

Constitution and Bylaws of the British Academy of Cosmetic Dentistry, Limited by Guarantee

The Academy was formed on 29th November 2003 in London. A company limited by guarantee and not having share capital was incorporated on 12 April 2007 (company number 06210530).

The original constitution adopted on 24th June 2004 was revised when the British Academy of Cosmetic Dentistry began trading as a company limited by guarantee on 1st December 2007. The revised constitution was formally adopted by the Academy on 15th November 2007. Further amendments were adopted on 8th November 2014.

Article 1: Name & location

1.1 Name The name of this company limited by guarantee shall be “The British Academy of Cosmetic Dentistry” (“BACD”).

1.2 Location The office of the BACD will be established at such location as the Board of Directors may from time to time determine.

Article 2: Aims & objectives

2.1 To be recognised as the leading authoritative voice on the subject of cosmetic dentistry in the UK;

2.2 To further the promotion and provision of quality cosmetic dental treatments;

2.3 To recognise the contribution of all members of the dental team to the treatment process and provide an open forum for learning and sharing knowledge and experiences in this field, so that all may learn and improve;

2.4 To educate the public in the UK about cosmetic dental treatments;

2.5 To promote cosmetic treatments within the UK dental profession and represent the interests of dentists providing such treatment to the leaders of the profession;

2.6 To organise regular quality meetings for its members and a national conference for cosmetic dentistry annually.

Article 3: Membership

3.1 Classification:

Categories of membership shall be:

3.1.1 Associate members: with the right to attend meetings and to speak

3.1.2 Full members: with all rights of Associate members, and the right to vote at meetings

3.1.3 Associate international members: with the right to attend meetings and to speak

3.1.4 Full international members: with all rights of Associate members, and the right to vote at meetings

The Board of Directors may from time to time determine other classes of membership, and the requirements thereof.

3.2 Eligibility:

Eligibility for membership, and classifications thereof, may be determined from time to time by the Board of Directors.

Associate membership of the BACD shall be open to all individuals within the dental team who support the aims and objectives of the Academy and agree to abide by the bye-laws of the Academy.

Full membership shall be available to those Associate members who have completed the appropriate requirements determined by the Board of Directors, or a subcommittee thereof.

Criteria for other classes of membership shall be determined by the Board of Directors, or a subcommittee thereof.

3.3 Membership fees

The Board of Directors shall determine appropriate membership fees for all levels of membership.

3.4 Liability of members

Each member guarantees to pay a nominal sum of £1 if the BACD becomes insolvent.

3.5 Application

Application for Associate membership shall be sent to the Central Office and must be accompanied by the appropriate membership and joining fee.

Acceptance as a member shall be subject to a simple majority vote of the Board of Directors. Should the application be rejected, the fee will be returned.

3.6 Resignation Any member wishing to resign from the BACD may do so provided that all financial obligations have been met. Resignations must be submitted in writing to the Executive Committee, which shall have the authority to act on them.

3.7 Termination If any paying member fails to pay his/her dues for six months, his/her expulsion from the Academy, due to lack of fulfillment of his/her financial obligations, will be presented to the Board of Directors for vote.

3.8 Announcement of membership

The Board of Directors shall from time to time determine regulations for announcement of membership in BACD. This shall include, but not be limited to, the use of the Academy's name and logo in printed material and electronic communications.

3.9 Maintenance of membership

The Board of Directors shall from time to time determine criteria for maintenance of each of the categories of membership.

3.10 Censure, suspension, expulsion

Any member of the Academy may be censured, suspended or expelled for misconduct in his/her profession or in relation to the Academy or for any just and reasonable cause, which could reflect badly on the standing of the Academy.

Charges against such a member shall be referred to the Board of Directors who shall convene an appropriate meeting to consider the issues.

Any decisions made in such cases must be three-fourths majority (in a secret ballot) of the entire Board of Directors and an appeal may be made to the general membership of the Academy (at the next General Meeting) against this decision.

On appeal, a three-fourths affirmative majority vote of the Full members present and voting shall be required to refute the action of the Board of Directors.

