

Rules and Constitution of The Irish Association of Oral Surgery

1. NAME

The name of the body is The Irish Association of Oral Surgery (hereinafter referred to as the “Association”).

2. MAIN OBJECT

The main object for which the Association is established is to promote the specialty of Oral Surgery within the dental community and with the public in general.

3. SUBSIDIARY OBJECTS

In furtherance of the foregoing main object, the Association shall have the following subsidiary objects:

- To promote links with dental colleagues through the Irish Dental Association (IDA) and other dental specialists through their respective societies.
- To represent Oral Surgeons’ interests and the interests of patients in discussions with Government Bodies and private insurance companies.
- To encourage undergraduate and postgraduate training in the specialty of Oral Surgery through the Dental Schools and Postgraduate Committees.
- To encourage research & audit in the field of Oral Surgery in Ireland.

4. POWERS

The Association may raise funds, hold assets, produce and maintain electronic and / or physical media or exercise any other powers that are essential or ancillary to or connected with the promotion of the main and subsidiary objects of the Association as set out above.

5. TRUSTEES AND PROPERTY OF THE ASSOCIATION

5.1 The assets and property of the Association shall be vested in three (3) Trustees, and held by them for the use and benefit of the Association.

- 5.2 The Trustees shall be elected by a majority of two thirds of the full members present and voting at a General Meeting. Only full members of the Association are entitled to be elected as Trustees. On a vacancy arising a new Trustee shall be elected in the same way. The Trustees shall hold office for a period of ten years, unless on death or resignation or if removed by Resolution of a General Meeting. The longest serving Trustee shall retire after ten years of service, but may offer himself or herself for re-election. Any Trustee who shall cease to be a member of the Association shall be deemed to have resigned his or her trusteeship. The Trustees shall deal with such assets and property as directed by a Resolution of a General Meeting, of which any entry in the Minute Book signed by the Chairperson shall be conclusive evidence. The Trustees shall have the power to buy, sell, lease, mortgage or pledge any property of the Association.
- 5.3 There shall be no acquisition or disposal of land or buildings without the prior approval of the Full Members given by way of Resolution at an Annual General Meeting or a General Meeting called for that purpose at which not less than a majority of two-thirds of those present and voting, pass such Resolution.
- a. The Trustees shall be indemnified by the members of the Association against all liabilities properly incurred by them in the performance of their duties as Trustees of the Association.

6. **MEMBERSHIP**

- 6.1 Full membership of the Association shall normally be open to all Surgeons currently registered in the Register of Dental Specialists with the Dental Council of Ireland in the specialty of Oral Surgery. This specialist register is maintained independently by the Dental Council of Ireland. Other than as provided in clause 8.1 hereof, only paid up full members will be allowed to vote at meetings.
- 6.2 Associate membership of the Association shall normally be open to all Oral Surgery postgraduate trainees in recognised training programmes (by the Dental Council or Irish Committee of Specialist Training in Dentistry) in Irish postgraduate institutions. Associate membership shall entitle an individual to attend meetings but not to vote,

and Associate Members shall not hold office other than as specifically named representatives of postgraduate trainees.

- 6.3 Membership applications should be submitted to the Secretary on the appropriate Application Form.
- 6.4 To resign from the Association, a member must notify the Secretary in writing. The member's resignation shall become effective from the date upon which it is accepted by the Management Committee.
- 6.5 Annual membership fees may be set at the discretion of the Management Committee. Members will only be considered to be in good standing within the Association when membership fees have been fully paid.
- 6.6 Only full members in good standing of the Association may affiliate, associate or advertise themselves or their clinic(s)/ institution(s) as members of this Association. The use of the name and/or logo of this Association is reserved solely for full members.

7. **DISCIPLINARY PROVISIONS**

- 7.1 All complaints must be made to the Secretary, in writing, who, if unable to resolve the complaint, will submit same to the Management Committee and their decision thereon will be final.
- 7.2 Should the conduct of a member in any category of membership either in the Association or elsewhere be deemed to be injurious to the good name, character or interest of the Association, a Disciplinary Sub-Committee of the Management Committee comprising of at least [3] members of the Management Committee shall, having first made known in writing the nature of the allegations to the offending member, call upon such member to give an explanation in writing within seven days for any such conduct. If any such member, having been called upon, fails to give such explanation or if the explanation so given shall be deemed to be unsatisfactory, the Disciplinary Sub-Committee may suspend such member for a definite stated

period from membership of the Association and privileges of the Association or request such member to resign and on resignation the unexpired portion of his/her annual subscription shall be refunded. Should the member fail to resign he/she shall stand suspended sine die. In that event the member will not be entitled to a refund of the unexpired portion of his/her annual subscription.

