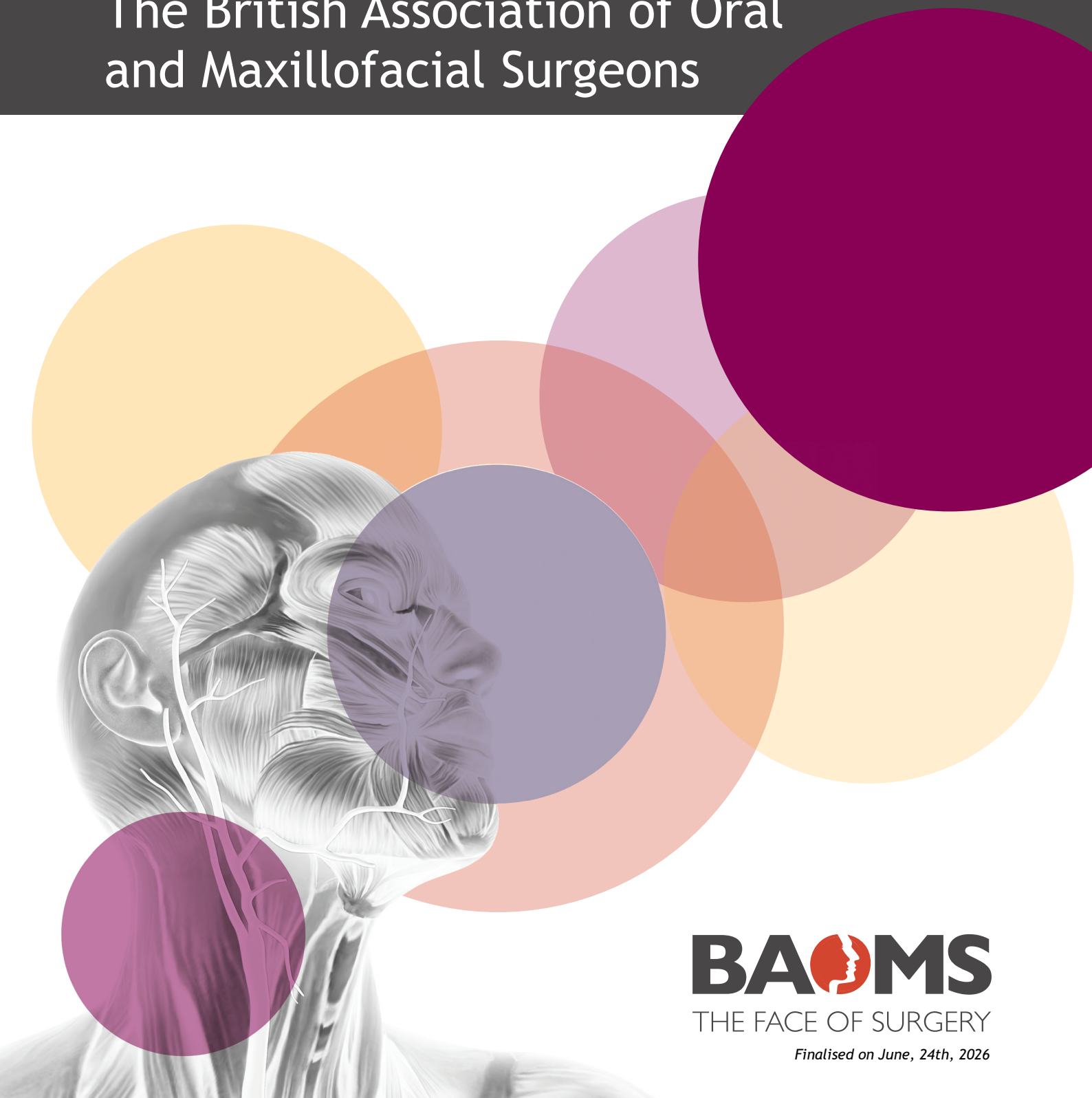


THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL



Articles of Association and Rules of The British Association of Oral and Maxillofacial Surgeons



BAOMS

THE FACE OF SURGERY

Finalised on June, 24th, 2026

Company limited by guarantee not having a share capital

Articles of Association of

The British Association of Oral and Maxillofacial Surgeons

Company number 03337359, registered charity number 1062067

Adopted by special resolution on 24 June 2026

1 General

1.1 In these Articles the following phrases are defined:

- 1.1.1 "Act" means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force;
- 1.1.2 "Articles" means these articles of association of the Association;
- 1.1.3 "Association" means The British Association of Oral and Maxillofacial Surgeons;
- 1.1.4 "Board" means the Board of Trustees of the Association;
- 1.1.5 "British Isles" means England, Wales, Northern Ireland, the Republic of Ireland and Scotland;
- 1.1.6 "Business Day" means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business;
- 1.1.7 "clear days" means in relation to the period of a notice, the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.1.8 "Council" means the Council of the Association constituted in accordance with these Articles and the Rules;
- 1.1.9 "General Meeting" means a general meeting of the Voting Members;
- 1.1.10 "Honorary Secretary" means the Honorary Secretary of the Association appointed in accordance with the Rules and who shall be an Officer;
- 1.1.11 "Honorary Treasurer" means the Honorary Treasurer of the Association appointed in accordance with the Rules and who shall be an Officer;
- 1.1.12 "Immediate Past President" means a person holding the position of immediate past president in accordance with the Rules and who shall be an Officer;
- 1.1.13 "Member" means a person who is admitted as a member of the Association in accordance with the Rules;

