

# **The British Endodontic Society Constitution and Byelaws**

## **CONSTITUTION**

### **ARTICLE I**

#### **Section 1**

The name of the Society shall be "The British Endodontic Society".

#### **Section 2**

The name of the Society may be changed by a majority decision at an Annual General Meeting, subject to approval by the Charity Commission.

### **ARTICLE II**

#### **Object**

The object of the Society is to promote and advance endodontology to ensure that the dental and general health of the nation is both maintained and improved, and that life long education of the practitioner is encouraged and facilitated.

### **ARTICLE III**

#### **Powers**

In furtherance of the Society's object but not otherwise, the Council may exercise the following powers:

(i) power to raise funds and to invite and receive contributors provided that in raising funds the Council shall not undertake any substantial permanent trading activity and shall conform to any relevant legal requirement.

- (ii) power to employ a paid administrative secretary (who shall not be a member of Council) for the pursuit of the Society's object.
- (iii) power to appoint and constitute such advisory committees as the Council sees fit.
- (iv) power to seek advice from paid relevant professional advisors as the Council sees fit.
- (v) power to apply to the Charity Commission for permission to obtain trustee indemnity insurance, and to obtain other insurances as may be necessary.
- (vi) power to do all such other legal things as are necessary for the achievement of the objects

#### **Article IV**

**Section 1** Membership shall be of the following classes:-

- (a) Ordinary Membership
- (b) Honorary Membership
- (c) Overseas Membership
- (d) Honorary Affiliate Membership
- (e) Retired Membership

**Section 2** Members may be unlimited in number. Each Ordinary Member must be registered in the UK Dentists Register. Applications for Membership of the Society are normally made to the Hon. Secretary who will report the names of new members to the Council. Each member shall have one vote at the Annual General Meeting.

**Section 3** Honorary Membership may be conferred upon any person of high standing in the profession by unanimous vote at the Annual General Meeting, or Extraordinary General Meeting called for that purpose. Proposals for an Honorary Member must be sent to the Hon. Secretary and be sponsored by two members. Not

more than two shall be elected per year and they will have all the privileges of the Society.

**Section 4** Overseas Membership shall be available to practitioners normally resident outside the British Isles and whose names are not on the UK Dental Register.

**Section 5** Honorary Affiliate Membership shall be conferred upon such persons as the Council may from time to time deem appropriate.

**Section 6** Retired Membership shall be available to persons over the age of 55 who have held Ordinary Membership for at least the previous consecutive five years, and are retired fully from clinical practice.

## **ARTICLE V**

### **Officers**

**Section 1** The Officers of the Society shall be a President, two Vice-Presidents, (one of whom shall be President-elect and the other the retiring President), Honorary Treasurer, Honorary Secretary, Honorary Assistant Secretary, Honorary Editor, and the Honorary Publicity Officer.

**Section 2** Officers shall be elected for one year at the Annual General Meeting and shall be eligible for re-election with exception of the President and President-Elect.

**Section 3** Members will be invited to nominate Officers for the succeeding year at least six weeks prior to the Annual General Meeting. Nominations proposed and seconded by Members shall be sent to the Hon. Secretary at least four weeks prior to the Annual General Meeting and will be circulated to all members at least two weeks prior to that meeting.

## **ARTICLE VI**

### **Duties of Officers**

**Section 1** The President (or deputy) shall preside at all meetings, decide upon questions of order, interpret the Bye-laws of the Society if necessary, sign the Minutes of all meetings, and be chairman of the Council.

**Section 2** The Hon. Treasurer shall at all times keep a record of all financial matters relating to the Society. A written report of the finances of the Society shall be given at the Annual General Meeting and shall be returned to the Charity Commission.

**Section 3** The Hon. Secretary shall conduct all correspondence of the Society, keep Minutes of all Meetings, maintain a directory of Members, and make written report upon the work of the Society for the Annual General Meeting and the Charity Commission.