- 7.3 An appeal against the decision or ruling of the Disciplinary Sub-Committee under Rule 7 may be taken by the member concerned to a special meeting of the Disciplinary Appeals Sub-Committee of the Management Committee which shall be called by the Secretary for a date not more than one calendar month after receipt of such appeal. The appeal must be made by way of a request in writing by the member to the Secretary within one week of the decision of the Disciplinary Sub-Committee. The Disciplinary Appeals Sub-Committee shall comprise of at least two Management Committee members. A member of the Disciplinary Sub-Committee cannot sit as a member of the Disciplinary Appeals Sub-Committee. A member who appeals a decision of the Disciplinary Sub-Committee can request an oral hearing before the Disciplinary Appeals Sub-Committee.

8. MANAGEMENT COMMITTEE

- 8.1(i) The Management Committee is the body elected by the full members covered in General Meeting. It is charged with responsibility for the management of the business and affairs of the Association and has the rights and duties set out in these Rules. The affairs of the Association and all matters not in these Rules reserved for the Association in General Meeting shall be managed by the Management Committee.
- 8.1(ii) Management Committee members may be re-elected on an annual basis for a maximum of five years. Management Committee members (other than one Management Committee member who may be an Association Member nominated as representative of postgraduate trainees and may vote at all meetings of the Management Committee) must be full members of the Association, and their nominations (other than as provided in clause 8.6 herein), supported by two full members, should be received by the Secretary two weeks before the Annual General

Meeting. The Management Committee shall be comprised of 7 members (including the Officers of the Association). The Quorum for meetings of the Management Committee shall be 5 members attending in person or by teleconference.

- 8.2 The Officers of the Association shall be the President, the Secretary and the Treasurer, who shall each be members of the Management Committee.
- 8.3 Full members are eligible to apply for nomination as an Officer or a Management Committee member of the Association. The election of Officers/Management Committee members shall take place by ballot at the Annual General Meeting.
- 8.4 The President, Secretary and the Treasurer will hold office for one year and be eligible for re-election annually thereafter at the Annual General Meeting up to a maximum of five years. They may then be eligible for re-election after an interval of one year
- 8.5 Nominations of Officers/Management Committee members for vacant posts for the succeeding year must be proposed and seconded by two full members in writing and received by the Secretary at least two weeks prior to the Annual General Meeting. All nominations shall be circulated to the members at the Annual General Meeting.
- 8.6 An Officer /Management Committee member of the Association may resign from office by notifying the Secretary in writing.
- 8.7 If an office falls vacant, the Management Committee shall be empowered to fill the vacancy until the next Annual General Meeting.
- 8.8 The Management Committee shall be empowered to create Sub Committees as and where required. Such Sub Committees shall be given terms of reference by the Management Committee. The Sub Committee shall keep minutes of their meetings which shall be available to the Management Committee, if required.
- 8.9 The Management Committee shall have no power to enter into any contract whereby the Members are personally responsible for the performance thereof. If

the Association assets are insufficient to honour the terms of consent with a supplier or provider of supplies, the Members shall have no personal liability in respect thereof.

- 8.10 The Members of the Management Committee shall be indemnified by the Members of the Association against all liabilities properly incurred by them in the affairs of the Association.

9. MEETINGS AND BYE LAWS

- 9.1 Other than the first Annual General Meeting of the Association by which this Constitution is hereby adopted, the Annual General Meeting will be held on a date to be fixed by the Management Committee and with a minimum notice to members of 28 days. Notice for meetings may be provided by post, e-mail or any other form of electronic communication.
- 9.2 Ordinary meetings shall be held at such times as the Management Committee may direct. At least 28 days notice shall be given to members. The business of these meetings shall be restricted to communication, demonstrations or discussions directly concerned with the aims of the Association. Nothing relating to the constitution, bye-laws or management of the Association shall be brought forward.
- 9.3 Extra-ordinary General Meetings (EGM) may be called by the Management Committee, or upon a requisition in writing to the Secretary of the Association stating the object for which the meeting is called. If an EGM is called by requisition, a letter should be signed by 10 members, or one quarter of the membership (whichever is the least) and forwarded to the Secretary. At least 28 days notice shall be given to members. If the meeting so requisitioned is not convened within two months the said members may convene such a meeting.
- 9.4 Subject to the following provisions of this clause the Constitutions may be altered by a resolution passed by not less than two-thirds ($\frac{2}{3}$) of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

Non-receipt of any notice of any meeting by any member shall not invalidate the proceedings of the meeting.

9.5 Full members may nominate a proxy to vote on their behalf at meetings of the association. Proxy nominations must be received in writing by the Management Committee at least two weeks in advance of the meeting.