- 1.1.14 "Office" means the registered office of the Association;
 - 1.1.15 "Officers" means the persons who are elected from time to time as Trustees to hold designated positions on the Board as Officers in accordance with the Rules;
 - 1.1.16 "President" means the President of the Association appointed in accordance with the Rules and who shall be an Officer;
 - 1.1.17 "Research Grant" means a grant made by the Association to an established medical body or research institution (each a "medical institution") for the purposes of funding research into issues related to Oral and/or Maxillofacial surgery;
 - 1.1.18 "Rules" means the rules or bylaws of the Association, made under Article 21;
 - 1.1.19 "Trustees" means the members of the Board and "Trustee" has a corresponding meaning;
 - 1.1.20 "United Kingdom" means Great Britain and Northern Ireland;
 - 1.1.21 "Vice-President" means a person who has been elected as President in the 12 months preceding their taking up their Presidential role and who shall be an officer.
 - 1.1.22 "Voting Member" means a person who is admitted as a member of the Association in accordance with the Rules for the purposes of the Act pursuant to Article 5.2 and shall be the Fellows, Associate Fellows and Fellows in Training.
- 1.2 Unless the context otherwise requires, words of expressions in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association. Without prejudice to the generality of the foregoing in these Articles "person" includes both a natural person and a body corporate, words importing the masculine gender include the feminine and words importing the feminine include the masculine.
- 1.3 The model articles for private companies limited by guarantee contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Association and are hereby excluded in their entirety.

2 Objects and powers

- 2.1 The Objects of the Association are:
- 2.1.1 to promote the advancement of education research and the development of Oral and/or Maxillofacial Surgery in the British Isles;
 - 2.1.2 to encourage and assist postgraduate education study and research in Oral and/or Maxillofacial Surgery;
 - (a) arranging regular meetings at which lectures and demonstrations will be given;
 - (b) encouraging the publication of articles on Oral and/or Maxillofacial Surgery either by publishing a special journal or by other means;
 - (c) ensuring that Oral and/or Maxillofacial Surgery are represented adequately as specialties to both the Medical and Dental Professions;

- (d) promoting the advancement of the theory and practice of Oral and/or Maxillofacial Surgery by any other means that may from time to time be considered appropriate by the Council of the Association (as defined in the Articles of Association).

2.2 In furtherance of the above mentioned Objects but not further or otherwise the Association shall have the following powers:-

- 2.2.1** to purchase take on lease or in exchange receive by way of gift grant or otherwise hire or in any other manner acquire any real or personal property and any rights or privileges which are conducive to the attainment by the Association of its Objects as herein set forth or any of them, and to construct maintain and alter any buildings or erections necessary or desirable for the work of the Association;
- 2.2.2** to sell let mortgage dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its Objects;
- 2.2.3** to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- 2.2.4** to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 2.2.5** to lend or advance money or give credit on any terms with security to any person and to enter into guarantees contracts of indemnity and suretyships of all kinds and to secure or guarantee in any manner and upon any terms payment of any sum of money or the performance of any obligation by any person;
- 2.2.6** to invest and deal with the funds of the Association not immediately required for its purpose in or upon such investments securities or property as may be determined by the Association;
- 2.2.7** to subscribe to or become a member of or establish or promote or support by the application of funds of the Association (whether by way of grant or loan or otherwise) any association company institution society or body which is charitable and has Objects similar to the Objects of the Association or which is conducive to the interest of or for the benefit of the Association;
- 2.2.8** to draw make accept endorse discount execute and issue promissory notes bills cheques and other instruments and to operate bank accounts in the name of the Association;
- 2.2.9** to raise funds and to invite and to receive contributions provided that in raising funds the Association shall not undertake any substantial trading activities and shall conform to any relevant statutory regulation;
- 2.2.10** subject to Article 3 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
- 2.2.11** to do all such other lawful things as are incidental conducive or necessary for the achievement of the Objects of the Association or any of them.

3 Income and Property

3.1 The income and property of the Association shall be applied towards the promotion of its Objects and no part shall be transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Association. Provided that nothing herein shall prevent:

3.1.1 a trustee or connected person from entering into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Association where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011;

3.1.2 any payment in good faith by the Association:

- (a)** of reasonable and proper remuneration for any services rendered to the Association by any Member, officer or servant of the Association who is not a Trustee;
- (b)** of interest on money lent by any Member or Trustee at a reasonable and proper rate per annum not exceeding the Bank of England bank rate (also known as the base rate);
- (c)** of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- (d)** of a Research Grant in respect of research work conducted by a Trustee or within the medical institution by which a Trustee is employed, provided that:
 - (i)** the Research Grant is made in accordance with the Association's usual procedures including bringing notice of the availability of such Research Grant funding to the other Members;
 - (ii)** the research project shall have been subjected to an independent scientific review by research peers in the field in which that Trustee shall not participate;
 - (iii)** the Research Grant shall have been authorised by the Trustees at a meeting from which that Trustee has withdrawn and he or she shall have taken no part in the discussion or voting;
 - (iv)** the Research Grant shall not in any circumstances be used to pay the salary of a Trustee or any part of their salary; and
 - (v)** no Research Grant shall be paid to a Trustee in person but shall be paid to the administrative body of the medical institution in which the research is conducted;
- (e)** of reasonable and proper rent for premises demised or let by any Member or a Trustee;
- (f)** of scholarships or awards offered to any Member or Trustee in respect of actions or activities in support of the objectives of the Association provided always that the scholarship or award shall have been:

- (i) made in accordance with the Association's usual procedures including bringing notice of the availability of such scholarship or award to the other Members; and
 - (ii) authorised by the Trustees at a meeting from which a Trustee who may be offered a scholarship or award has withdrawn and he or she shall have taken no part in the discussion or voting;
- (g) of any premium in respect of any indemnity insurance to cover the liability of the Trustees:
- (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association; or
 - (ii) to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986,

provided that any such insurance, in the case of (i), shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or a breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as trustees of the Association and, in the case of (ii), shall not extend to any liability to make such a contribution, where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation; and/or

- (h) to any Trustee or Member of reasonable out-of-pocket expenses.

4 Liability of members

- 4.1 The liability of the members is limited.

5 Membership

- 5.1 The subscribers to the memorandum and articles of association of the Association and such other persons as shall be admitted to membership in accordance with these Articles and none others shall be members of the Association.
- 5.2 The members of the Association for the purposes of the Act shall be such persons as are admitted as Voting Members in accordance the Rules and such other persons who the Trustees may admit as members of the Association for the purposes of the Act in accordance with the Rules. Voting Members shall have the right to attend and vote at General Meetings of the Association and members who are not Voting Members shall not be entitled to attend or vote at a General Meeting of the Association.
- 5.3 The Council may from time to time resolve upon the creation of other categories of members of the Association (including Honorary Fellows), if so provided under the Rules, provided that the rights of such other categories of members do not extend to attendance or voting at General Meetings and accordingly such persons may not be members of the Association for the purpose of the Act. Such categories of membership may be under

whatever title or nomenclature the resolution or the Rules may specify and may bestow upon the persons concerned such rights, privileges, duties and obligations (except the right to attend and vote at General Meetings) as may be specified in the resolution or set out in the Rules.

- 5.4 The Trustees may, from time to time, vary the criteria for membership as well as the rights, privileges, duties and obligations of membership.

6 Cessation of Membership

- 6.1 Membership shall not be transferable and a member (including an Honorary Fellow) shall automatically cease to be a member of the Association in the following circumstances:

- 6.1.1 if formal resignation in writing is given to the Honorary Secretary of the Association;
- 6.1.2 if membership is terminated for reasons contained in this Article 6, Cessation of Membership; and/or
- 6.1.3 if the member's name has been removed for misconduct from the Medical or Dental Register by the General Medical Council or General Dental Council.

- 6.2 If the Council is of the opinion that cessation of membership of any individual is necessary in the interests of the Association, it shall instruct the Honorary Secretary to invite the person concerned to resign within one calendar month of receipt of such notice.

- 6.3 In default of such resignation the question of expulsion from the Association shall be submitted to a General Meeting to be held within 3 months of the date of such notice.

- 6.4 At such a meeting the member whose expulsion is under consideration shall be allowed to offer explanation of their conduct either verbally or in writing and if thereupon three quarters of the Voting Members present shall vote for expulsion the individual concerned shall cease to be a member of the Association.

- 6.5 At such a meeting voting shall be by secret ballot.

7 Subscriptions

- 7.1 The Trustees may, at their discretion, levy a subscription on all or any category of Members and others with an interest in the Association at such rates as they shall determine and may levy subscriptions at different rates for different categories of Members including Members of the same category. The Trustees shall provide Members with the subscription rates, the time and method of payment, and amendments to them in such manner as is prescribed by the Rules.

8 Meetings of the Association

- 8.1 General Meetings may be convened by the Board whenever it thinks fit or by the Honorary Secretary within one calendar month from the receipt of a requisition signed by not fewer than 20 Voting Members stating the reasons for which such a meeting is to be called.

- 8.2 There shall be at least one scientific meeting each year which may coincide with a General Meeting. At the discretion of the Council a conference fee shall be payable at such meetings.

- 8.3 Subject to article 8.4, a Voting Member of the Association who wishes to move a formal resolution shall give notice in writing before January 1st of the year of the General Meeting to which the resolution relates.

- 8.4** Council may in its absolute discretion approve the submission of a formal resolution submitted by a Voting Member of the Association after January 1st but not less than 14 days before the General Meeting to which the resolution relates and in such circumstances the resolution shall be put to that General Meeting. If Council do not approve the late submission of any resolution pursuant to this article 8.4, the resolution shall be automatically considered as submitted for the General Meeting in the following year in accordance with article 8.3.

