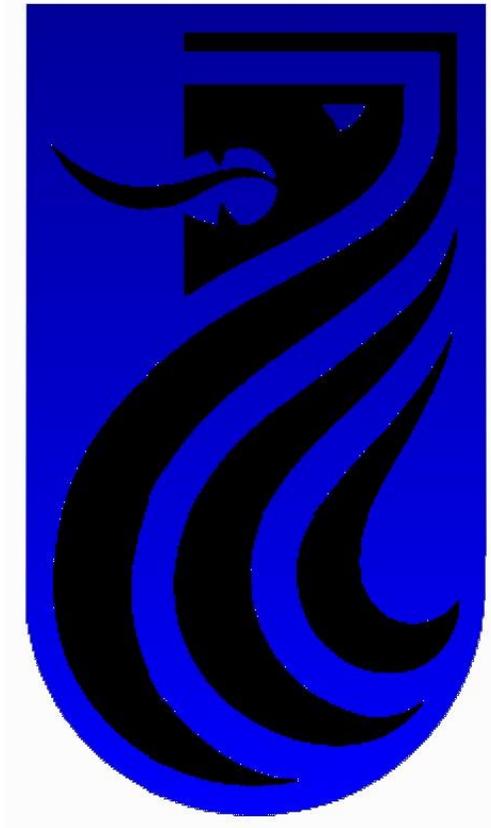


The British Academy Of Aesthetic Dentistry



Constitution.
Articles and By-Laws

THE ARTICLES

Revised 2019

ARTICLE:

1. Name
2. Purpose
3. Use of Funds
4. Organisation
5. Meetings
6. Members
7. Officers
8. Executive Council
9. By-Laws (Proceedings)
10. Amendments
11. Quorum
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ARTICLE 1: *Name*

The name of the association shall be the British Academy of Aesthetic Dentistry.

ARTICLE 2: *Purpose*

To promote and foster dental health for the benefit of the community, and in particular to facilitate the integration of dental aesthetics into the total spectrum of oral health care and provide a leadership role for the profession by defining the highest professional, scientific, artistic and ethical standards through research, publications and educational presentations.

ARTICLE 3: *Use of Funds*

Subject to Article 13 all funds of the Academy shall be used only for the administration of the Academy and for projects, programmes and activities in furtherance of the purposes for which the Academy was created as specified in Article 2.

ARTICLE 4: *Organisation*

The Academy is a non-profit organisation and no part of net earnings, if any, shall inure to the benefit of any person. The Academy earnings shall be devoted exclusively to the uses and purposes of the Academy as defined in the foregoing section.

ARTICLE 5: *Meetings*

There shall be an annual General Assembly of the Academy, in combination with a scientific meeting.

ARTICLE 6: *Members*

Members may be determined as: Charter, Full, Associate, Honorary and, Life. The qualifications, rights and obligations of each member group will be determined by the by-laws.

ARTICLE 7: *Officers*

The officers of the Academy shall be the President, President-Elect, Secretary and Treasurer. All these officers shall be elected under the provisions of chapter 3, section 2 of the by-laws.

ARTICLE 8: *Executive Council*

The affairs of the Academy shall be managed by an Executive Council consisting of the Immediate Past-President, the President, the President-Elect, the Secretary, the Treasurer and up to four members. The council can appoint up to five non-voting co-opted members.

ARTICLE 9: *By-laws (Proceedings)*

The proceedings of the Academy will be governed according to the by-laws having been prepared and submitted to the General Assembly for ratification.

ARTICLE 10: *Amendments (Articles and/or By-laws)*

- 1) Amendments to the constitution may be recommended by a two-thirds vote of the Executive Council at any meeting, but voting on their adoption shall be delayed until the next annual meeting of the General Assembly.
- 2) Amendments that are to be voted on by the Academy at any annual meeting shall be submitted in writing to all voting members at least thirty days in advance of that meeting.
- 3) The adoption of the amendments to the constitution shall require not less than three fourths vote of the charter/full, honorary and life members present and voting.

ARTICLE 11: *Quorum*

A majority of the elected members of the council shall constitute a quorum for any meeting of the Executive Council.

Twenty- five percent (25%) of the total number of full voting members is required for a quorum at official sessions of the Academy.

ARTICLE 12: *Office*

The Academy shall have and continuously maintain a registered office and/or registered agent at such location as the council shall designate.

