**Proposed West of Scotland Branch Rules**

**Name**

1. The name of the Branch shall be:

The West of Scotland Branch of the British Dental Association.

Area

2. The area of the Branch shall cover the postcode areas as detailed in the attached Appendix i.

**Interpretations**

3. The words “The Association’ "The Articles”, “The By-Laws”, and “The Principal Executive Committee (PEC)” used in these rules mean The British Dental Association, the Articles and the By-Laws, and the Principal Executive Committee (PEC) of the British Dental Association respectively. “The Council” means the Council of the Branch. “The Executive Committee” means the Executive Committee of the Branch. “The Journal” means the Journal of the British Dental Association. If in any case these Rules or any modifications thereof should be found to be at variance with any Article or By-Law of the Association for the time being in force, the provisions of the Article or By-Law shall be acted upon.

**Objects**

4. The objects of the Branch are to promote the interests of the Association by:

4.1 assisting as far as possible in maintaining the spirit and provisions of the Dentists’ Acts.

4.2 the discussion of subjects affecting the interests of the profession both locally and nationally, collectively and individually.

4.3 the discussion of matters relating to dental practice and to dental and allied sciences.

4.4 the cultivation of a generous professional spirit among practitioners throughout the area and to give help where needed.

4.5 the proposed formation of Sections, if appropriate for the further attainment of these objects.

4.6 furthering the membership and interests of the BDA.

**Membership**

5. Every Member and Life Member of the Association whose address as entered in the List of Members of the Association is in the area of the Branch is automatically a Member of the Branch. The Branch shall consist of:

5.1 Ordinary Members (someone in any tier of membership which is not a special Membership category)

5.2 Special Members (Honorary members, Life members, Distinguished members, Temporary members, Affiliate members, and Student members and any other class of member as may be determined from time to time by the PEC).

**Management Officers**

6. There shall be the following officers of the Branch: President, President-Elect Chair of Council Honorary Treasurer Honorary Secretary And other positions as the Branch sees fit. The President, President Elect, Chair of Council, Honorary Treasurer and Honorary Secretary shall be ex officio members of all committees.

**President**

7. The President shall be nominated by the Branch Council and elected annually at the Annual General Meeting (AGM). He or she shall begin their duties of office at the next Annual General Meeting, and until then shall bear the title of President-Elect.

**Chair of Branch Council**

8.The Chair of Branch Council shall be elected annually by the members of the Council. The Chair shall preside over all meetings of Council and be responsible for ensuring the implementation of Council decisions. He/she shall be ex officio the Chair of the Executive Committee of the Council, and a member of all committees. In the absence of the elected Chair a Chair will be appointed for the meeting.

**Honorary Treasurer**

9. The Honorary Treasurer shall be elected annually by the Annual General Meeting. He/she shall receive the grant and other monies payable to the Branch and pay all the accounts that have been agreed by the Council to be paid. He/she shall also prepare for the Annual General Meeting a Balance Sheet of the finances of the Branch, which shall be submitted to the Council previously and audited by two Members who shall be elected at an Annual General Meeting. Once approved by the Annual General Meeting the Branch accounts must be submitted to the BDA’s Finance Director.

**Honorary Secretary**

10. The Honorary Secretary of the Branch shall be elected annually by the Annual General Meeting.

He/she shall be responsible for the business of the Branch and shall act as Secretary to the Council and Executive Committee, recording minutes, conducting the correspondence, preparing the Annual Report, and acting generally under the direction of the Council and Executive Committee. He/she shall also fulfil the duties required by the Articles and By-Laws of the Association of the Honorary Secretary of the Branch.

**Terms of office**

11. Officers of the Branch (except the term of office that applies to the President) shall serve for a maximum of six years in succession. A proposal to set aside the maximum term of office in any individual case may be submitted to an Annual General Meeting but must be considered and approved as a separate item before the election of officers is conducted. The same process must be followed at succeeding Annual General Meetings if the officer concerned is to continue serving in consecutive years.

