



# Constitution

as adopted on 5th February 2009

## **CONSTITUTION**

adopted on the ...5th...day of.....February.....2009

### **1. NAME**

The name of the Association shall be **European Veterinary Dental Society** (hereinafter called "the Association".)

### **2. OBJECTS**

The objects for which the Association is established are:-

- (a) for the benefit of the public to advance the study and science of veterinary dental medicine in Europe through promoting the education and training of veterinarians and dentists in the field of oro-dental care for animals; and
- (b) the advancement of education for the public benefit by the promotion of research into animal dental welfare in Europe and the dissemination of the useful results of such research.

### **3. POWERS**

In furtherance of the said objects but not further or otherwise, the Association shall have the following powers:

- (a) to obtain donations or gifts and generally to raise funds for the Association by personal or written appeals, public events, subscriptions and other ways **PROVIDED THAT** the Association shall not undertake substantial trading activities in raising funds;
- (b) to work with other agencies or organisations having similar aims, to encourage the provision and development of appropriate support and educational services, and where appropriate to merge with or affiliate to other charities having similar aims;
- (c) to support or oppose any change in the law which may affect the Association's objects (or the achievement of them) and to comment publicly on social, political or economic issues which relate to the Association's objects or their achievement;
- (d) to conduct research and collect information about issues relevant to the purposes of the Association and make it available to interested people and organisations and to fund and support such research;
- (e) to run, create and/or produce exhibitions, workshops, training sessions, courses and other educational events using any available medium;
- (f) to write, create and/or publish text or material using any available medium;

- (g) to draw and accept cheques and negotiable or other instruments and to open and operate bank or other accounts in the name of the Association;
- (h) to employ staff, agents and/or consultants, and to make provision for the proper remuneration of any such persons, provided that no Committee member nor officer of the Association shall be so employed;
- (i) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges and to construct, maintain or alter any buildings or erections;
- (j) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn into account all or any of the assets of the Association;
- (k) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association;
- (l) subject to such consents as may be required by law, to raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- (m) to invest the monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- (n) to establish and support or aid in the establishment and support of any charitable association or institutions and to subscribe or guarantee money for charitable purposes in any way connected for the purposes of the Association or calculated to further its objects;
- (o) to establish and operate or to co-operate with others in establishing and operating, at such places as may be deemed appropriate by the Association, any facilities for the supply of food, drink and refreshments in furtherance of the Association's objects PROVIDED THAT such food, drink or refreshments shall only be available to persons participating in the activities of the Association; and
- (p) to do all such other lawful things as shall further any or all of the above objects.

#### **4. MEMBERSHIP**

- (a) There shall be three categories of membership, Full Membership, Honorary Membership and Non Voting Membership.
  - (i) Anyone who is a graduate of either an accredited veterinary university or college or an accredited human dental university or college and is able to satisfy any formal admission requirements laid down from time to time by the Committee shall be eligible to join as a Full Member.

- (ii) Anyone who has in the opinion of the Committee made an outstanding contribution to veterinary dentistry or the Association shall be eligible to join as an Honorary Member if admitted as such by a majority vote at an Annual General Meeting. Honorary Members are not required to pay membership fees.
  - (iii) Any veterinary or dental student, veterinary nurse or technician, or any person employed in a commercial organisation with an interest in veterinary dentistry shall be eligible to join as a Non Voting Member.
  - (iv) Each fully paid up Full Member and each Honorary Member shall have one vote at General Meetings, and for the purposes of this Constitution fully paid up Full Members and Honorary Members shall together be known as Voting Members.
- (b) All categories of membership are non-transferable and will cease on the death of a member. Members may terminate their membership at any time by giving written notice to the Secretary unless this would cause the total number of members to fall below 2.
  - (c) Full Membership will automatically terminate if annual membership fees remain unpaid for 3 calendar months, and any Full Member who is in arrears as at the date of a General Meeting will not be entitled to vote at that General Meeting.
  - (d) The Committee shall have the right for good reason to end the membership of any member PROVIDED ALWAYS that the member shall have a right to be heard before a final decision is made.