**Section 4** The Hon. Editor shall normally be the editor of the Society's Journal, the *International Endodontic Journal*, and ensure that the journal promotes and advances Endodontology. The Hon. Editor shall make a written report on the activities of the Journal for the Annual General Meeting and the Charity Commission.

## **ARTICLE VII**

### **The Council**

**Section 1** The authority of the Society shall be vested in a Council consisting of the Officers of the Society, six ordinary members, (two of whom will normally be elected at each Annual General Meeting), and the representative of the Society to the European Society of Endodontology, (elected annually by the Society and in

accordance with the ESE constitution). The term of office for ordinary Council members will be three years after which such an elected council member shall be ineligible for re-election for a period of one year.

**Section 2** Members will be invited to nominate Members for election to those places on the Council not held in an ex-officio capacity for the succeeding year at least six weeks prior to the Annual General Meeting. Nominations proposed and seconded by Members shall be sent to the Hon. Secretary at least four weeks prior to the Annual General Meeting and will be circulated to all members at least two weeks prior to that meeting.

**Section 3** In all matters requiring a vote the President shall have a casting vote in addition to an ordinary vote.

**Section 4** If a vacancy occurs on the Council, Council shall be empowered to fill the vacancy for the remainder of the current year by co-option. The proceedings of the Council shall not be invalidated by any vacancy among their number nor by any failure to appoint or any defect in the appointment or qualification of a Member. The Council shall have the power to co-opt not more than six additional members as required. These co-opted members will not be trustees and will not have voting rights.

**Section 5** No person shall be entitled to act as a Member of the Council whether on a first or on any subsequent entry into office until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of the Society.

**Section 6** A member of Council shall cease to hold office if (s)he:

- (i) is disqualified by virtue of section 72 of the Charities Act 1993 (or any modification)
- (ii) becomes incapable through illness
- (iii) is consistently absent from Council meetings and Council agree to terminate membership of Council
- (iv) notifies Council of a wish to resign.

**Section 7** Members of Council must not have a personal interest in any contract agreed by Council. No Member of Council shall receive remuneration unless approved by the Charity Commission.

## **ARTICLE VIII**

### **Duties of the Council**

**Section 1** The Council shall arrange the meetings of the Society to fulfil the object of the Society, and shall endeavour to have one or more meetings outside London each year.

**Section 2** The Council shall consider applications for Membership.

**Section 3** The Council shall meet when necessary, with a minimum of three meetings annually. A special meeting may be called at any time by the President or by any two Members of Council upon not less than 4 days' notice being given to the other Members of Council of the matters to be discussed. If the matters include an appointment of a co-opted Member then not less than 21 days' notice must be given.

**Section 4** If the President is absent from any meeting, the members of Council shall choose one of their number to chair the meeting before any other business is transacted.

**Section 5** A quorum shall consist of eight Members, to include three of the elected Officers.

**Section 6** Council will keep minutes in books kept for the purpose of the proceedings of its meetings and of those of any sub-committee.

**Section 7** The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

**Section 8** The Council may appoint one or more sub-committees consisting of three or more Members of Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of Council would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to Council.

## **ARTICLE IX**

### **Auditors**

**Section 1** A qualified Book-keeper may be appointed and paid by the Society to assist in compilation of the Annual Accounts. A firm of accountants shall be appointed and paid by the Society to audit the accounts before presentation to the Annual General Meeting and the Charity Commission.

## **ARTICLE X**

### **Sub-Sections of the Society**

**Section 1: Teachers of Endodontology.** Those Members of the Society with an interest in undergraduate and postgraduate teaching of Endodontology may meet together from time to time as a sub-section of the Society. Reports of meetings will be sent to the Council.

**Section 2: Specialist Practitioners.** Those Members of the Society whose names appear on the Register of Specialist Endodontic Practitioners, or who are undertaking an approved training programme and hold a National Training Number, may meet together from time to time as a sub-section of the Society. Reports of meetings will be sent to the Council.

## **ARTICLE XI**

### **Receipts & expenditure**

**Section 1** The funds of the society, including all donations, contributions, subscriptions and bequests shall be paid into a bank account operated by Council in the Society's name at such bank as the Council shall from time to time decide. All cheques on the Society's accounts must be signed by at least two Members of Council.