9 Notice of Meetings

- 9.1** Every General Meeting shall be called by at least 21 clear days' notice in writing and shall specify the place day and hour of the meeting and in the case of special business the general nature of the business.
- 9.2** The notice shall be given to all Members and to each of the Trustees and auditors, if appointed.
- 9.3** The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

10 Proceedings at General Meetings

- 10.1** No business shall be transacted at any meeting unless a quorum is present. Forty Voting Members with Fellows in the majority, being present in person or by proxy at the meeting, and who are entitled to vote upon the business to be transacted shall constitute a quorum.
- 10.2** At the absolute discretion of the Board and subject to notification being given to the Association, a person entitled to be present at a General Meeting may participate by means of electronic communications whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 10.3** Such a meeting shall be deemed to take place where it is convened to be held or where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting is. The word "meeting" in these Articles shall be construed accordingly.
- 10.4** If a quorum shall not be present within half an hour from the time appointed for a meeting of the Association such meeting shall stand adjourned until other arrangements can be made by the Honorary Secretary.
- 10.5** In the case of a meeting specially convened upon the requisition of Voting Members, when a quorum is not present such a meeting shall be dissolved.
- 10.6** The President shall preside as chairperson of the meeting, but if the President shall not be present and willing to act within fifteen minutes after the time appointed for holding the meeting, the Vice President, the Immediate Past President or such other member of Council elected by the Voting Members present and entitled to vote at the meeting, shall act as chairperson of the meeting. The person so presiding shall have a casting vote.
- 10.7** A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 10.8** A person is able to exercise the right to vote at a General Meeting when:

- 10.8.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 10.8.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 10.9 The Trustees may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
- 10.10 Trustees may permit members who are not Voting Members to attend but not vote at a General Meeting of the Association.

11 Voting at General Meetings

- 11.1 Subject to Article 6.5, at any General Meeting of the Association a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is demanded either before or on the declaration of the result of the show of hands by:-
 - 11.1.1 the chairperson; or
 - 11.1.2 Three Fellows, Associate Fellows or Fellows in Training present
- 11.2 A poll shall be taken in such a manner and at such time as the chairperson shall direct provided that this shall be within one calendar month from the date of the General Meeting.
- 11.3 A Voting Member is entitled to appoint another person as a proxy to exercise all or any of the Voting Member's rights to attend and to speak and vote at a meeting of the Association.
- 11.4 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:
 - 11.4.1 states the name and address of the Voting Member appointing the proxy;
 - 11.4.2 identifies the person appointed to be that Voting Member's proxy and the General Meeting in relation to which that person is appointed;
 - 11.4.3 is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 11.4.4 is delivered to the Association not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Meeting (or any adjourned meeting) to which they relate and which may provide for delivery of proxy notices in electronic form to such email address (if any) specified by or on behalf of the Association for such purpose.

A proxy notice which is not delivered in such manner shall be invalid unless the Trustees, in their discretion, accept the notice at any time before the meeting.

- 11.5 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.6 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.7 Unless a proxy notice indicates otherwise, it must be treated as:

- 11.7.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 11.7.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates, as well as the meeting itself.
- 11.8 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 11.9 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 11.10 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 11.11 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

12 The Board

- 12.1 The President, the Vice-President, the Immediate Past President, the Honorary Secretary and the Honorary Treasurer shall be elected in accordance with the Rules and shall be appointed as the Trustees of the Association on receipt of notice to that effect by the Association from the Council or its duly appointed representative.
- 12.2 If there is no Honorary Secretary and/or no Honorary Treasurer in office, the remaining Trustees may co-opt a Fellow (pursuant to the Rules) to such position and the co-opted Honorary Secretary and/or Honorary Treasurer (as applicable) shall be appointed a Trustee.
- 12.3 Except to the extent permitted by Article 3, no Trustee shall take or hold any interest in property belonging to the Association or receive remuneration or be interested otherwise than as a Trustee in any contract to which the Association is a party.
- 12.4 A Trustee shall automatically cease to hold office if:
 - 12.4.1 they cease to be a Trustee by virtue of any provision in the Act or are disqualified from acting as a Trustee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
 - 12.4.2 they retire in accordance with the provisions of these Articles and the Rules;
 - 12.4.3 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 12.4.4 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 12.4.5 they resign their office by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
 - 12.4.6 they are removed as a member of the Council under the Rules;

- 12.4.7 they are absent without the permission of the Trustees from three quarters or more of the meetings of the Trustees held within any period of twelve successive months and the Trustees resolve that their office be vacated.

13 Declaration of Trustee interests

- 13.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Association and any personal interest (including but not limited to any personal financial interest).

14 Conflicts of interests and conflicts of loyalties

- 14.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:
- 14.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 14.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
 - 14.1.3 the unconflicted Trustees consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.
- 14.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.

15 Role and Outline of Council

- 15.1 Subject to the provisions of the Act and the Articles, the business of the Association shall be managed by the Board who may exercise all the powers of the Association and be its executive body. The Board may delegate the day-to-day business of the Association to the Council.
- 15.2 The Council is formed of the Trustees and other elected representatives, plus such other seconded members as may be authorised by the Rules, and its role is to manage the day to day business of the Association as delegated to it by the Board.
- 15.3 The Council shall comprise such persons as set out in the Rules.
- 15.4 No alteration of the Articles shall invalidate any prior act of the Council.
- 15.5 In the case of equality of votes the President shall have the casting vote.
- 15.6 The Chair of Council will chair meetings and will be a non-voting member of Council.
- 15.7 In the absence of the Chair of Council, in order of precedence the Deputy Chair of Council (if in post), the President, the Vice-President, the Immediate Past President or a member of Council shall act as Chairman.

16 Saving provisions

All acts done by a meeting of the Board or the Council shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of the Council or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or a member of the Council (as the case may be) and had been entitled to vote.