**Branch Council Remit and composition of the Branch Council**

12. Management of the affairs of each Branch shall be vested in a Branch Council.

The composition of the Branch Council shall be as follows:

• President

• President Elect

• Chair

• Honorary Treasurer

• Honorary Secretary

• Members of the PEC, whose electoral area encompasses the branch (non-voting)

• Ordinary members will be elected at the AGM where a vacancy exists, not to exceed 7 in total. Members will serve for a minimum term of 3 years.

• Representatives of Sections: where sections exist a nominated or elected officer of the section will represent them on Branch Council.

• Representatives of spheres of dentistry: one member of general practice and one member representing salaried services, elected at the AGM.

• Young Dentist members: Wherever possible 2 members who are Young Dentist Representatives should be nominated from within the Branch to serve on Branch Council.

• Co-opted members: The Council shall have power to add to its numbers from time to time, but these co opted members shall never exceed one sixth of the total number of the Council. Co opted members shall not be eligible to hold office on the Council or to vote. Their maximum term of office shall be one year, but the Council may reappoint them for a further term of office (again, maximum one year) at its discretion.

13. In the case of the death, resignation or incapacity of any Officer or Member of the Council of the Branch, the Council may appoint a successor who shall hold office until the next Annual General Meeting, and if confirmed at that Meeting he/she shall continue in office until the AGM at which his/her predecessor would have retired by rotation, and shall be eligible for re-election.

14. The President, President Elect, Honorary Treasurer, or Secretary of the Branch may be suspended from office by a vote of the voting members of the Branch Council if they have concerns about the performance or capability of the individual concerned. Such action (if taken more than three months from a scheduled Annual General Meeting) will trigger an Extraordinary General Meeting of the Branch, at which a vote of no confidence in the officer concerned will be considered. The Council may elect an officer to serve in this position in the interim. If the vote of no confidence is defeated, the officer concerned shall be restored to office to serve the remainder of his or her term. If it succeeds, a successor may be elected from that meeting or, if preferred, at a subsequent duly constituted Extraordinary General Meeting. If a successor assumes the remainder of a term which is six months or more, it will count as one term for the purposes of calculating the maximum number of terms permitted.

15. The Chair of the Branch Council may be removed from office by the voting members of the Council if they have concerns about the performance or capability of the individual concerned. They may elect a successor as soon as possible to serve the remainder of the term. If the remainder of the term is six months or more, it will count as one term for the purposes of calculating the maximum number of terms permitted.

**Powers of the Branch Council**

16. The Council shall manage the general affairs and business of the Branch, except as otherwise provided by the Rules.

17. All communications made to the Branch shall be dealt with in such manner as the Council may determine, subject to the provisions of the Articles and By-Laws of the Association and in line with GDPR regulations.

18. The Council shall have power to appoint and close such Committees, as it may deem necessary for the efficient transaction of the business of the Branch. Executive Committee

19. The Council may delegate detailed consideration of business to an Executive Committee, which shall make recommendations for decision to the Council. The Executive Committee shall as a minimum include the Chair of the Branch Council (who shall also be the Chair of the Executive Committee), the President, the President Elect, the Honorary Treasurer, the Honorary Secretary, and such other members as the Branch Council shall deem appropriate.

**Meetings | Annual, General and Extraordinary General meetings**

**Annual General Meeting**

20. An Annual General Meeting (hereinafter called the AGM) shall be held once every year or within 14 months of the last AGM. The date and place of the AGM shall be determined at the preceding AGM, if possible. Other meetings (which shall be referred to as General Meetings) shall be held at such times and places as the Council shall from time to time determine.

**Extraordinary General Meeting**

21. The Council may convene an Extraordinary General Meeting (EGM) outside the scheduled list of general meetings of the branch whenever it thinks fit. The Council must convene an EGM of the branch if:

• requested to do so by members representing a minimum of 3% of the Branch membership. The members must either:

1. write to the Hon Secretary, each member signing the letter or
2. each send an email to the Hon Secretary requesting the EGM

• the letter or emails must state the object for which the meeting is called

• if the EGM is not convened by the Council within two months the requesting members may themselves convene the EGM

 **Notice**

22. At least fourteen days notice, specifying the place, the date, and the time of the Meeting, and, in the case of special business, the general nature of such business, shall be given to each member by post or e mail. The non-receipt of such notice by any Member shall not invalidate the proceedings at any Annual, General or Extraordinary General Meeting. Insertion of the notice in the British Dental Journal, at least fourteen days before the Meeting, shall be considered official notification. The fourteen days notification requirement cannot include the day the notice is published nor the day of the meeting itself.