3.11 Reinstatement

Any full or associate member who has been censured, expelled or suspended from membership may be reinstated upon invitation of the Academy. He must receive three-fourths majority affirmative vote of the Board of Directors and Full members present and voting at the Annual General Meeting. The payment of all back dues may be required at the discretion of the Board of Directors.

Article 4: Business meetings

4.1 Annual meeting: The Annual General Meeting for the BACD shall be held at such place and on such dates as may be determined by the Board of Directors.

4.2 Special meetings: Special Meetings of the Members may be called by the President, or by resolution of a majority of the Board of Directors and shall be called upon petition of ten percent [10%] of the members in good standing as of the date of filing the petition. Such petition shall be filed with the Academy's office.

4.3 Notice: Notice of the time and place of meetings of the Members, or any adjournment thereof, shall be sent to all Members via mail or other agreed upon method not less than thirty [30] days prior to the date thereof.

4.4 Quorum: A quorum shall consist of twenty percent [20%] of the members in good standing registered as attending any officially called business meeting.

4.5 Attendance: All BACD members in good standing shall be eligible to attend meetings. Guests may be allowed at the discretion of the Chair.

4.6 Voting: Those members with voting rights who are in good standing at the time of the opening of the meeting shall be eligible to vote. All motions shall be adopted by majority of the legal votes cast by the members in good standing who are registered and present at any officially called business meeting of the BACD, or any sub-unit of the BACD, unless in conflict with a provision of these Bylaws, in which event the Bylaws shall apply.

Article 5: Board of Directors

5.1 Composition: The power of the organisation shall be vested in its Board of Directors, which shall be composed as follows: the President, the President-Elect, the Vice-President and the Immediate Past-President (who shall be ex-officio members of the Board); Chairs of Standing Committees, who shall be ex-officio members of the Board at the recommendation of the Executive Committee; a number of other elected members determined annually by the outgoing Board; any member appointed by the Board at the recommendation of the Executive Committee.

All **elected** Directors shall be Full members of the British Academy of Cosmetic Dentistry. All Officers shall be Full Members and Directors of the British Academy of Cosmetic Dentistry. **Appointed** members of the Board of Directors may be from any membership category

5.2 Election and term: Directors, other than ex-officio, shall be elected at-large by all members in good standing. Directors shall serve for a term of two years, or until their successors have been elected and assume office. One-half or the nearest practicable fraction, of the Directors who are not ex-officio shall be elected each year, except as provided hereafter. Chairs of Standing Committees and any other appointments shall be appointed on an annual basis for a term of 1 year.

All elected members of the Board of Directors shall be Full members of the British Academy of Cosmetic Dentistry. Appointed members of the Board of Directors may be from any membership category.

5.3 Authority and responsibility. The Board of Directors shall:

- have supervision, direction and control of the affairs of the BACD
- determine its policies, and be accountable for BACD assets
- have authority to contract on behalf of the BACD
- adopt such rules, policies, and procedures for the conduct of the business of the BACD as it shall deem advisable

- have authority to establish and oversee committees, task forces, commissions and other ad hoc work groups
- have authority to indemnify Directors, officers, employees and agents in accordance with law
- retain and compensate consultants as it deems necessary to carry out the functions of the BACD.

The Board of Directors shall have and exercise all other powers necessary or convenient to effect any or all of the purposes for which the BACD is formed. The Board of Directors may delegate any of its authority and responsibility unless specifically prohibited by these bylaws or by law.

5.4 Removal: Any Director may be removed from office for cause by majority vote of the Members voting on the issue.

5.5 Standing committees: The Board shall have the following standing committees -

5.5.1 Executive Committee consisting of the President, the President-Elect, the Vice-President and the Immediate Past President. Pursuant only to delegation of authority by the Board of Directors, the Executive Committee may act for the Board in managing the day-to-day operations of the BACD, in accordance with the policies established by the Board of Directors. Any two [2] members of the Executive Committee shall constitute a quorum. The President shall call such meetings of the Executive Committee as the business of the BACD may require. A meeting may be called at any time on the request of any two [2] members of the Executive Committee.