17 Financial Matters

17.1 Cheques and Transfers

17.1.1 Unless the Board resolves otherwise, all cheques shall be signed by the Honorary Treasurer and countersigned by a member of the Council, although the Honorary Treasurer is authorised to delegate signing powers within agreed monetary limits to senior members of staff as single or joint signatories from time to time may be so determined by the Trustees and documented in the minutes of the relevant Trustees' meeting.

17.2 Financial Year

17.2.1 The financial year of the Association shall end at a date determined by the Council on which day the accounts of the Association shall be balanced.

17.3 Surplus Funds

17.3.1 The Council of the Association shall be empowered to invest any funds surplus to requirements as it thinks fit in accordance with these Articles.

17.4 Travelling Expenses

17.4.1 Members of the Council and any of its Sub-Committees, or members on Association business approved by Council shall be entitled to be reimbursed for reasonable travelling and overnight expenses for attendance at any meetings of the Council or other approved business held on a day exclusively set aside for that purpose.

18 Dissolution of the Association

18.1 Every Voting Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he/she is a Voting Member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a Voting Member and the costs charges and expenses of winding up the same and for the adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding £1.

18.2 If the Association is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other charity or charities having objects similar to the Objects of the Association which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Association by Article 3 above chosen by the members of the Association at or before the time of dissolution and if that cannot be done then through some other charitable object.

- 18.3** A resolution must be placed before a General Meeting and passed by a majority of three quarters of the Voting Members present in person or by proxy.

19 Indemnity

- 19.1** The Association shall indemnify a relevant trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Association.
- 19.2** In this article a 'relevant trustee' means any trustee or former trustee of the Association.

20 Notices

- 20.1** Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees or the Council need not be in writing.
- 20.2** The Association may deliver a notice or other document to a Member:
- 20.2.1** by delivering it by hand to the address recorded for the Member in the register of Members;
 - 20.2.2** by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address recorded for the Member in the register of Members;
 - 20.2.3** by electronic mail to an address notified by the Member in writing;
 - 20.2.4** by a website, the address of which shall be notified to the Member in writing;
or
 - 20.2.5** by advertisement in at least two national newspapers.
- 20.3** This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 20.4** If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
- 20.5** If a notice or document is sent:
- 20.5.1** by post or other delivery service in accordance with Article 20.2.2, it is treated as being delivered:
 - (a)** 24 hours after it was posted, if first class post was used; or
 - (b)** 72 hours after it was posted or given to delivery agents, if first class post was not used;provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:
 - (i)** properly addressed; and
 - (ii)** put into the post system or given to delivery agents with postage or delivery paid.
 - 20.5.2** by electronic mail, it is treated as being delivered at the time it was sent;

20.5.3 by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

20.6 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

20.7 Every Voting Member shall give notice to the Honorary Secretary of their current residential or professional address and the address so notified shall be entered in the register of members as their registered address.

20.8 Every Member shall on request supply such other information of a professional character to the Honorary Secretary as the Council may from time to time require.

20.9 A Voting Member present at any meeting of the Association shall be deemed to have received notice of the meeting and where requisite of the purposes for which it was called.

RULES AND BYE LAWS

21 Rules

21.1 The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing categories of and conditions of membership of the Association, including for members who are not members for the purposes of the Act, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

21.1.1 the admission and classification of Members (including the admission of organisations to membership) and the rights and privileges of such Members, and the conditions of membership and the terms on which Members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by Members;

21.1.2 the conduct of Members in relation to one another, and to the Association's servants;

21.1.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes;

21.1.4 the procedure at General Meetings and meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by these Articles;

21.1.5 anything in the Articles which refers to the Rules; and

21.1.6 generally, all such matters as are commonly the subject matter of company rules.

21.2 The Council shall have the power to alter, add to or repeal ("**change**") the rules or byelaws and the Trustees shall adopt such means as they think are sufficient to bring to the notice of Members of the Association all such changes, which shall be binding on all Members of

the Association, provided that no rule or byelaw or change shall be inconsistent with, or shall affect or repeal anything contained in, these Articles. Provided always that any increase in any fee or subscription shall be made only on the expiry of at least one month's notice to the Members or category of Members affected thereby.

22 Standing Orders

Standing orders, which shall be agreed by Council, will provide administrative details of these Articles and the Rules.

MEMBERSHIP RULES
of
The British Association of Oral and Maxillofacial Surgeons
(the "Association")

These Rules are made pursuant to article 21 of the articles of association of the Association (the "Articles").

1. Members of the Association

- 1.1. Article 5.3 of the Articles permits the Council to create new categories of members of the Association provided that such new categories of members shall not have the right to vote at General Meetings of the Association. Council shall determine which categories of member shall have the right to vote on ballots and elections for Council members.
- 1.2. There shall be 10 categories of membership. Candidates wishing to be admitted as a member of any category must:
 - (a) fulfil the appropriate conditions of membership for that category as set out in paragraphs 3 to 10 inclusive below; and
 - (b) complete the appropriate membership application in line with current membership processes agreed by the Trustees. Every member shall update the Association of any change of name, email, address or eligibility for a category of membership (subject to ratification by Council) in order that the appropriate alterations may be made in the Association's records.
- 1.3. Applications for membership shall be processed in accordance with paragraph 2.
- 1.4. Voting Members (who shall be the Voting Members under the Articles) shall comprise the following categories:
 - (a) Fellows
 - (b) Associate Fellows
 - (c) Fellows in Training
- 1.5. Non-voting members shall comprise the following categories:
 - (a) Junior Trainees
 - (b) Ordinary Members
 - (c) Honorary Fellows
 - (d) Retired Fellows
 - (e) Retired Associate Fellows

(f) Overseas Fellows

(g) Overseas Associate Fellows

- 1.6. Non-voting members shall not be entitled to vote in a general meeting of the Association but representatives of the non-voting membership categories who become Elected Members of the Council may vote at meetings of the Council.