**Quorum**

23. No business shall be transacted at any Annual, General or Extraordinary General Meeting unless a quorum of Members is present at the commencement of such business, and such quorum shall not be less than fifteen members.

24. With the agreement of the Chair, members of the Branch may introduce visitors to any meeting. Branch Council meetings

**Meetings**

25.The Council shall meet not less than three times between each AGM, and at such times and places as the Council may appoint, the first meeting of the Council to take place within four months of the election of the previous AGM.

26. A Special Meeting of the Council may be called by the Chair, President or Secretary. The Council must hold a Special Meeting if:

• requested to do so by not less than a third of the members of the Council

• the request must state the business for which the meeting is called

• if the Special Meeting is not convened by the Council within one month, the requesting Council members may themselves convene the Special Meeting.

**Notice**

27. At least 7 days’ notice of any Branch Council meeting shall be sent to each member.

**Quorum**

28. A quorum for a meeting of the Branch Council shall be a minimum number of 6 voting members present.

**Physical and remote meetings**

29. Any meeting of the Branch may be held with physical presence, remotely using electronic communication, or a mixture of physical and remote presence, subject to the satisfactory management of each item of business.

**Expenses**

30. Members of the Council, members of any Committee, or any individual requested to undertake activities on their behalf, shall be reimbursed out-of-pocket expenses in connection with the legitimate activities of the Council, Committee or the Branch, providing the payment of such expenses shall first be approved by the Council.

**Sections**

31. Members of the Branch, residing or practicing in any particular area or District within the Branch, shall, for the better carrying out of its objects, be formed into one or more Sections under the following conditions:

31.1 The Council of the Branch shall review periodically the boundaries of each Section within the Branch after discussion with members affected by such review

31.2 Upon the written application of a Section or by a number of members not less in number than 8, the Council of the Branch shall within 3 months carry out a review of the boundaries of the Section concerned.

The Branch Council shall approve proposed rules or amendments to rules of a Section, or proposed changes to boundaries of a section, and forward all necessary particulars to the Branch and Section Support Team for approval by the PEC.

31.3 No Section shall be deemed for any purpose an agent of the Branch, nor authorised to incur any obligation on its behalf, unless expressly sanctioned by a resolution of the Branch Council.

31.4 Every member of the Branch should be a member of a Section. He/she should choose a Section related to his/her place of work, or his/her residence.

31.5 A grant shall be made to the Sections of the Branch and the amount of the grant and the manner in which it is made shall be reviewed each year. Each Section must submit annually to the Branch AGM an audited set of accounts.

**Alteration of rules**

32. Any proposed alterations or additions to these Rules required from time to time shall be made by resolution passed at an AGM or EGM of the Branch called for that purpose. Any member desiring to propose any such alterations or additions must give notice in writing, stating the proposed changes, to the Hon Secretary of the Branch at least one calendar month before the date of the Meeting, and a copy of such notice shall be sent to every Member with the notice convening the Meeting. A copy of the resolution passed at the Meeting shall be sent to the Association’s Local Services Team and shall not come into force until the same has been approved.

**Order of business for Annual General Meeting**

* Introduction of new members
* Minutes - last AGM and matters arising there from
* Council’s Report, including Benevolent Fund matters
* Election of Officer-Bearers and Members of Council for the Ensuing Year
* Financial Statement and appointment of Auditors
* Motions or resolutions submitted by the Council and resolutions of which Notice shall have been given in accordance with the Rules
* Comments by PEC and UK and Scottish Council representatives
* Valedictory Address of Retiring President
* Induction of new President
* Inaugural Address of President
* Any other competent business
* Votes of Thanks.

**West of Scotland Branch Rules proposed at AGM which took place on Wednesday 25 March 2020**