9.6 No business shall be transacted at the general meetings (other than the adjournment thereof) unless a quorum of full members is present at the time when the meeting proceeds to business. Twelve (12) full members personally present shall constitute a quorum except when a meeting is required to be adjourned by reason of the absence of a quorum, in which case the full members present at the adjourned meeting shall be a quorum.

10. **DUTIES OF OFFICERS**

10.1 The President shall preside at all meetings, decide upon questions of order, interpret the rules of the Association if necessary, sign the Minutes of all the meetings and be Chairperson of the Management Committee. In the absence of the President, the Secretary shall deputise, in his/her absence the Treasurer, and in his/her absence a Chairman shall be appointed by the meeting.

10.2 The Secretary shall be responsible for all business of the Association and shall act as Secretary to the Management Committee and shall be responsible for the minutes of all meetings, conduct the correspondence and prepare a report upon the work of the Association for the Annual General Meeting. The Secretary will be responsible for maintaining the membership database and organising and collecting annual subscriptions in conjunction with the Treasurer.

10.3 The Treasurer shall administer all the finances of the Association and discharge all accounts with the approval of the Management Committee. The Treasurer shall prepare a balance sheet for the Annual General Meeting, which will have been

reviewed and agreed by the Management Committee prior to the meeting. The balance sheet will be circulated at the Annual General Meeting of the Association.

11. DUTIES OF MANAGEMENT COMMITTEE

- 11.1 The authority of the Association shall be vested in the Management Committee.
- 11.2 All decisions requiring a vote of the Management Committee shall be passed by a majority vote of those present. In the event of equality, the Chairperson shall have a casting vote in addition to an ordinary vote.
- 11.3 The Management Committee shall arrange the meetings and conduct the affairs of the Association. The Management Committee shall meet on such occasions, as it may deem necessary.

12. INCOME AND PROPERTY

The income and property of the Association, shall be applied solely towards the promotion of its objects as set forth in this Constitution. No portion of the Association's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association. No Officer shall be appointed to any office of the Association paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Association. However, nothing shall prevent any payment in good faith by the Association of:

- a) reasonable and proper remuneration to any member of the Association (not being an Officer) for any services rendered to the Association;
- b) interest at a rate not exceeding 5% per annum on money lent by Officers or other members of the Association to the Association;
- c) reasonable and proper rent for premises demised and let by any member of the Association (including any Officer) to the Association;

- d) reasonable and proper out-of-pocket expenses incurred by any Officer in connection with their attendance to any matter affecting the Association;

13. **FINANCES**

- 13.1 The financial affairs of the Association shall be the responsibility of the Management Committee in general and the Treasurer in particular. Correct accounts and books showing the financial affairs, receipts and disbursements of the Association shall be kept by the Treasurer or under his/her supervision. They shall be examined and certified by the Treasurer and proper receipts and payment accounts, and bank reconciliations shall be submitted to the Management Committee at each meeting.
- 13.2 Annual accounts shall be kept and made available to members of the AGM or upon request to the Management Committee.
- 13.3 The Management Committee shall be empowered to open Bank Accounts in the name of the Association and all transactions in these accounts shall be authorised by the Management Committee and the Treasurer and at least [one] other officer or such persons who may be authorised in writing by the Management Committee, shall have the power to write cheques or withdraw funds from the Association's bank accounts.
- 13.4 Subject to the authority of the Management Committee, the Treasurer shall also have responsibility for the finances of the Association and shall monitor actual receipts and payments against the approved budgets. The Treasurer will receive all money paid to the Association and shall ensure all such sums are lodged to the Association's bank account as soon as practicable.
- 13.5 No member of the Association shall have any personal interest in the purchase or sale by the Association of any article in the Association except in the normal course of the Association's business.
- 13.6 The Management Committee with the approval of the Trustees, shall have the power to borrow for the purposes of the Association either at one time or from time

to time whether on the security of the Association's assets and property or otherwise such amounts of money as may be sanctioned by Resolution of an Annual General Meeting, in such form and at such rate of interest (if any) as shall be specified therein.

14. WINDING UP

If the Management Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members, of which not less than 21 days notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Management Committee will have the power to realise any assets held by or on behalf of the Association. Any remaining assets, after the satisfaction of any proper debts and liabilities, shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine.

15. DATA PROTECTION

Pursuant to the provisions of the Data Protection Acts 1988-2003, members consent to the Association obtaining, recording, holding and retaining their personal data (including sensitive personal data) solely for the Association's purposes, either on its computer or in its manual filing system, and consent to the use of all such data, including its disclosure to third parties, for the proper and effective management of the Association.

Signed:

Chairperson

Signed:

Secretary

Signed:

Treasurer

Date