2. Processing of Applications

- 2.1. Applications will be processed and reviewed by the BAOMS Office team and will normally become members if their application is in order and subject to ratification by Council.
- 2.2. Any concerns will be raised with the Honorary Secretary who may consult with Council.
- 2.3. New members will be reported to Council prior to each meeting of Council.

CATEGORIES OF MEMBERSHIP

3. Fellows

- 3.1. Fellows shall be those, subject to approval by Council:
- 3.1.1. who are engaged predominantly in surgical practice within the British Isles; and
 - 3.1.2. whose name appears on the specialist lists of Oral and/or Maxillofacial Surgery held by the Medical and Dental Councils of the British Isles.
- 3.2. Fellows shall be entitled to hold office and act as Trustees of the Association.

4. Associate Fellows

- 4.1. Associate Fellows shall be those, subject to approval by Council, who are:
- 4.1.1. engaged predominantly in surgical practice within the British Isles;
 - 4.1.2. employed either in a substantive post in Oral and/or Maxillofacial Surgery in hospital or as a specialist practitioner in Oral Surgery in primary care; and
 - 4.1.3. not eligible to apply for Fellow status under Rule 3 above.

5. Fellows in Training

- 5.1. Fellows in Training shall be those, subject to approval by Council, who are enrolled on specialty training programmes in Oral and/or Maxillofacial Surgery in the British Isles.
- 5.2. A Fellow in Training who ceases to be in specialty training but is not eligible to become a Fellow or an Associate Fellow shall revert to the category of Ordinary Member.

6. Junior Trainees

- 6.1. Junior Trainees shall be those, subject to approval by Council, who are in a medical or dental training post or undergraduate studies or research programme on a pathway towards specialty training in Oral and/or Maxillofacial Surgery in the British Isles.

- 6.2. A Junior Trainee who ceases to be in training but is not eligible to become a Fellow in Training shall revert to the category of Ordinary Member.

7. Ordinary Members

- 7.1. Any registered medical or dental practitioner in the British Isles or from overseas who is interested in Oral and/or Maxillofacial Surgery shall be eligible to become an Ordinary Member. In addition those studying for either second or first degrees in medicine or dentistry shall be eligible to become Ordinary Members with student status.

8. Honorary Fellowship and Life Honorary Fellowship

- 8.1. Honorary Fellowship may from time to time be awarded to those senior officers of other professional associations with which the Association is closely allied, and shall be awarded on the recommendation of Council. The tenure of Honorary Fellowships shall be limited to the duration of the recipient's tenure of office within their association.
- 8.2. Life Honorary Fellowship of the Association shall be awarded to distinguished persons whose contribution in the fields of Oral and/or Maxillofacial Surgery are held in high esteem by the Fellows and the Council of the Association. The number of Life Honorary Fellows shall be limited as determined by Council from time to time.

9. Retired Fellows and Retired Associate Fellows

- 9.1. Retired Fellows and Retired Associate Fellows shall be former Fellows and Associate Fellows who have retired from clinical practice. Retired Fellows and Retired Associate Fellows shall not be eligible to hold office.

10. Overseas Fellows and Overseas Associate Fellows

- 10.1. Any medical or dental professional outside the British Isles who is engaged in the practice of Oral and/or Maxillofacial Surgery may apply to become an Overseas Fellow or Overseas Associate Fellow, subject to approval by Council. Overseas Fellows shall be those included on the relevant specialist list of the regulator for their territory. Overseas Associate Fellows shall be those in substantive posts in hospital or specialist practice who are not included on the relevant specialist list. Overseas Fellows and Overseas Associate Fellows shall not be eligible to hold office.

SUBSCRIPTIONS

11. Payment of subscriptions

- 11.1. All members on appointment shall, subject to paragraph 11.2 below, pay the applicable annual subscription, which shall include the cost of the Journal, (the "Subscription"), pursuant to their category of membership. Members shall pay the Subscription each year on 1 July (each being a "Renewal Date").
- 11.2. If an applicant becomes a member after 1 January in any year, the amount payable for the part year to 1 July that year shall be 50% of the annual subscription payable for their category of membership.
- 11.3. On subsequent change in category of membership or in the subscription rates, the revised subscription rate shall apply from their next Renewal Date.

- 11.4. The Council may in its absolute discretion revise the dates and rates of the Subscription not less than 3 months before the start of the relevant financial year.
- 11.5. A Member shall not enjoy any of the privileges of membership of the Association, including the exercise of any voting rights under these Rules or the Articles while any arrears of the Subscription are outstanding.