## **5. COMMITTEE AND OFFICERS**

- (a) The Committee shall be empowered to manage the affairs of the Association and to take any action on its behalf which it deems conducive to the objects of the Association.
- (b) The Committee shall consist of a President, President Elect, the Immediate Past President, a Secretary and a Treasurer. The Committee shall meet not less than once in any period between two Annual General Meetings at such time and place as the Secretary shall specify on the instructions of the President.
- (c) At meetings of the Committee each Committee member shall have one vote. In the event of an equality of votes, the President shall have the casting vote.
- (d) The quorum for meetings of the Committee shall be 3 of the Committee members.
- (e) Committee members may take part in Committee meetings by videolink or teleconferencing.
- (f) The Committee may fill any casual vacancy occurring amongst its number by co-option. It may also co-opt up to two additional members to serve on the Committee.

The person or persons co-opted shall in both cases serve until the next Annual General Meeting of the Association but may then be eligible for election at that Annual General Meeting.

- (g) If the number of Committee members falls below 3 at any time the Committee may only act for the purposes of filling up vacancies in their body or calling a General Meeting.
- (h) At all times at least one member of the Committee shall reside in England and Wales.

## **6. ASSOCIATION PROPERTY**

- (a) The subscription and all other property acquired for the purposes of the Association shall be vested in three holding trustees who shall be appointed by the Annual General Meeting. Failing such appointment, the holding trustees shall be the President, Secretary and Treasurer.
- (b) The income and property of the Association shall be applied solely towards the promotion of its objects and no portion thereof shall be transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Association, and no member of the Committee shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or monies worth from the Association or by reason of any activity carried out on behalf of the Association PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:-
  - (i) of reasonable and proper remuneration to any member of the Association for any services rendered to the Association;
  - (ii) of interest at a rate not exceeding 2% less than the base rate for the time being of any of the Association's bankers or 3% whichever is the greater;
  - (iii) to any member of the Association or the Committee of his or her reasonable and proper out-of-pocket expenses;
  - (iv) to a company of which a member of the Association is a member holding not more than one hundredth part of the capital of such a company;
  - (v) to any member of the Committee, or to any partner of his or hers, of a salary as an employee of the Association or a payment under a contract for the supply of goods or services to the Association otherwise than for acting as a Committee member PROVIDED THAT (i) at no time shall a majority of the members of the Committee benefit under this provision and (ii) a member of the Committee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion

- (vi) of the payment of any premium in respect of any insurance or indemnity to cover the liability of the members of the Committee (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from any act or omission which the members of the Committee (or any of them) knew or ought reasonably to have known was a breach of trust or which was committed by the members of the Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust.
- (c) The holding trustees may deal with the property of the Association vested in them by way of sale, mortgage, charge, lease or otherwise as directed by the Committee. A certificate signed by the Secretary shall in favour of persons dealing with the holding trustees be conclusive evidence that the holding trustees have acted in accordance with the directions of the Committee.
- (d) The holding trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

## **7. MEETINGS**

- (a) The Annual General Meeting shall be held in each calendar year not more than fifteen months after the preceding Annual General Meeting. Written notice of the day hour and place of the Annual General Meeting and of the business to be transacted shall be sent to each Full Member and each Honorary Member of the Association at least eight weeks before the date of the meeting.
- (b) Notices of resolutions to be presented at the Annual General Meeting shall reach the Secretary at least three weeks before the date of such meeting and shall be signed by the proposer and seconder thereof.
- (c) The accidental omission to send a notice of a meeting to a member shall not invalidate that meeting.
- (d) The Committee or one third of the aggregate of all of the Full Members and Honorary Members of the Association may by notice in writing to the Secretary specify the business to be transacted, require the convening of a Special Meeting of the Association. The Secretary shall within seven days of receipt of such notice convene such a meeting by due notice as specified for the Annual General Meeting.
- (e) The President of the Committee, or in his or her absence a person appointed by the Committee, shall preside at such Annual General or Special Meeting.
- (f) A quorum at a General Meeting shall be either one-tenth of the Voting Members (as defined in Rule 4) or 10 of the Voting Members, whichever is greater.