**Section 2** The funds belonging to the Society shall be applied only in furthering the object of the Society.

### **Accounts**

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Society;
- (2) the preparation of annual statements of account for the Society
- (3) the auditing or independent examination of the statements of account of the Society; and
- (4) the transmission of the statements of account of the Society to the Charity Commission.

**ARTICLE XII****Annual Report**

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

**Annual Return**

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## **BYE-LAWS**

### **ARTICLE 1**

#### **Meetings**

**Section 1** The Annual General Meeting shall normally be held in conjunction with the Spring Scientific Meeting. Members shall be given 6 weeks notice of the Meeting.

**Section 2** There will be a minimum of two scientific Meetings per year at such times and places as may be arranged by the Council.

**Section 3** Extraordinary General Meetings may be called by the Council or when requested by twenty members if they shall so notify the Hon. Secretary in writing - such meeting must be convened within six weeks of the request in accordance with Section 4 below. The quorum for an Extraordinary General Meeting shall be 25 Members, such number to include three Members of Council.

**Section 4** Any proposed change in the Constitution or Bye-laws of this Society shall be submitted in writing to the Hon. Secretary and shall be supported by at least two other Members. The Hon. Secretary shall send written notices to all Members setting forward the proposed change or changes to be brought up at the Annual General Meeting, or if the Council deem it advisable, at an Extraordinary Meeting called for this purpose.

Any notice required to be served on any Member of the Society shall be in writing and shall be served by the Hon Secretary or the Council on any Member either personally or by sending it through the post or by e-mail at his or her

last known address, and any letter so sent shall be deemed to have been received within 10 days of posting.

Decisions relating to any proposed change in the Constitution and Bye-Laws of the Society shall only be made at the Annual General Meeting or at an Extraordinary General Meeting convened for that purpose. Proposals submitted for consideration at the Annual General Meeting must be seconded and must be received by the Hon. Secretary at least six weeks prior to that meeting. Any such proposals shall be announced on the Agenda under Any Other Business. Changes require the votes of two-thirds of the Members present.

No amendment shall be made to Articles I, II, VII section 7, Bylaw Article 1 Section 5, withough prior written consent of the Charity Commission. No amendment shall be made to this Constitution or these Bye-laws which would have the effect of causing the Society to cease to be a Charity in law. The Council should promptly send to the Charity Commission a copy of any amendment made under this clause.

**Section 5** If the Council decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all Members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Council shall have the power to realise any assets held by or on behalf of the Society. Upon dissolution of the Society any assets remaining after the satisfaction of all debts and liabilities shall not be paid to the Members but shall be given or transferred to some other charitable institution or institutions having objects similar to the Society as the Members of the Society may determine.

Failing that, the assets shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commission.

## **ARTICLE II**

### **Order of Business**

The order of business at the Annual General Meeting shall be:-

- 1) Read and adopt the Minutes of the previous Annual General Meeting.
- 2) Report of Hon. Secretary.
- 3) Report of Hon. Treasurer.
- 4) Report of Hon. Editor.
- 5) Election of Officers and Council Members for the forthcoming year.
- 6) Any other business.

## **ARTICLE III**

### **Subscriptions**

**Section 1** The Subscription rate shall be decided by the Council. Payment must be made in or before the month of January.

**Section 2** Honorary Members shall be exempt from payment of Annual Subscriptions.

**Section 3** Any Members whose subscription is two months in arrears shall be reminded by letter by the Hon. Treasurer. If the subscription is not paid by June, membership shall cease.

## **ARTICLE IV**

**Expulsion**

**Section 1** The Society may expel any Members against whom charges of conduct or practice prejudicial to the interests of the Society or the dental profession may be deemed proven by the Council, whose report shall be presented at the Annual General Meeting or any Meeting at which a majority vote of Members present shall be necessary to expel a Member.

**The Society is a registered Charity in England, number 274392.**