COUNCIL

12. Members of the Council

- 12.1. Council shall consist of the following 20 voting members of Council:
- 12.1.1. the Trustees;
 - 12.1.2. the President Designate;
 - 12.1.3. the Editor; and
 - 12.1.4. the Elected Members, being:
 - (a) Six Fellows;
 - (b) Consultants and Specialists' Group Representative;
 - (c) Consultants and Specialists' Group Deputy Representative;
 - (d) Two Associate Fellows;
 - (e) Two Fellows in Training; and
 - (f) Junior Trainee & Members Representative.
- 12.2. The Trustees shall be the President, the Vice-President, the Immediate Past President, the Honorary Secretary and the Honorary Treasurer.
- 12.3. The Chair of Council will be a non-voting member of Council and shall be appointed in accordance with paragraph 16.
- 12.4. In the absence of the Chair of Council, in order of precedence the Deputy Chair of Council (if in post), the President, the Vice-President, the Immediate Past President or a member of Council shall act as Chair provided that if a voting member of Council is acting as Chair in the absence of the Chair of Council, they shall be entitled to vote.
- 12.5. The deputy Junior Trainee & Members representative can attend as a non-voting member but may vote in the absence of the Junior Trainee and Members Representative.
- 12.6. A member of Council, including a Trustee, may be removed as a member of Council by a vote to that effect of not less than three quarters of the members of Council.
- ### **13. President, Vice-President and Immediate Past President**
- 13.1. The President shall be a Fellow of the Association and shall have previously served as an Elected Member, Honorary Secretary or Honorary Treasurer. They shall be elected by the Fellows, Associate Fellows and Fellows in Training in accordance with this paragraph 13 not less than two years before assuming office.

- 13.2. Each year nominations shall be invited by the Council for the office of President, in such form as the Council may in its discretion approve. The Fellows, Associate Fellows or Fellows in Training shall be entitled to propose or second a candidate to be the President. Every nomination to propose or second a candidate shall be sent to the Honorary Secretary.
- 13.3. If:
- 13.3.1. only one nomination is received by the Honorary Secretary that person shall be deemed appointed and the provisions of paragraphs 13.4 and 13.5 shall not apply;
 - 13.3.2. more than one candidate is nominated a ballot will be held in accordance with paragraphs 13.4 and 13.5.
- 13.4. Voting will open to all eligible categories of member within six weeks of the closing date for nominations (as determined by Council) and shall be returned to the Honorary Secretary by a specified date within six weeks of closing.
- 13.5. The result of any such ballot shall be declared. In the event of an equal number of votes being cast for two or more candidates with the highest number of votes, there shall be a second ballot between the tied candidates.
- 13.6. The President shall hold office for a period of one year (unless determined otherwise in accordance with paragraph 13.9) commencing on the 1st July in the applicable year (the "**Appointment Date**").
- 13.7. On the date 24 months before the Appointment Date, they shall become the President Designate and on the date 12 months before the Appointment Date they shall become the Vice President.
- 13.8. For a 12-month period following the end of a President's term of office, they shall be the Immediate Past President.
- 13.9. In exceptional circumstances and with the consent of the Council the President's tenure of office may be extended by a further year or lesser period whichever may be appropriate.

14. Honorary Secretary and Honorary Treasurer

- 14.1. The Honorary Secretary and Honorary Treasurer shall each hold office for a period of three years commencing on 1st January after their election and shall be proposed and seconded at a Council Meeting and elected by a majority of those present. In the event of more than one nomination a secret ballot will be held at the Council meeting.
- 14.2. The Honorary Secretary and Honorary Treasurer shall retire on the 31st December at the end of their respective period of service. Not less than 6 months prior to this the Council shall have elected an Honorary Secretary and Honorary Treasurer who shall be a Fellow of the Association and usually also a past or present member of Council.
- 14.3. The Honorary Secretary and Honorary Treasurer shall not be eligible for re-election to office until one year following the expiration of their previous term of office. In the event of there being no candidate such Trustees as are in office shall co-opt a Fellow under the provisions of Article 12.2 who shall serve for such time as the Trustees may determine, provided that this shall not be for more than 3 years without the approval of Council.

15. Role of Office Holders within Council

- 15.1. The President or in the event of their absence in order of precedence the Vice-President, the Immediate Past President or member of the Council elected by the meeting shall preside at all General Meetings (as such term is defined in the Articles).
- 15.2. In the case of an equality of votes, the person so presiding shall have an extra casting vote.
- 15.3. The Honorary Secretary or in the event of their absence a member of the Council nominated by the President shall summon all meetings, prepare the agenda and keep the minutes of the proceedings.
- 15.4. The Honorary Treasurer or in the event of their absence a member of the Council nominated by the President shall receive subscriptions in accordance with paragraph 11, settle all the accounts from the funds of the Association and present the duly audited accounts to the Council and to a General Meeting.

16. The Chair and Deputy Chair of Council

- 16.1. The Chair of Council shall be a Fellow who has been an Elected Member unless Council determines otherwise.
- 16.2. The Chair of Council shall be elected by Council and assume office on the 1st January following their election, serving their first year as Deputy Chair of Council, and then a further 4 years as Chair, subject to annual review by Council.
- 16.3. A proposed Chair of Council shall be nominated by a Fellow, Associate Fellow or Fellow in Training and seconded by at least two voting members of Council.
- 16.4. The Chair and Deputy Chair of Council shall at all times be responsible to Council for any decisions or actions taken on behalf of the Association.