## **8. ELECTION AND RETIREMENT OF COMMITTEE MEMBERS**

- (a) The Secretary and Treasurer when elected shall each be elected for a two year term but shall be eligible to stand for re-election at the end of that two year term. The President Elect when elected shall be elected for a six year term, two years as President Elect, two years as President and two years as Immediate Past President but shall not then be eligible to stand for re-election at the end of that six year term until at least two years have elapsed since the expiry of that six year term.
- (b) Nominations for a Secretary or Treasurer to replace a Secretary or Treasurer who has come to the end of his/her period in office and nominations for a President Elect to replace an Immediate Past President who has come to the end of his/her period in office shall be in writing, proposed and seconded by members of the Association and shall be forwarded to the Secretary at least three weeks before the date of the Annual General Meeting, provided that the consent of the person nominated has first been obtained.
- (c) Where a person has been validly nominated for the position of President Elect, Secretary or Treasurer, that person shall be elected at the next Annual General Meeting if (a) that person is a Full Member (as referred to in Rule 4 above), (b) he/she is a European national and (c) he/she receives more votes than any other person nominated for that position.

## **9. VOTING**

At any meeting, unless a majority of those present call for a secret ballot, a resolution or motion put to the meeting shall be decided on a show of hands. Every member present in person shall, subject to the provisions of Rule 4 above, have one vote. In the event of an equality of votes, the President may exercise an additional casting vote.

## **10. ACCOUNTS**

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

- (a) the keeping of accounting records for the Association;
- (b) the preparation of annual statements of account for the Association;
- (c) the independent examination or auditing of the statements of account of the Association; and
- (d) the transmission of the statements of account of the Association to the Charity Commissioners.

## **11. BANK ACCOUNT**

Any bank account in the name of the Association shall require two signatories for all cheques. There shall not be more than four authorised signatories, which number must include the Treasurer and Secretary.

The Association shall at all times hold a bank account in England and Wales.

## **12. EXPULSION OF MEMBERS OF THE ASSOCIATION**

If the Committee at any time are of the opinion that the expulsion of a member of the Association is desirable in the interests of the Association, it may expel that member but, on expulsion, such member shall have the right of appeal to an Annual General or Special Meeting.

## **13. DISSOLUTION**

- (a) The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Annual General or Special Meeting.
- (b) If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, as shall be determined by the Association with the approval of the Charity Commissioners or other authority having charitable jurisdiction.

## **14. NOTICE AND APPLICATION OF RULES**

Each member of the Association shall upon admission be supplied with a copy of the rules of the Association by the Secretary, and the decision of the Committee upon any question of the interpretation thereof or upon any matter whatsoever affecting the Association and not provided for by these Rules shall be final and binding on the members of the Association.

## **15. SUBSIDIARY RULES**

The Committee shall have the power to adopt and issue subsidiary rules or standing orders for the Association which shall take effect when the Committee shall decide PROVIDED THAT such rules or standing orders shall not have retrospective effect, shall be subject to review by members at an Annual General Meeting and shall not be inconsistent with the provisions of these Rules.

## **16. SERVICE OF NOTICES**

Any notice may be served by any member either personally, by sending it through the post in a pre-paid letter addressed to such member at the member's last known address or by any other method agreed by the members at an Annual General or Special Meeting. If a notice is posted as aforesaid, it shall be deemed to have been received within two days of posting.

## **17. ALTERATIONS**

Any of these Rules may be rescinded or amended or waived by a resolution passed at an Annual General or Special Meeting of which proper notice shall have been given to all members of the Association, by a two thirds majority of the members present and voting



PROVIDED THAT no alteration shall be made which shall cause the Association to cease to be a charity at law and no alteration to Rules 2, 6, 13 or this Rule shall be made without the prior approval of the Charity Commissioners or other authority having charitable jurisdiction.

**18. JURISDICTION**

This Constitution shall be construed in accordance with English law and the Association hereby agrees to submit to the jurisdiction of the courts of England and Wales.”

This constitution was adopted on the date mentioned above by the persons whose signatures appear below.

Print full name: .....Jerzy Gawor

Signed: .....

Print full name: ...Jan Schreyer

Signed: .....

Print full name: .....Ana Nemec

Signed: .....

Print full name: .....Olivier Gauthier

Signed: .....

Print full name: .....Paul Cooper

Signed: .....