5.5.2 Other Standing Committees may be established by the Board of Directors with such membership and duties as the Board sees fit. The President shall appoint the chair of all committees and ad hoc work groups subject to approval of the Executive Committee.

The Chairs of Standing Committees shall, at the discretion of the Executive Committee, be ex-officio members of the Board of Directors.

Article 6: Governance Meetings, Quora and Standards of conduct

6.1 Policies: Policies and procedures for the conduct of the business of the BACD shall be adopted by majority vote of the Directors. All policies shall conform to the Bylaws and Mission of the British Academy of Cosmetic Dentistry. Policies shall remain in effect until modified or rescinded by the Board.

6.2 Speaking and voting: The right to speak and/or vote at meetings shall be available to members of the BACD in accordance with the rights and privileges associated with the respective level of membership. Other rights may be granted at the discretion of the Chair.

6.3 Regular meetings: The Board of Directors shall each hold meetings at such time and place as shall be designated by the President. Attendance may be in person, or by telephone or other electronic means, provided that all persons participating in the meeting can communicate with each other in real time.

6.4 Special meetings: Special meetings may, from time to time, be necessary to consider some business of an urgent nature, which cannot be delayed until the next regularly scheduled meeting. Special meetings of Directors may be held on twenty-four hour notice at the call of the President, or in the absence or incapacity of the President, the President-Elect, or at the call of a majority of the members of the Board of Directors. Every reasonable effort will be made to notify all members of the respective Board as to the date, place and time of special meetings as early as possible after the decision to call such meeting.

6.5 Notice of meetings: Except as provided for Special Meetings, notice stating the time and place of meetings shall be delivered to each Director, or where applicable, not less than five [5] nor more than fifty [50] days before the date of the meeting, either electronically or by mail. If posted, such notice shall be deemed to be delivered when deposited in the Royal Mail (or comparable commercial mail delivery service) addressed to the Director at their address of record, with appropriate postage thereon prepaid. Notice may be waived with the written or electronic consent of all of the members of the affected Board.

6.6 Attendance and quorum: A majority of the members of a Board shall constitute a quorum for the conduct of business, and the act of a majority present at any meeting at which there is a quorum shall be the act of that Board, except as may be otherwise provided by statute, by the Articles of Incorporation, or the Bylaws. If a quorum shall not be present at any meeting of a Board, those present may receive and review any reports, which do not require Board action, and/or they may adjourn the meeting from time to time until a quorum shall be present.

6.7 Written consent: Any action required or permitted to be taken at any meeting of any Board may be taken without a meeting if all of the members of that Board consent thereto in writing, whether done before or after the action so taken; and the writing or writings shall be filed with the minutes of proceedings of the relevant Board. Any action required or permitted to be taken at any meeting of a committee or ad hoc work group likewise may be taken without a meeting, if all members of the committee or work group consent thereto in writing, whether done before or after the action so taken; and the writing shall be filed with the minutes of proceedings of the committee or work group. Written consent shall include electronically recorded consent.

6.8 Absence: Any Director who shall have been absent from two [2] consecutive regular meetings of their respective Board during a single administrative year shall automatically vacate the seat on the Board and the vacancy shall be filled by the Board. However, the Board shall consider each absence as a separate circumstance

and may expressly waive such absence by affirmative vote of a majority of its members.

6.9 Standards of conduct: No Director shall realise economic gain from an action of the Board of Directors in which that member participated. Whenever the Board of Directors is considering any action that would have a direct bearing on the business or professional interests of a Director, or the firm or corporation of which the member is an officer, director, employee, or owner, that Director shall be required to advise the Board of Directors of the pertinent facts.

6.10 Vacancies: Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors. Such appointed Director shall serve only until the next regularly scheduled election. A vacancy may occur by the resignation, death, incapacity, or removal of an incumbent, or when there is no candidate for election to a position.

Article 7: Officers

7.1 General: The officers of BACD shall be the President, President-Elect, and Vice-President. These officers shall be elected by the members for a term of office deemed appropriate by those present and voting. In normal circumstances this shall be a one-year period.