ARTICLE 13: *Dissolution*

Upon dissolution of the Academy, the council shall, after paying or making provision for the payment of all liabilities, dispose of all the assets of the Academy, to such organisations operated exclusively for charitable, educational or scientific purposes, as the Executive Council shall determine.

THE BY - LAWS

CHAPTER

1. Membership
2. General Assembly
3. Executive Council
4. Office
5. Committees
6. Central Office
7. Financial and Administration
8. Meetings
9. Emergency provision
10. Amendments
11. Suspension of By-laws
12. Policy Procedures

CHAPTER 1

MEMBERSHIP

Section 1: *Classification*

The members of the Academy shall be classified as: charter, full, associate, honorary, life and corporate. Charter members are those who were elected before the first annual meeting (or at the foundation meeting) and have all the privileges of full members.

Section 2: *Qualifications*

Membership in the Academy is a distinctive honour that is bestowed on a person who has notably contributed to the improvement of aesthetics through education, research literature or clinical practice.

Membership is open to all qualified members of the Dental Profession, be they Dentists or Dental Technicians, as certified by the General Dental Council, as well as others who may be deemed to contribute to Dental Aesthetics.

Full members

The number of full members shall be unlimited.

To qualify an individual must:

- 1) Be a Charter Member
- 2) Be an Associate Member who can apply to present for full membership. This can be done by written or verbal application to any of the officers of the Executive Council. The presentation will be on PowerPoint, Keynote or similar media; must be of the applicant's own clinical work and will include the taking of questions from the floor. A presenter's protocol is available to download from the members' section of the BAAD website and will provide all applicants with up to date guidelines. All presentations will be submitted to the Executive Council for preview and guidance before placing on the programme. When approved, the presentation can be placed on the next study club programme. The programme must indicate that this is a presentation for full membership. The candidate must receive three fourths affirmative vote, by secret ballot of Life and Full members attending that meeting, which must constitute at least 25% of all Charter, Full and Life Members
- 3) An alternative route to full membership would be as an associate member to be invited as presenter at a BAAD scientific annual meeting. To qualify or to be considered for this route would require written application to the Executive Council. The programme must indicate that this is a presentation for Full Membership, then Receive three-fourths affirmative vote, by secret ballot, of the charter/full, and life members present and voting at the Annual General Assembly.
- 4) Have paid the required dues

Associate members

The number of associate members shall be unlimited.

To qualify for associate membership, an applicant must:

- 1) Have attended two scientific meetings and paid the required dues.
- 2) Supply a photograph, CV and nomination from two Charter/Full or Life Members in good standing who know the nominee well, both personally and professionally. This must be supplied in advance of the next annual conference.
- 3) Receive a three-fourths affirmative vote, by secret ballot, of the Executive Council and three- fourths affirmative vote of the Charter/Full and Life Members present and voting at the Annual General Assembly.

Life Members

Any Charter/Full Member who has been in good standing in the Academy for a period of 25 years and has retired from active practice, teaching and the business of dentistry may, upon request, be elected by the Council to Life Membership. Should a Life Member return to active practice, teaching or the business of dentistry, the member shall become responsible for payments as set out in section 4.

The Executive Council may, on occasion, grant Life Membership (with the same privileges) to a Full Member who has contributed greatly to the Academy, but does not otherwise qualify for the normal conditions required for Life Membership.

Honorary Members

Any person who has contributed significantly to the achievement of the goals of this Academy may be elected as Honorary Member. The election shall require a unanimous vote by secret ballot of the Council and a three-fourths affirmative vote of the Charter/Full, Honorary and Life Members present and voting at the Annual General Assembly.

Section 3: Privileges and Responsibilities

Full Members

Full/Charter Members who are in good standing are entitled to vote and hold office. Regular attendance by Full Members at all meetings is required.

Associate Members

Associate Members may serve on committees, but they are not eligible to vote or hold office. Regular attendance by Associate Members at all annual sessions is required.

Life Members

Life Members shall have all the privileges of the full membership. Life Members are encouraged to attend all annual sessions, but are not required to do so.

Honorary Members

Honorary Members may serve on committees but they are not eligible to hold office or vote. Honorary Members are encouraged to attend all annual sessions, but are not required to do so.

Section 4: Joining fees and dues

Dues for Charter/Full and Associate Members shall be established by the council in pound sterling currency.

On payment of dues a member will be entitled to all privileges and responsibilities as laid out in section 3 above. In addition, all members who are up to date with their payment of dues will be entitled to attend the Annual Scientific meetings and Study Club meetings at a discounted rate and in addition thereof, will receive the official journal of the Academy as set by the Executive Council.

