

The British Veterinary Dental Association

Constitution and Bylaws

March 2021

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Constitution

1. Title

The Association shall be known as the British Veterinary Dental Association. The Association may be described by its acronym BVDA.

Where 'writing' or 'written' is referred to in this constitution and bylaws, this is taken to include emails and post to the last known address of the recipient(s).

2. Objects

To support veterinary dental education and training of veterinary surgeons, veterinary nurses and veterinary students, dentists, dental nurses and dental technicians.

To educate the public about the importance of oral health in animals.

3. Membership

- i. There are three categories of membership in the BVDA: Full, Associate, and Honorary Life Members.
- ii. Full Membership of the Association shall be restricted to persons who are graduates of an accredited veterinary college, graduates of an accredited dental college, Registered Veterinary Nurses, Qualified (by BEVA/BVDA or WWAED) Equine Dental Technicians, Registered Dental Nurses or Registered Dental Technicians.

- iii. Associate Membership is open to veterinary, veterinary nurse, and dental students. Associate membership is also open to corporate bodies with an interest in veterinary dentistry, and their employees. This category will also apply to veterinary practices who wish to join as a practice, rather than join an individual member.
- iv. Honorary Life Members are persons who made an outstanding contribution to veterinary dentistry or to the BVDA and were previously proposed by the Board and admitted as such at an Annual General Meeting by a majority vote. Honorary Life Members are not required to pay membership fees, but do not receive journals as part of their membership.
- v. Each Full Member and Honorary Life Member shall have one vote at the Annual General Meeting.
- vi. Members will cease to become Members upon death, by voluntary departure or by exclusion as provided by the following:
 - a. A Member may leave the BVDA at any time by submitting notice in writing to the Secretary. Fees paid by any such member shall not be reimbursed.
 - b. The Board may expel a Member by a majority vote after giving the Member a fair hearing before the Board. The Board will give written notice of intention to expel the Member or Honorary Life Member and the reasons for expulsion 21 days prior to the hearing. The decision of the Annual General Meeting shall be final.
 - c. The Board may terminate the membership of any Member who has failed to pay membership fees for three months by notice in writing to the Member.

4. Subscriptions

- i. Membership fees shall be reviewed annually by the Treasurer and approved by the Annual General Meeting with a simple majority of the votes cast. Membership shall be automatically renewed each year if not cancelled by notice in writing to the Association by 1 January. Methods and further details of payment requirements and procedures shall be set by the Board.
- ii. Subscriptions shall be due on 1 January annually, or in the case of new members upon joining.
- iii. Members whose subscriptions are more than three months in arrears shall cease to be members. If the member re-joins to association after the three-month period in arrears he will not be entitled to journals published in the period of arrears.

- iv. Should the Association be declared insolvent, all Members shall be held to be equally responsible for the Association's debts, to a maximum sum equal to their current unpaid subscription.

5. Availability and Alteration of the Constitution and Bylaws

- i. All members shall be able to view a copy of this constitution and bylaws on joining within the Members Area of the Website at www.bvda.co.uk
- ii. No alterations shall be made to this constitution or bylaws except by a two-thirds majority of those members present at the Annual General Meeting or at any Special General Meeting of the Association. Notice of any intention to make changes to the constitution or bylaws must be given as in Para 7 (viii).

6. Dissolution

All assets of the BVDA upon a dissolution shall be used to further the objects of the BVDA.

Bylaws

7. The Board

- i. There shall be a Board which shall have the responsibility of managing and controlling the affairs and property of the BVDA. The Board shall promote and implement the objects of the BVDA and carry out all the activities with broad powers for the ordinary and extraordinary management of the BVDA which may be delegated by resolution to the President.
- ii. The Board shall consist of the Officers of the BVDA, namely the President, Treasurer, Secretary, Education Officer and President Elect. Each Board will determine an SOP for each of the Officers by agreement.
- iii. The President must be a member of the Royal College of Veterinary Surgeons.
- iv. All Board Meetings attended by the President shall be chaired by the President
- v. If the President is unable to be present at a Board Meeting, the Board shall elect a temporary Chair for that meeting by a majority vote of those in attendance.
- vi. The Chair of the meeting shall be responsible for nominating a temporary Secretary or Treasurer in the event of either the Secretary or Treasurer's absence.
- vii. Each member of the Board is referred to in these bylaws as a Board Member. Board Members shall receive no honorarium but may receive reimbursement for expenses upon submission of invoices for expenses approved by the Board.

