for appointment
3. To be responsible for disciplinary procedures in regard to the Chief Executive or Finance Director
4. To recommend the removal of the Chief Executive or Finance Director to the Principal Executive Committee.

73. The Chief Executive of the Association shall be appointed by the Principal Executive Committee, and shall be the most senior member of staff with the responsibility of ensuring the implementation of the strategic and operational objectives set by the Principal Executive Committee. The Chief Executive shall also have responsibility for the financial integrity, operational efficiency and legal compliance of the Association. In discharging these duties, the Chief Executive shall be regarded as the most senior adviser to the Principal Executive Committee. The Chief Executive shall be removable by the Principal Executive Committee subject to the terms of any agreement between the Chief Executive and the Association.

74. The Finance Director shall be appointed by the Principal Executive Committee and shall be responsible for financial planning and reporting financial performance to the Principal Executive Committee; providing all necessary advice and support to the Principal Executive Committee in regard to financial planning and performance; managing the financial risks of the organisation; and ensuring the effectiveness of financial control systems. The Finance Director shall be removable by the Principal Executive Committee subject to the terms of any agreement between the Finance Director and the Association.

## **PART 10: PUBLICATIONS**

### **BRITISH DENTAL JOURNAL**

75 (A) A Journal, under the title of the British Dental Journal, shall be published as frequently as may be found to be expedient, by or on behalf of the Association.

75. (B) The Journal shall contain papers on dental science and practice and kindred topics, and shall, so far as expedient for the purposes of these Articles and for the giving of notice of Annual General Meetings and Extraordinary General Meetings of the Association be the primary medium of communications between the Association and the Members thereof.

### **OTHER PUBLICATIONS**

76. The Principal Executive Committee shall from time to time be entitled to arrange for the publication of such other periodicals and information as it may think desirable and in such manner as it may think fit.

## **PART 11: MISCELLANEOUS**

### **HONORARY CURATOR OF THE MUSEUM**

77. The Honorary Curator of the Museum shall be appointed by the Principal Executive Committee, on such terms and conditions as the Principal Executive Committee shall determine. The Honorary Curator shall be ex officio a member of any Committee, Sub-Committee or Working Group appointed to administer the affairs of the Association's Museum.

### **SEAL**

- 78 (A) The Seal of the Association shall only be used by the authority of the Principal Executive Committee, and every instrument to which the Seal is affixed shall be signed by two Members of the Principal Executive Committee and shall be counter-signed by the Chief Executive or by some other person appointed by the Principal Executive Committee for the purpose
- 78 (B) In favour of a purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed
- 78 (C) The Principal Executive Committee may make such regulations as they may deem expedient for the custody of the Seal.

### **SERVICE OF NOTICES ON MEMBERS**

79. A Notice may be served by the Association upon any Member either personally, electronically (in accordance with section 1168 of the Companies Act 2006) or by sending it through the post in a prepaid letter addressed to such Member at the Member's primary postal address or by publication of such notice in the Journal and sending a copy of the Journal containing such notice to such Member prepaid and addressed as aforesaid (or through a combination of such methods). For the purposes of this Article the registered address of a Member shall be the address appearing as the Member's address in the List of Members of the Association for the time being.

### **SERVICE OF NOTICES ON BRANCHES, SECTIONS OR PROFESSIONAL GROUPS**

80. A notice may be served by the Association on any Branch, Section or Professional Group by serving the same as aforesaid on the secretary of such Branch, Section or Professional Group, and if there be none then upon any two Members of the Executive Board or other Governing Body of such Branch, Section or Professional Group.

### **SERVICE BY POST**

81. Any notice if served by post shall be deemed to have been served on the fourth day following that on which the letter or copy of the Journal containing the same is posted, and in proving such service it shall be sufficient to prove that the letter or copy of the Journal containing the notice was properly addressed and put into the post office as a prepaid letter.

#### **ACCOUNTS TO BE KEPT**

82.A The Principal Executive Committee shall keep accounting records in accordance with the Statutes.

82. B The accounting records shall be kept at the registered office of the Association or (subject to the Statutes) at such other place or places as the Principal Executive Committee think fit, and they shall at all times be open to the inspection of the Members of the Principal Executive Committee

#### **ACCOUNTS TO BE LAID BEFORE MEMBERS**

83.A At the Annual General Meeting in every year there shall be laid before the Association a proper income and expenditure account for the period since the last preceding account made up to date not more than ten months before such meeting (as required by Statute), together with a proper balance sheet made up as at the same date.

83. A Every such balance sheet shall be accompanied by proper reports of the Principal Executive Committee and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Statutes, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and read before the meeting as required by the Statutes.

83. C Auditors shall be appointed, and their duties regulated in accordance with the Statutes.

#### **INDEMNITY**

84. A Every member of the Principal Executive Committee , and of every other Committee appointed under the Articles, and every other Officer or servant of the Association shall

be entitled to be indemnified out of the assets of the Association against all losses or liabilities which the person may sustain or incur in or about the execution of the duties of the office or otherwise in relation thereto, including any liability incurred by the person in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which the person is acquitted or in connection with any application under the Statutes in which relief is granted to the person by the Court and no such member, officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of the person's office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by the Statutes.

84. B The Principal Executive Committee **may** pay out of the funds of the Association such sums as it shall from time to time determine to be reasonable in respect of travelling, hotel and other expenses and loss of remunerative time incurred by any member of the Association or any other person in attending any meeting or otherwise rendering service to the Association.

## **WINDING UP**

85. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

## **PART 12: BY LAWS**

86.A The By-laws set forth in the Schedule hereto are those current at the date thereof.

86.B The By-laws may from time to time be altered by Special Resolution of the Principal Executive Committee

86.C Save as so far as determined by Statute or by the Articles the membership and mode of government of the Association, and the rights and obligations of every member or groups of members shall be such as may from time to time be prescribed or determined by or in accordance with the By-laws and the By-laws may from time to time be added to, amended, altered or repealed by the Principal Executive Committee, subject to the provisions hereinbefore contained.