Charter/Full & Associate Members

The Council shall establish dues for Charter/Full and Associate Members in pound sterling currency and payable by standing order, bank transfer or credit card on the "due date" with standing order the preferred method of payment from all UK membership. All fees paid by annual standing order on September 9th each year, will be given 10% discount off the annual membership rate.

All accommodation, travel and any extra-curricular activities at the Annual meeting are the member's own expense."

Life Members

Retired Life Members shall be exempt from all membership fees, but will not receive the Journal. A retired Life Member shall only have to pay for the tickets for banquets, accommodation, travel and any extra curricular activities at the Annual meeting.

A Life Member who remains in or returns to active practice, teaching or the business of dentistry, shall be exempt from all membership fees, will not receive the journal, but will be responsible for all other costs the same as all Full Members.

Honorary Members

Honorary Members are exempt from all fees.

Life (retired), Honorary and Corporate members attending the Annual meeting shall only have to pay for the tickets for banquets, accommodation, travel and any extra-curricular activities at the Annual meeting.

Section 5: Termination and Reinstatement of Membership

Resignation: Any member desiring to resign from the Academy may do so if all his/her financial obligations to the Academy have been met. Resignations must be submitted in writing to the Executive Council, which shall have the authority to act on them.

Termination: If any paying member fails to pay his/her dues for one year, his/her expulsion from the Academy, due to lack of fulfilment of his/her financial obligations, will be presented to the Executive Council for vote.

The membership of a Full or Associate Member, who is absent from 2 consecutive scientific meetings without excuse, shall terminate, subject to dispensation by the council in extenuating circumstances.

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. Any decisions made in such cases must be three-fourths secret ballot of the entire Executive Council and an appeal may be made to the Academy membership against this decision. On appeal a three-fourths affirmative vote of the Charter/Full and Life Members present and voting shall be required to refute Executive Council action.

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 affirmative vote of the Council and the Full and Life Members present and voting at the Annual General Assembly. The payment of all back dues may be required at the discretion of the Executive Council.

CHAPTER 2

THE GENERAL ASSEMBLY

Section 1: *Composition*

Each Charter/Full and Life Member of the Academy shall be a voting member of the General Assembly.

Section 2: *Powers*

The General Assembly shall have the power to:

- 1) Elect the officers and members of the Executive Council.
- 2) Elect Full and Associate Members.
- 3) Elect members for committees.
- 4) Elect Honorary and Life Members submitted by the Executive Council.
- 5) Approve all amendments to the constitution and by-laws.
- 6) Consider appeals regarding action of the Council to censure, expel or suspend a member.

Section 3: *Officers*

The President shall preside at all meetings, casting the deciding vote in case of a tie. In the absence of the President, the President-Elect shall assume his/her duties, and in both their absence, such person as elected to the position by the Executive Council.

Section 4: *Annual Session*

The General Assembly shall meet once each year at the annual scientific meeting.

Section 5: *Quorum*

Twenty five percent (25%) of the Academy's Charter/Full and Life Members shall constitute a quorum.

Section 6: *Voting*

Only Charter/Full and Life Members in good standing shall be entitled to vote. In case of a tie, the President shall cast the deciding vote.

Section 7: *Notification prior to the Annual General Meeting*

All Charter/Full, Associate and Life Members of the Academy shall receive the following 28 days prior to the Annual General Meeting:

1. The minutes of the previous Annual General Meeting
2. The annual financial accounts of the Academy
3. The Treasurer's report and projected budget
4. Notice of all motions, put forward either by the Executive Council or members of the Academy, to be considered at the AGM
5. Nominations

Section 8: *Rules of Debate*

In all cases not covered by the provisions of the constitution and the by-laws, procedures shall be governed by the normal rules of debate, where they do not conflict with standing rules or with the constitution and by-laws.

CHAPTER 3

THE EXECUTIVE COUNCIL

Section 1: *Composition*

The Executive Council shall consist of the following Office Bearers: President, President-Elect, Secretary, Treasurer and the Immediate Past President. The Immediate Past President will remain on the Executive Council for a period of one year only. Up to five additional members may be co-opted by the Executive Council; these can include all membership status, although only Full/Charter Members are eligible to vote. The role of the Co-opted Members is to share the workload by taking on delegated tasks to ensure smooth

running of the Academy. This will provide the Co-opted Members with the opportunity to become accustomed to the Executive Council Office Bearer roles so that in the future they can, subject Full/Charter Member status and vote at the AGM, assume these roles thus ensuring continuity in the running of the Academy.