- viii. The Treasurer shall receive all money payable to the Association and from such money, pay all the sums payable by the Association. The Treasurer shall not pay money on account of the Association, except current expenses, without the approval of the Board.
- ix. Any Board member may at any time in person or by proxy inspect the accounting records, files, documents and other vouchers of the BVDA at any reasonable venue and time and may make copies and extracts thereof. Any Full Member or Honorary Life Member may inspect such documents during any Board meeting or AGM.
- x. Should the office of one or more members of the Board terminate for any reason before the appointed term, the remaining members of the Board may appoint the requisite number of Board members to serve until the next AGM, by a simple majority of votes cast.
- xi. The Board shall appoint members of an Advisory Committee for periods of time as determined by the Board. Membership of the Advisory Committee shall be restricted to Members of the BVDA, in any Membership Category. Members of the Advisory Committee will be expected to fulfill such roles as determined by the Board, for example Equine Liaison, BVNA Liaison, EDT Exam Officer, Social Media Co-ordinator, Webmaster, Assistant Education Officer.
- xii. Members of the Advisory Committee shall receive no honorarium but may receive reimbursement for expenses upon submission of invoices for expenses approved by the Board.
- xiii. The quorum of the Board shall be four, or three members of the Board plus any two members of the Advisory Committee invited by the Board.
- xiv. The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they may think fit. A quorum of Board Members or the Chairman may at any time require the Secretary to summon a meeting of the Board. Due notice shall be given to all Board Members.
- xv. All questions shall be decided by the votes of the majority of the Members of the Board present, together with the votes of members of the Advisory Committee invited to attend. Only Full Members of the BVDA shall be entitled to vote at a Board meeting.
- xvi. On the equality of votes the Chairman shall have a second or casting vote.
- xvii. The Secretary shall keep the minutes of the Board meetings.
- xviii. Resolutions may be adopted without a meeting if they are in writing and are signed by all Board Members.
- xix. The BVDA will legally be bound by the signatures of the President and one other Board Member or by any three Members of the Board or by the signature

of one member of the Board if all the Members of the Board in a meeting have granted to such a member an authorisation for accurately described legal acts relating to an urgent specific matter. Such an authorisation shall be evidenced by the minutes of the meeting in question and in writing by all Board Members.

- xx. The President represents the BVDA in all judicial, extrajudicial, administrative, public or private acts in which the BVDA is involved.
- xxi. The Board is entitled to manage the BVDA, and in particular, but not so as to restrict the generality thereof to:
 - a. Acquire, control, protect, expend, dispose of and invest the funds and other assets of the BVDA in such manner as they shall consider most beneficial for the purposes of the BVDA;
 - b. Make and approve contracts which bind the BVDA, collect debts and pay expenses;
 - c. Hire, appoint or engage and dismiss on such terms and conditions and to discharge such duties as they may think fit, the President, Secretary and Treasurer, and other officers, servants and employees of the BVDA;
 - d. Designate an attorney in fact for a temporary period and for specified and limited purposes and to delegate any of its powers to such attorney or to a Board;
 - e. Call Annual Congresses;
 - f. Establish, publish and supervise publications of the BVDA;
 - g. Determine the annual subscription fees for Members;
 - h. Make, repeal and amend regulations as to the management of the BVDA and its affairs, provided that such regulations are consistent with the bylaws;
 - i. Set the agenda for each Annual General Meeting;
 - j. Generally to do all things necessary or expedient for the due conduct of the affairs of the BVDA not herein otherwise provided for.
- xxii. The Board shall appoint and change banks, open and close bank accounts, borrow and invest funds and determine the manner in which cheques and other investments must be signed and in which funds may be drawn against bank accounts.
- xxiii. The Secretary, Treasurer and Education Officer shall be elected at the Annual General Meeting for a two-year term. The President Elect shall be elected for a four year term, consisting of two years as President Elect, followed by two years as President.