7.2 President: The President shall be the chief executive officer of the BACD and shall preside at all Membership meetings. The President shall be an ex-officio member of all committees, action groups, task forces or other subdivisions created within the BACD. The President shall vote only when necessary to break a tie, except as a member of the Executive Committee. This provision shall not prohibit the President from voting, as a member, on matters presented to the membership for vote by ballot.

7.3 President-Elect: In the absence or inability or wilful refusal to act of the President, the President-Elect shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall be responsible for supervising provision of notice of all meetings, maintaining corporate minutes, and fulfilling those duties required by law. The President-Elect shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. Upon successful completion of the term of office as President-Elect, the President-Elect will automatically assume the role of President.

7.4 Vice-President: The Vice-President shall oversee the financial affairs of the Academy, and perform such other duties as assigned by the Board of Directors. Upon successful completion of the term of office as Vice-President, the Vice-President will automatically assume the role of President-Elect.

7.5 Eligibility: In order to be eligible for election as an Officer of the Academy, a candidate must have been a member of the Board of Directors in an elected or ex-officio capacity, for at least one year immediately prior to standing for such election.

Article 8: Finances

8.1 Accounts: The BACD may maintain such bank and investment accounts as the Board of Directors shall determine.

8.2 No private benefit: The Academy shall not pay dividends or distribute any part of its income or profit to its members, directors, governors, or officers. By resolution of the Board, reasonable compensation and expenses of attendance may be paid for attendance at each regular or special meeting of the Boards, or any committee or ad hoc work group of either Board. Reasonable compensation may be paid to members, directors, governors, officers or staff for services rendered.

Article 9: Indemnification

To the fullest extent permitted or required by the applicable sections of national law, each director, officer or employee of the Academy, including the heirs, executors and administrators of each director, officer, or employee, shall be indemnified by the organisation [which shall include advancement of funds], against all costs, expenses and amounts of liability therefore, including counsel fees, reasonably incurred by or imposed upon him or her;

a. in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party, or in which he or she may be or become involved by reason of his or her acts of omission or commission, or alleged acts of omission or commission, as such director, governor, officer or employee, or;

b. subject to the provisions hereof; any settlement thereof; whether or not he or she continues to be such director, officer or employee at the time of incurring such costs, expenses or amounts, and whether or not the action or omission to act on the part of such director, officer or employee which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this Bylaw.

Provided, however, that such indemnification shall not apply with respect to any matter as to which such director, officer or employee shall be finally adjudged in such action, suit or proceeding to have been individually guilty of negligence or misconduct in the performance of his or her duty as such director, officer or employee.

Provided, however, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Academy, such settlement and reimbursement appear to be for the best interests of the Academy.

The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director, officer or employee may be entitled under any insurance, agreement, resolution of the members or Board of Directors or otherwise.

Article 10: Parliamentary authority

The current edition of the Standard Code of Parliamentary Procedure (Sturgis) shall govern this organisation in all parliamentary situations that are not provided for in the law, or in its Bylaws or adopted rules.

Article 11: Amendments

11.1 General: These Bylaws may be amended by the affirmative vote of a majority of the legal votes casts on the issue at an annual business meeting of the BACD, or special meeting called for that purpose, provided that the essence and intent of the proposed amendment shall have been provided to all members by written or electronic mail or by publication in the official publication of record of the BACD, at least thirty [30] days prior to the date of voting on the proposed amendment.

Amendments may be proposed by any member in good standing. Proposed amendments shall have the support of five [5] members, as indicated by their signatures affixed to the proposed amendment

Except as provided otherwise in these Bylaws, proposed amendments shall be submitted in writing to the BACD's central office.

The Board of Directors shall schedule a vote on the proposed amendment by the members of the BACD at the next business meeting of the BACD.

Article 12: Dissolution

The BACD may be dissolved following a majority vote of the members at a special meeting called for that specific purpose. In the event of dissolution, all funds and property of the BACD shall be distributed to such other not-for-profit organization as the Board of Directors shall determine to have purposes and activities most nearly consistent with those of this organisation.