

BRITISH DENTAL ASSOCIATION BENEVOLENT FUND

RULES

Proposed Rules as amended at the AGM on 13 June 2019

1. Name

The name of the Charity is the British Dental Association Benevolent Fund ("the Charity").

2. Objects

The object of the Charity is to give financial or other help when practicable to such necessitous persons resident in the UK who in the opinion of the Board of Trustees may be deserving of assistance and:

- a. whose names are or have been on the Dentists Register of the United Kingdom, or
- b. are dependants of such dentists, or
- c. are students at UK dental schools

3. Members of the Charity

Following the adoption of these Rules, the Members of the Charity shall be:

- a. Members of the British Dental Association
- b. The Trustees; and
- c. Partnership Members i.e. others admitted subsequently to membership of the Charity by the Board of Trustees, in accordance with the Membership Policy.

The Board of Trustees may refuse an application for Membership if they believe it is in the best interests of the Charity to do so. It is the intention of the Charity for BDA members to be in the majority and therefore, Partnership or Trustee members (combined) will not exceed more than 100 at any one time."

4. Board of Trustees

4.1 The Composition of the Board of Trustees

The Board of Trustees shall be elected by the Members at a properly convened AGM and comprise of the following Trustees:

- a. Chairman, Vice- Chairman and Treasurer, collectively known as the Officers, and
- b. No more than nine additional Trustees including two Trustees co-opted by the Board at any meeting who may hold office until the next AGM
- c. At any point in time the majority of Trustees will be Members of the British Dental Association

4.2 Board of Trustees - Term of Office

Officers shall serve in their Office for a maximum term of six years after which they may not serve in the same Office until they have had an interval of at least 12 months. Trustees who are not Officers shall serve for a term of three years. All Trustees shall be eligible for re-election.

4.3 Appointment of Trustees

The Board of Trustees shall receive and approve candidates from the Members to stand for election as Trustees. A list of nominees shall be circulated with the notice of the AGM.

Trustees shall be elected by the majority of Members voting by ballot at a properly convened AGM. Following election, the elected Trustees shall appoint the Officers of the Charity from amongst themselves.

4.4 Removal of Trustees

The Board of Trustees may vote by a simple majority at a properly convened meeting that it is in the best interests of the Charity to remove a Trustee.

5. Patron and Honorary Vice-Presidents

The President of the British Dental Association shall be the Patron of the Charity. The Patron will not be a Trustee of the Charity.

The Board of Trustees shall have the right to nominate Honorary Vice-Presidents for election at the Annual General Meeting in recognition of exceptional past service to the Charity. They will not be members of the Board of Trustees.

6. Meetings of the Board of Trustees

The ordinary meetings of the Board of Trustees shall be held at such times, as the Trustees shall determine, but not less frequently than twice in any year. Notice of the date of such meetings shall be sent to the Trustees at least fourteen days before the meeting.

Any five Trustees may at any time require the Chairman to convene an Extraordinary Meeting of the Board, and such a meeting shall be convened by notice stating the object of the Meeting to be sent to each member of the Board with reasonable notice.

No business shall be transacted at an Extraordinary Meeting or any adjournment thereof other than that specified in the notice convening the same. Any recommendations of such an Extraordinary Meeting must be submitted to the next ordinary meeting of the Board of Trustees.

7. Proceedings of the Board of Trustees

7.1 Composition and management of meetings

At any meeting of the Board of Trustees in the absence of the Chairman and Vice-Chairman, the Trustees in attendance shall choose a Chairman of the meeting from among themselves. No decision shall be taken at a meeting of the Board of Trustees unless a quorum is present at the time when the decision is taken.

7.2 Board of Trustees – Quorum

A quorum shall be five Trustees. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote. A majority of the quorum may make grants and do all acts within the powers of the Board.

Questions arising at a meeting shall be decided by a majority of those eligible to vote. The Chairman of any meeting of the Board shall have a casting vote. A permanent record shall be kept of the proceedings of every meeting.

7.3 Written Resolutions of the Board

A resolution in writing agreed by a simple majority of the Board of Trustees who would have been entitled to vote upon it had it been proposed at a meeting of the Board of Trustees shall be effective provided that;

- a. A copy of the proposed resolution has been sent to all Trustees; and
- b. A simple majority of the Trustees have signified their agreement to the resolution in a document or documents, which are received at the principal office within the period of 28 days beginning with the circulation date. A Trustee must indicate their agreement to the resolution by their signature.

Rule 7(3) shall not apply to decisions to amend these Rules, to wind up, dissolve or amalgamate the Charity.

7.4 Participation in meetings by electronic means

A meeting may be held by suitable electronic means agreed by the Board of Trustees in which each participant may communicate with the other participants. Any Trustee participating at a meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at a meeting. Meetings held by electronic means must comply with the rules for meetings including chairing and the taking of minutes.

8. Role of the Board of Trustees

- a. To promote and oversee the working of the Charity within the objects of the Charity set down in Rule 2
- b. To make grants and loans to applicants for relief upon condition that loans shall be repayable to the Charity on demand or as it shall stipulate
- c. To give directions as to the investment and distribution of the funds
- d. To make such orders and regulations for the management of the Charity (not inconsistent with these Rules) as they may deem expedient

9. Scheme of Delegation

The Board of Trustees may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The Board of Trustees may alter at any time those terms and conditions or revoke the delegation.

A committee may consist of two or more persons but at least one member of each committee must be a Trustee. The acts and proceedings of any committee must be brought to the attention of the Board of Trustees as soon as is reasonably practicable.

The Board of Trustees shall from time to time review the arrangements, which they have made for the delegation of their powers.