8. **Board Membership Elections**

Nominations for the election of Board members must be proposed and seconded and have the consent of the nominees. Any necessary election shall be held at the Annual General Meeting.

9. **General Meetings**

- i. The Annual General Meeting shall be open to all current Members. It shall be held not less than nine months, and not more than fifteen months after the previous Annual General Meeting.
- ii. The President shall be the Chairman of the Annual General Meeting.
- iii. If the President is unable to be present at an Annual General Meeting a Board Member shall be elected as the Chair for that meeting by the Board Members in attendance.
- iv. The Chair of the meeting shall be responsible for nominating a temporary Secretary or Treasurer in the event of either the Secretary or Treasurer's absence.
- v. Voting is by show of hands, unless one-third of the Members attending request a ballot. Associate Members are not entitled to vote.
- vi. Simple resolutions, substantive and procedural, shall be passed by a simple majority of votes cast except as otherwise provided herein or by law.
- vii. Abstentions shall be deemed to be null and void votes. On the equality of votes the Chairman shall have a second or casting vote.
- viii. At least three months written notice of a proposal to amend the constitution or bylaws or dissolve the BVDA must be given to all Members.
- ix. Full or Honorary Life Members may grant a signed written proxy to another Member or Honorary Life Member to be delivered to the Chair in writing prior to the meeting. Full or Honorary Life Members may instead vote with a signed Written Proxy, delivered to the Secretary at least one week prior to the meeting.
- x. Resolutions may be adopted without a meeting of the Members if all Full Members and Honorary Members consent in writing to the resolution.
- xi. Minutes shall be kept by the Secretary.
- xii. The Annual General Meeting deals with the agenda determined by the Board or Full Members and Honorary Life Members and shall include: -
- xiii.

The minutes of the previous Annual General Meeting
A general report from each Board member, which may be published on-line prior to the meeting.
A financial report from the Treasurer which may be published on-line prior to the meeting.
Confirmation of the place and date of the next Annual General meeting

And may:

Approve or disapprove the final annual balance sheet;
Modify the constitution or bylaws;
Elect and dismiss Board Members,

As provided herein.

- xiv. A Special General Meeting relating to subjects other than changes to the constitution or bylaws, shall be called by the President or by the Secretary or Treasurer, or on the instructions of the Board, or on receipt of a requisition made and signed by at least six members, stating the subject intended to be discussed. The meeting will be held not later than 7 weeks after receipt of such instructions or requisition.
- xv. A Special General Meeting relating to changes to the constitution or bylaws, shall be called by the President or by the Secretary or Treasurer, or on the instructions of the Board, or on receipt of a requisition made and signed by at least six members, stating the changes intended to be discussed. The meeting will be held not later than 3 weeks plus the required notice period in Para 7 (viii), after receipt of such instructions or requisition.
- xvi. At the Annual General Meeting or at a Special General Meeting the necessary quorum shall be fifteen members of the Association.
- xvii. Notice of the Annual General Meeting or any Special General Meeting including the provisional agenda shall be sent to each Member eligible to vote at least four weeks in advance.
- xviii. Accidental omission to send a notice of a meeting to a member shall not invalidate that meeting.
- xix. All meetings referred to above may be held as physical meetings, or electronically, or a combination of both. The Board shall give details of the electronic platform being used to the members with the notice of the meeting. A member shall be deemed present at a meeting, and able to vote, if present in person either physically or via the designated electronic platform.

10. **Other Matters**