Section 2: *Qualifications*

All voting members of the Council must be Charter, Full or Life Members.

Section 3: *Term of Office*

The President shall serve a 2-year term. The Secretary, Treasurer and Members shall be elected to serve a 2-year term by process of nomination by the Executive Council and a majority vote at the AGM. However, the President-Elect shall succeed to the office of President without ratification by the AGM. The President-Elect shall be elected to office with nomination by the Executive Council and election by process of a majority vote at the AGM of those members present and voting.

Section 4: *Nomination, Election and Installation*

The nominating committee shall provide nomination for each office prior to the annual session. The General Assembly shall elect members of the Council at the Academy's annual business session by majority vote. Installation shall occur at the same session.

Section 5: *Powers*

The Executive Council shall have all administrative powers and duties except those especially reserved to the General Assembly by these by-laws. When the General Assembly is not in session, the Executive Council shall have power to establish interim policies, provided that such policies are reported to the next session so the General Assembly for ratification.

Section 6: *Sessions*

The Executive Council shall hold its annual meeting at the annual session of the General Assembly. Additional meetings may be held at the call of the President. Interim meetings shall be held in conjunction with major national meetings, and when possible, between annual meetings.

Section 7: *Officers*

The President shall preside over the Executive Council and in his/her absence the President-Elect. The Secretary shall be the Secretary of the Council.

Section 8: *Voting*

Mail or fax or scanned signed email ballot: The Executive Council may conduct its affairs by email, videoconference, conference calls, mail or fax between meetings when the President, or in his/her absence, the President-Elect may determine that the best interests of the Academy would be served by such means of communication.

Section 9: *Quorum*

A majority of members of the Council shall constitute a quorum.

Section 10: *Remuneration*

Executive Council officers and members shall serve without pay. Expenses incurred incidental to Academy activities may be reimbursed by the Academy.

Section 11: *Termination*

Officers and members of the Executive Council may have their office terminated by a special meeting of the Executive Council with a sustaining vote, by secret ballot, of 80% in favour of termination as the requirement. The officer or member involved is required to withdraw from the meeting before final discussion and voting

CHAPTER 4

OFFICERS

Section 1: *Designation*

The officers of the Academy shall be the members of the Executive -Council.

Section 2: *Qualifications*

Only Charter/Full and Life members may serve as officers.

Section 3: *Duties*

President:

The duties of the President shall be to: -

- 1) Preside at all meetings of the Executive Council and General Assembly.
- 2) Cast the deciding vote in case of a tie.
- 3) Serve on the nominating committee as well as an ex-officio member of all committees.
- 4) Appoint, in consultation with the President – Elect and Council, all sub-committees not otherwise provided for in the by-laws.
- 5) Supervise the activities of the registered office.
- 6) Appoint the member best qualified in his/her estimation to be chairman at the beginning of each Council or General Assembly session.

President-Elect:

The duties of the President-Elect shall be to:

- 1) Assist the President in his/her duties, as requested.
- 2) Serve on Scientific meeting committees.
- 3) Assume the duties of the President in his/her absence.
- 4) Succeed to the office of President
- 5) Appoint a member as programme chairman for the Scientific meeting in conjunction with the Annual General Assembly planned for his/her term of office

Secretary:

The duties of the Secretary shall be to:

- 1) Perform such duties as shall be delegated to him/her by the President or the Council.
- 2) Serve on Scientific meeting committees.
- 3) Sign on behalf of the Academy all contracts and documents authorised by the Council.
- 4) Prepare all official minutes of proceedings and transactions.
- 5) Forward minutes of the previous General Assembly to members prior to the forthcoming General Assembly meeting.
- 6) Make an annual report to the Executive Council and to the General Assembly.
- 7) Keep records of all business sessions.
- 8) Maintain a list of all members and circularize notice of meetings.
- 9) Minutes of all Executive Council meetings to be forwarded within four weeks.