17. Co-opting Members to Council

- 17.1. The Trustees shall have power to co-opt any member of the Association to fill a vacancy on the Council.
- 17.2. Any person so co-opted shall serve for a maximum period of 12 months unless subsequently elected in accordance with paragraph 18 or appointed in accordance with paragraphs 13 or 14.
- 17.3. The period served as a co-opted member of Council shall be in addition to any term permitted by these Rules.

18. Election of Members of Council

- 18.1. The Elected Members, other than the Junior Trainees and Members Representative (JTMR) and the Fellows-in-Training Representatives, shall serve for:
 - 18.1.1. a period of three years, starting at 1st January in the year after which they were elected; or
 - 18.1.2. until they are elected as a Trustee or Editor or become President Designate.

The duration of the JTMR and Fellows-in-Training representatives is a period of two years.

- 18.2. A Fellow or Associate Fellow shall be eligible to stand for election in the same role for a maximum of two terms. These terms may be consecutive.
- 18.3. Nominations for an Elected Member shall be invited for any vacancy on the Council.
- 18.4. Every nomination together with the candidate's written consent to stand for election shall be sent to the Honorary Secretary.
- 18.5. If more candidates are nominated than there are vacancies a ballot will be held.
- 18.6. Nominations may be proposed and seconded for Elected Members by the relevant categories of member as set out in Standing Orders, as amended by Council in its sole discretion from time to time.
- 18.7. Voting papers in such form as Council shall approve shall be issued to the categories of member entitled to nominate the relevant Elected Member set out in paragraph 18.6 above.
- 18.8. Voting papers shall be issued within six weeks of the closing date for nominations and shall be returned to the Honorary Secretary by a specified date within six weeks of closing.
- 18.9. The results of any such ballot shall be declared. In the event of an equal number of votes being cast for two or more candidates for a place on Council, the candidate who is senior by their date of election to the membership category which they are being elected to represent shall take precedence.

19. Quorum and Functions of Council

- 19.1. A quorum at a Council Meeting shall consist of eight voting members of Council.
- 19.2. The Council may act notwithstanding any vacancy in its body.
- 19.3. The Council shall be responsible for the arrangements of the General Meetings of the Association and for all other business which is delegated to it by the Trustees.
- 19.4. A member of the Council shall automatically be removed as such if:
 - 19.4.1. a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 19.4.2. by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 19.4.3. they cease to be a member of the Association;
 - 19.4.4. by notice in writing they resign office;
 - 19.4.5. they become bankrupt.

20. Ordinary Meetings of Council

- 20.1. Ordinary Meetings of the Council shall be held quarterly unless the President otherwise directs.

20.2. The President or Chair of Council may cause a special meeting to be convened. A clear five days' notice stating the purposes of the special meeting shall be sent to the members of the Council.

20.3. A meeting of the Council held when a quorum is present shall be competent to exercise all or any of the authorities' powers or discretions by or under the rules vested in or exercisable by the Council generally.

21. Emergency Meeting of Council

21.1. In the case of emergency when it is impossible to summon a meeting of the Council or an appropriate committee in time to deal with the emergency:

21.1.1. the President or Chair of Council shall then take such action as may seem necessary in the circumstances and shall report the matter to the next meeting of the Council or appropriate committee as the case may be; and

21.1.2. a resolution in writing signed by all members of the Council shall be considered as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.

22. Minutes of Meetings of Council

22.1. The Council shall cause minutes of all meetings of Council to be kept on file and they shall contain a true and accurate record of all proceedings of the Association. These minutes shall be signed by the President and Honorary Secretary.

22.2. Any minutes of any committee or sub-committee of the Association shall be signed by their presiding officer.

22.3. All minutes signed pursuant to paragraphs 22.1 and/or 22.2 at the meeting or the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such meetings.

SUBCOMMITTEES

23. Subcommittees of the Association

23.1. The Council may create such sub-committees, working groups or collaboratives to address specific needs or issues in accordance with Standing Orders.

23.2. Their constitution and objectives will be defined by Standing Orders which will be active for the life of the sub-committee, working group or collaborative.

23.3. The Standing Orders and terms of reference for each sub-committee, working group or collaborative are available on the Association's website and may be altered by the Council in its absolute discretion in order to meet the objectives of the Association in accordance with the Articles.

23.4. Any member of the Association may be appointed to sub-committees, working groups or collaboratives, provided that the President, Honorary Secretary, Honorary Treasurer and the Chair of Council shall be members of all such bodies.

THE JOURNAL

24. The Journal

24.1. Publication of the Journal shall be at the discretion of the Council.

- 24.2. The British Journal of Oral and Maxillofacial Surgery shall be the official organ of the Association and shall be published by a publisher determined by the Council.
- 24.3. It shall be controlled by an Editorial Sub-Committee which shall consist of the President, the Editor, the Honorary Deputy Editor, the Honorary Assistant Editors, the Honorary Secretary, the Honorary Treasurer and the Chair of Council.
- 24.4. The Journal normally shall be provided without additional charge to members paying subscriptions.

25. The Editor

- 25.1. The Editor shall be a Fellow who shall be appointed at a Council meeting with the support of a majority of those present.
- 25.2. The term of office for the Editor will normally be five years, based on a formal review process by Council.
- 25.3. The Editor is a voting member of Council.

26. The Deputy Editor

- 26.1. The Deputy Editor shall be a Fellow who shall be appointed by Council with the support of a majority of those present. The Deputy Editor will normally replace the Editor when he/she demits office.