10. Investment of Funds

The capital of the Charity shall be invested in the name of the British Dental Association Benevolent Fund or its nominees. Investments may be made in any way in which the Board of Trustees shall in its absolute discretion think fit as if the Board of Trustees were sole beneficial owner of such monies.

11. Banking

All monies of the Charity remaining uninvested shall be kept in the name of the Charity at a Bank to be nominated by the Board of Trustees and all monies received on account of the Charity shall be promptly paid into such account. Banking shall be conducted in accordance with the relevant financial policies.

12. Application of Income

All annual subscriptions and donations and all income arising from the assets of the Charity may be treated as income and shall be applied in payment of the administrative and other expenses of the Charity and for the payment of grants or the provision of other assistance awarded by the Board of Trustees. Any surplus income may at the discretion of the Board be added to capital.

13. Restraint on Anticipation

The Board of Trustees shall not in any case make any grants or loans by which the income, donations or bequests

of future years shall be anticipated or appropriated.

14. Liability of the Board of Trustees

In the professed execution of his function under these Rules, no member of the Board of Trustees shall be liable for any loss of funds arising by reason of any improper investment or application thereof made in good faith; nor for the negligence or fraud of any agent employed by him or any other member of the Board of Trustees, although the employment of such agent was not strictly necessary or expedient; nor by reason of any mistake or omission made in good faith by any member of the Board of Trustees; nor by reason of any other matter or thing, except wilful and individual fraud or wrong-doing on the part of the member of the Board of Trustees who is sought to be made so liable.

15. Annual General Meeting

15.1 Governing of General Meetings

A General Meeting of the members of the Charity shall be held annually, at a time and place to be determined by the Board of Trustees. The President of the Association or the Chairman or the Vice-Chairman of the Board of Trustees shall preside at the Annual General Meeting and at all other meetings of Members. In the absence of the afore-mentioned, the Members present may appoint a Chairman.

At least twenty-one days' notice shall be given of the Annual General Meeting. Notice should be given on the Charity's website and in any other way practicable, provided the conditions as to time be complied with.

15.2 Annual General Meeting - Quorum

No business may be transacted at any General Meeting unless a quorum is present when the meeting starts. A quorum shall be ten Members of the Charity.

15.3 Order of Business

The Board of Trustees shall present a Report at the Annual General Meeting. Such report shall cover the work of the Board for the year ending December 31 immediately preceding the meeting. The Report shall also contain the accounts for the same period.

The order of business at the Annual General Meeting shall include:

- a. Minutes of the previous AGM and any other General Meeting held since the last AGM;
- b. Reception of Annual Report of the Board of Trustees with Statement of Accounts;
- c. Election of board of Trustees (in accordance with Rule 4);
- d. Consideration of further business of which notice shall have been given;
- e. Any other business which may be properly transacted;
- f. Date of the next Annual General Meeting

15.4 Participation in AGM by electronic means

A General Meeting may take place on a suitable electronic platform as agreed by the Board of Trustees in which each participant may hear and communicate with the other participants. Any Member participating at a General Meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may hear and communicate with all the other participants shall qualify as being present at the General Meeting. Meetings held by electronic means must comply with rules for meetings including chairing and the taking of minutes.

16. Extraordinary General Meeting

An Extraordinary General Meeting may be called at the discretion of the Board of Trustees, or whenever the

Board shall be required to do so in writing by twenty Members specifying the object for which such Members desire the Meeting to be called. No business shall be transacted at such a Meeting or any adjournment thereof other than that specified in the requisition. At least fourteen clear days' notice shall be given of any Extraordinary General Meeting, such notice to be in the same form as that for the Annual General Meeting. The quorum shall be ten Members of the Charity.

17. Voting at General Meetings

A simple majority of votes including proxy votes cast at the meeting shall take decisions at a General Meeting. Each Member has one vote. Resolutions put to the vote of a meeting shall be decided on a show of hands. In the case of elections of Trustees, votes shall be cast by ballot.

18. Proxy Voting

Any Member may appoint another person as a proxy to exercise all or any of that Member's rights to attend, speak and vote at a General Meeting of the Charity. A notice in writing ("a proxy notice") must appoint proxies which:

- a. States the name and address of the Member appointing the proxy;
- b. Identifies the person appointed to be that Member's proxy and the General Meeting in relation to which the person is appointed;
- c. Is signed by or on behalf of the Member appointing the proxy;
- d. Is delivered to the Charity in accordance with any additional instructions contained in the notice of the General Meeting to which it relates.

19. Written Resolutions of the Members

A resolution in writing agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:

- a. A copy of the proposed resolution has been sent to all Members; and
- b. A simple majority of the Members have signified their agreement to the resolution in a document or documents, which are received at the principal office within the period of 28 days beginning with the circulation date. A Member must indicate their agreement to the resolution by their signature.

Eligibility to vote on a resolution is limited to Members who are Members on the circulation date. Rule 19 shall not apply to decisions to amend these Rules, to wind up, dissolve or amalgamate the Charity.

20. Amendment of the Rules

These Rules may be amended at an Annual General Meeting consisting of not less than twenty Members present and voting by simple majority. Notice of the motion for alteration of the Rules shall be given by the Board of Trustees at least twenty-one days before the Annual General Meeting and shall state that an alteration of the Rules is proposed and the nature of the alteration. No alteration shall be made to the Rules, which would cause the Charity to cease to be a charity at law.

21. Dissolution of the Charity

In the event of the dissolution of the Charity, any assets remaining after the satisfaction of all debts and liabilities shall be transferred to such other charitable institution or institutions having similar objects to those of the Charity, as the Board of Trustees, with the approval of the Charity Commissioners, shall determine.

22. Other Matters not covered by the Rules

The Board of Trustees shall be empowered to decide any matter concerning the Charity, which is not covered by these Rules.