Treasurer:

The duties of Treasurer shall be to:

- 1) Have charge and custody of and be responsible for all funds and securities of the Academy.
- 2) Prepare an annual budget for submission to the Executive Council.
- 3) Keep an accurate account of all moneys, securities and properties and at the end of his/her term of office deliver his/her account to his/her successor.
- 4) Serve as a chairman of the budget committee.
- 5) Present a financial report based on the fiscal year to the General Assembly.
- 6) At the discretion of the Executive Council, the duties of the Treasurer may be assumed by the Secretary

CHAPTER 5

COMMITTEES

Section 1: *Designation*

The role of the Office Bearers and Co-Opted members of the Executive Council of the Academy shall be to cover the following:

- 1) Constitution and by-laws
- 2) Nominating committee
- 3) Membership
- 4) Seminars
- 5) Annual session
- 6) Education and research
- 7) Publications
- 8) Budget
- 9) Public and professional relations
- 10) Special committees/sub-committees.

Section 2: *Appointments*

The President and Executive Council shall appoint all committees and chairmen unless otherwise provided in these by-laws.

Section 3: *Qualifications*

Charter/Full, Life, Associate and Honorary members, in good standing are eligible to serve on committees.

Section 4: *Reports*

All committees must submit advisory annual reports to the council and where appropriate to the General Assembly.

Section 5: *Composition and Terms*

All sub- committees are to be set by the Executive Council and report back regularly to the Executive Officer who is supervising their specific sub committee. There is no fixed term for any sub-committee position as it is not an official role and it is at the discretion of the Executive Council to appoint and create each sub- committee as they see fit for the running of the academy.

Constitution and by-laws

The current President at the time for appointment of the committee shall be the chairman. The duties shall be to:

- 1) Keep the by-laws in proper order.
- 2) Review committee reports in advance of each meeting of the Executive Council.
- 3) Prepare amendments to the by-laws as may be needed.
- 4) Present necessary amendments to the General Assembly for action.

Nominating committee

The members of this committee shall be: The President, the immediate past President, 2 council members and 1 non-council member. The President shall serve as chairman. The duties of the committee shall be to:

- 1) Receive from the membership and from the members of the council suggested nominations.
- 2) Prepare and submit a list of nominations to the Executive Council for the Council's recommendations to the General Assembly.

Membership

The duties shall be to:

- 1) Conduct a programme for the maintenance of membership.
- 2) Review the qualifications of all nominees for membership.
- 3) Report to the Executive Council and also to the general assembly at the AGM

Annual Session

The President shall serve as chairman. The duties shall be to:

- 1) Be responsible for the annual General Assembly and seminars.
- 2) Work with the budget committee to prepare a budget for the Annual General Assembly.
- 3) Inform the membership in advance of the venue and time for the annual General Assembly.
- 4) Prepare and present all reports as laid out in the by-laws to the General Assembly.
- 5) Appoint chairman for the following sub-committees:
 - Programme: -
 - Prepare a suitable programme for the annual session.
 - Arrangements: -
 - Provide suitable meeting rooms.
 - Make local arrangements for all social functions.
 - Audio-visual: -
 - Elicit the audio-visual needs.
 - Supervise audio-visual activities with the hotel or outside supplier.
 - Registration: -
 - Be responsible for proper registration of members and guests at the annual session.
 - Meeting venue: -
 - Gather information and present alternative sites so that the Executive Council can make an informed decision.
 - Commercial Exhibits: -
 - Solicit suitable commercial exhibits for the annual session.
 - Make all necessary arrangements to conduct and control the exhibits at the annual session.

Each chairman may co-opt additional members at their discretion.

Educational and Research

The aims of the committee shall be to:

- 1) Conduct studies concerning the teaching of aesthetic principles and practices to undergraduate and postgraduate students and to promote continuing education.
- 2) Co-operate with educational institutions to explore means of stimulating increased interest in the teaching of aesthetics.
- 3) Review, abstract and report on research, new materials, new techniques and other matters pertinent to aesthetics.
- 4) Select those, which have potential to significantly advance the goals of the Academy and recommend to the Executive Council for possible action.

Publications

One member of the committee will be elected by the Council to serve as the Academy's editor.

The aims of the committee shall be to:

- 1) To encourage all presenters in the annual scientific session to prepare a manuscript of the presentation and deliver it to the editor.
- 2) Make suggestions to submitting authors, which may facilitate the publication.
- 3) Receive from the programme chairman all papers presented at each annual session for their evaluation and presentation to the editor.
- 4) Prepare and publish a newsletter of the Academy.

Budget

The Treasurer shall serve as chairman. The duties of the committee shall be to:

- 1) Work with Annual Scientific session committee to prepare a budget.
- 2) Produce a set of accounts consistent with the books and records of the Academy annually and report the committee findings to the council.

