

Constitution

adopted on the20

PART 1

1. Adoption of the constitution

The Academy and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is British Academy of Restorative Dentistry (and in this document is called the Academy)

3. Objects

The Academy's objects ("the objects") are:

- (a) to advance the art and science of restorative dentistry;
- (b) to provide educational opportunities and structured learning pathways to dentists and dental professionals in the UK, thus improving the nation's oral health;
- (c) to educate the general public on the options and scope of restorative dentistry; and
- (d) to provide ongoing information and awareness of restorative and aesthetic solutions in dentistry.

4. Application of income and property

- (1) The income and property of the Academy shall be applied solely towards the promotion of the objects.
 - (a) An Academy trustee is entitled to be reimbursed from the property of the Academy or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Academy.

5. Benefits and payments to Academy trustees and connected persons

(1) General provisions

No Academy trustee or connected person may:

- (a) buy or receive any goods or services from the Academy on terms preferential to those applicable to members of the public;
- (b) sell goods, services or any interest in land to the Academy.

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

An Academy trustee or connected person may take part in the normal activities of the Academy on the same terms as members of the Academy.

6. Dissolution

- (1) If the members resolve to dissolve the Academy the BARD Committee will remain in office as Academy trustees and be responsible for winding up the affairs of the Academy in accordance with this clause.
- (2) The Committee must collect in all the assets of the Academy and must pay or make provision for all the liabilities of the Academy.
- (3) The Committee must apply any remaining property or money:
 - (a) directly for the objects.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Academy specifying the manner in which the trustees are to apply the remaining property or assets of the Academy and the trustees must comply with the resolution if it is consistent with paragraphs (a) inclusive in sub-clause (3) above.

7. Amendment of constitution

- (1) The Academy may amend any provision contained in Part 1 of this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the Academy cease to be an Academy at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the Academy.

PART 2

8. **Membership**

- (1) Membership is open to individuals over eighteen or organisations that are approved by the BARD Committee.
- (2)
 - (a) The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Academy to refuse the application;
 - (b) The Committee must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision;
 - (c) The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- (3) Membership is not transferable to anyone else.
- (4) The Committee must keep a register of names and addresses of the members which must be made available to any member upon request.

9. **Termination of membership**

Membership is terminated if:

- (1) The member dies or, if it is an organisation, ceases to exist;
- (2) The member resigns by written notice to the Academy unless, after the resignation, there would be less than two members;
- (3) Any sum due from the member to the Academy is not paid in full within six months of it falling due;
- (4) The member is removed from membership by a resolution of the Committee that it is in the best interests of the Academy that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) The member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is proposed.

10. **Representatives of other bodies**

- (1) Any organisation that is a member of the Academy may nominate any person to act as its representative at any meeting of the Academy.
- (2) The organisation must give written notice to the Academy of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Academy. The nominee may continue to represent the organisation until written notice to the contrary is received by the Academy.
- (3) Any notice given to the Academy will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Academy shall not be required to consider whether the nominee has been properly appointed by the organisation.

11. Officers and trustees

- (1) The Academy and its property shall be managed and administered by a committee comprising officers and other members. The officers and other members of the committee shall be the trustees of the Academy and in this constitution are together called "the trustees".
- (2) The Academy shall have the following officers:
 - (a) A Chair;
 - (b) A secretary;
 - (c) A treasurer.
- (3) A trustee must be a member of the Academy or the nominated representative of an organisation that is a member of the Academy.
- (4) The number of trustees shall be not less than three but shall not be subject to any maximum.
- (5) The first trustees (including officers) shall be those persons present at the meeting at which this constitution is adopted.
- (6) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

12. Appointment of trustees

- (1) No-one may be elected a trustee or an officer unless the Academy is given a notice that states the member's intention to propose the appointment of a person as a trustee or as an officer.
- (2) The appointment of a trustee, whether by the Academy or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.

13. Powers of trustees

- (1) The trustees must manage the business of the Academy and have the following powers in order to further the objects (but not for any other purpose):
 - (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to co-operate with other academies and to exchange information and advice with them;
 - (c) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (d) to acquire, merge with or enter into any partnership or joint venture arrangement with any other Academy formed for any of the objects;
 - (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
 - (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Academy;

- (g) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (h) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

14. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) ceases to be a member of the Academy;
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- (3) resigns as a trustee by notice to the Academy (but only if at least two trustees will remain in office when the notice of resignation is to take effect).

15. Proceedings of trustees

- (1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any trustee may call a meeting of the trustees.
- (3) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (4) The person elected as the Chair shall chair meetings of the trustees.
- (5) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of the number to chair that meeting.
- (6) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.

16. Conflicts of interest and conflicts of loyalties

An Academy trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Academy or in any transaction or arrangement entered into by the Academy which has not been previously declared; and
- (2) absent himself or herself from any discussions of the Academy trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Academy and any personal interest (including but not limited to any personal financial interest).

17. Delegation

- (1) The trustees may delegate any of their powers or functions to a committee of two or more trustees.
- (2) The trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate.
 - (b) no expenditure may be incurred on behalf of the Academy except in accordance with a budget previously agreed with the trustees.
- (3) The trustees may revoke or alter after a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

18. Irregularities in proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;if, without:
 - (c) the vote of that trustee; and

(d) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

(a) the trustees

(b) any committee of the trustees

(c) the Academy in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Academy.

19. **Property**

(1) The trustees must ensure the title to:

(a) all land held by or in trust for the Academy that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the Academy, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the Academy.

(3) The trustees may remove the holding trustees at any time.

20. **Notices**

(1) Any notice required by this constitution to be given to or by any person must be:

(a) in writing; or

- (b) given using electronic communications.
- (2) The Academy may give any notice to a member either:
 - (a) personally, or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Academy or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Academy.
- (4) A member present in person at any meeting of the Academy shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
 - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was notice.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted, or in the case of an electronic communication, 48 hours after it was sent.

21. Rules

- (1) The trustees may from time to time make rules or by-laws for the conduct of their business.
- (2) The by-laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of the Academy (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Academy in relation to one another, and to the Academy's employees;

- (c) the keeping and authenticating of records. (If regulations made under this clause permit records of the Academy to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - (d) generally, all such matters are commonly the subject matter of the rules of an unincorporated association.
- (3) The trustees must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Academy.
- (4) The rules or by-laws shall be binding on all members of the Academy. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

22. Disputes

If a dispute arises between members of the Academy about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

23. Interpretation

If this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil partner of the trustee or of any person falling within sub-clause (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled:
 - (a) by the trustee or any connected person falling within sub-clause (1), (2) or (3) above; or
 - (b) by two or more persons falling within sub-clause (4)(a), when taken together.
- (5) A body corporate in which:

- (a) the Academy trustee or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
- (b) two or more personal falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

Signatures

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