Public and Professional Relations

The aims of the committee shall be to:

- 1) Prepare new releases designed to advance the objectives of the Academy for approval by the Council and distribution on to the public and professional publications and news media.
- 2) Prepare information for the website to promote better understanding of the Dental profession and the general public of subject matter pertinent to the achievement of the goals of the Academy.
- 3) Be responsible for communications with all major organisations and general public with regard to the nomenclature criteria for diagnosis and treatment of aesthetic problems, which relate to the goals of the Academy.
- 4) Be responsible for Accreditation.
- 5) Be responsible for Public Relations.

Special Committees and Sub-committees

May be appointed by the Executive Council for specific, short-term purposes. They shall be dissolved at the end of the annual session unless the Council especially renews them. The members will be elected by the Executive Council and the members of the Committee shall elect the Chairman.

CHAPTER 6

CENTRAL OFFICE

Section 1:

Purpose:

A central office shall be established in order to provide the necessary communication and service to the Academy membership.

Section 2:

Location: The central office shall be at such location as the Council shall designate and shall be assigned such duties as the Council shall determine.

Section 3:

Supervision:

The central office shall be under the supervision of the President, Secretary and the Treasurer.

CHAPTER 7

FINANCIAL AND ADMINISTRATION

Section 1: *Fiscal year*

The fiscal year of the Academy shall correspond to the account dates of the Academy.

Section 2: *Financial Report*

The Treasurer's annual financial report shall cover the previous fiscal year of the Academy

Section 3: *Acceptance of gifts*

The Executive Council may accept, on behalf of the Academy, any gift, grant or device for the general purpose of the Academy. However, the Executive Council is not empowered to take out loans on behalf of the Academy, for any purpose whatsoever.

Section 4: Responsibility for funds

Funds of the Academy on deposit with any bank or trust company shall be subject to withdrawal on the signature of such persons as may be determined by resolution of the Council.

Section 5: Safekeeping of funds

The Executive Council is empowered to make agreements for the investment and safekeeping of the funds of the Academy, including the employment of investment advisors, banks and auditors to that end.

Section 6: Books and records

The following books and records shall be kept at a place designated by the Executive Council:

- 1) Correct and complete books and record of accounts.
- 2) Minutes of the proceedings of the members and the Executive Council.
- 3) Current list of the Executive Council and Officers of the Academy and their office addresses.
- 4) Current list containing the names and addresses of all members.
- 5) A copy of the Constitution and these by-laws.
- 6) All archive material.

CHAPTER 8**MEETINGS****Section 1:*****Annual session:***

There shall be an annual session consisting of the meeting of the Executive Council, meeting of the General Assembly and the scientific session.

Time and Location:

Shall be determined by the council with due notification given to membership.

The Executive Council:

Shall hold its meeting before the meeting of the General Assembly.

Attendance:

By Full and Associate members is expected at all sessions.

The number of guests will be determined at the discretion of the President, Treasurer and Secretary.

The guests shall be permitted to attend all meetings of the session, other than business sessions.

Guests shall be required to pay a non-member registration fee as determined by the Council.

The Scientific Session:

Shall consist of presentations of subjects related to aesthetics. The program committee will determine the length of each presentation.

Commercial Exhibits:

Shall be permitted at sessions of the Academy upon recommendation of the Council and availability of space. No exhibit not specifically permitted in writing by the Academy shall be allowed.

Section 2:***Special session***

A special session may be held at the call of the council or upon written petition signed by 25 % of the Charter/Full and Life Members.

CHAPTER 9**EMERGENCY PROVISION**

It shall take a three quarters vote of the Executive Council to declare if an emergency exists. During a declared emergency, the officers and elected members of the Council shall remain in office until the emergency is ended. The Council shall determine the feasibility of holding meetings and shall prescribe the type of meeting to be held during such emergencies.

CHAPTER 10

AMENDMENTS

Amendments to by-laws may be recommended by a three quarters vote of the Executive Council and adopted by three fourths vote of the General Assembly, providing notice of the proposed amendments shall have been submitted in writing to all voting members at least 30 days prior to the scheduled business session.

CHAPTER 11

SUSPENSION OF BY-LAWS

The by-laws may be suspended by three-fourths majority vote of the eligible members present and voting at a General Assembly.

CHAPTER 12

POLICY PROCEDURES

The Executive Council shall establish the policies and procedures to carry out the goals of the Academy as stated in the by-laws.