

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



# Memorandum and Articles of Association of The British Association of Oral and Maxillofacial Surgeons



**BAOMS**  
THE FACE OF SURGERY

The Companies Acts 1985 and 1989  
Company limited by guarantee not having a share capital

**Memorandum of Association of**

**The British Association of Oral and Maxillofacial Surgeons**

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**1 Title**

- 1.1 The name of the Company (hereinafter called “the Association”) shall be “The British Association of Oral and Maxillofacial Surgeons”.

**2 Registered Office**

- 2.1 The Registered Office of the Association will be situated in England.

**3 The Objects of the Association are:**

- 3.1 to promote the advancement of education research and the development of Oral and Maxillofacial Surgery and Oral Surgery in the British Isles;
- 3.2 to encourage and assist postgraduate education study and research in Oral and Maxillofacial Surgery and Oral Surgery;
  - 3.2.1 arranging regular meetings at which lectures and demonstrations will be given;
  - 3.2.2 encouraging the publication of articles on Oral and Maxillofacial Surgery and Oral Surgery either by publishing a special journal or by other means;
  - 3.2.3 ensuring that Oral and Maxillofacial Surgery and Oral Surgery are represented adequately as specialties to both the Medical and Dental Professions;

- 3.2.4 promoting the advancement of the theory and practice of Oral and Maxillofacial Surgery and Oral 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).
- 3.3 In furtherance of the above mentioned Objects but not further or otherwise the Association shall have the following powers:-
- 3.3.1 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;
- 3.3.2 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;
- 3.3.3 to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- 3.3.4 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;
- 3.3.5 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;
- 3.3.6 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;
- 3.3.7 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;
- 3.3.8 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;
- 3.3.9 subject to Article 5 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;
- 3.3.10 to pay out of the funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association;
- 3.3.11 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.

#### **4 Trustees**

- 4.1 The Trustees of the British Association of Oral and Maxillofacial Surgeons shall be the President, the Vice-President, the Immediate Past President, the Honorary Secretary and the Honorary Treasurer. All Trustees shall be voting members of Council for the tenure of their trusteeship.

#### **5 Income and Property**

- 5.1 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.

#### **6 Liability of members**

- 6.1 The liability of the members is limited.

#### **7 Undertaking to contribute in the event of wind up of the Association**

- 7.1 Every 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 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 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.

#### **8 Distribution of Assets**

- 8.1 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 4 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.

Amended June 2015(formatting)

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**Articles of Association of**

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## **1 General**

- 1.1 In these Articles the following phrases are defined:
- 1.1.1 “the Act” Means the Companies Act 1985 and any statutory modification or re-enactment thereof for the time being in force;
  - 1.1.2 “the Association” means the above named Company;
  - 1.1.3 “the Council” means the Council of the Association constituted in accordance with these Articles;
  - 1.1.4 “the Office” means the registered office of the Association;
  - 1.1.5 “the Seal” means the common seal of the Association;
  - 1.1.6 “the British Isles” means England, Northern Ireland, the Republic of Ireland and Scotland
- 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.

## **2 Membership**

- 2.1 The subscribers to the memorandum and association 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.
- 2.2 There shall be 8 classes of membership, namely:
- 2.2.1 Fellows
  - 2.2.2 Associate Fellows
  - 2.2.3 Fellows in Training
  - 2.2.4 Junior Trainees
  - 2.2.5 Members
  - 2.2.6 Honorary Fellows
  - 2.2.7 Retired Fellows
  - 2.2.8 Retired Associate Fellows
- 2.3 Are together referred to in these Articles as “members”

## **3 Fellows**

- 3.1 Fellows shall be either:
- 3.1.1 Those Fellows current on the membership list on 22 June 2011
  - 3.1.2 Or (for applicants to Fellowship after 22 June 2011)

- 3.2 Those, subject to approval by Council, who are engaged predominantly in surgical practice within the British Isles
- 3.3 Those whose name appears on the specialist lists of Oral and Maxillofacial Surgery or Oral Surgery held by the General Medical or the General Dental Councils.
- 3.4 Fellows shall be entitled to hold office and act as Trustees of the Association.
- 3.5 Should a Fellow leave the British Isles and continue in the practice of Oral and Maxillofacial Surgery or Oral Surgery then he/she may remain a Fellow of the Association subject to approval by the Council.
- 3.6 A Fellow who remains in active practice but not predominantly in surgical practice and who wishes to remain a Fellow of the Association must seek approval from the Council.

#### **4 Associate Fellows**

- 4.1 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 are employed either in a career grade post in hospital or as a specialist practitioner in primary care
  - 4.1.3 are not eligible to apply for Fellow status under Article 3 above.
- 4.2 Should an Associate Fellow leave the British Isles and continue in surgical practice then he/she may remain an Associate Fellow of the Association subject to approval by Council.
- 4.3 An Associate Fellow who remains in active practice but not predominantly in surgical practice and who wishes to remain an Associate Fellow of the Association must seek approval from the Council.

## **5 Fellows in Training**

- 5.1 Shall be those, subject to approval by Council, who are enrolled on training programmes in Oral and Maxillofacial Surgery or Oral Surgery in the British Isles.
- 5.2 Specialist Officers of the Defence Services of the Crown who have achieved equivalent status shall also be eligible.
- 5.3 A Fellow in Training who ceases to be in approved training but is not eligible to become a Fellow or Associate Fellow should revert to the category of Member.

## **6 Junior Trainees**

- 6.1 Shall be those, subject to approval by Council, who are in a medical or dental training posts or undergraduate studies or research programme on a pathway towards higher training in Oral and Maxillofacial Surgery or Oral Surgery in the British Isles.
- 6.2 Specialist Officers of the Defence Services of the Crown who are working or studying in equivalent posts shall also be eligible.
- 6.3 A Junior Trainee who ceases to be in training but is not eligible to become a Fellow or Associate Fellow should revert to the category of Member.

## **7 Members**

- 7.1 Any registered medical or dental practitioner in the British Isles or from overseas who is interested in Oral and Maxillofacial Surgery and Oral Surgery shall be eligible. In addition those studying for either second or first degrees in medicine or dentistry shall be eligible to become members with student status. Such members studying for a first degree should be sponsored by a local unit.

## **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 Maxillofacial and Oral 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 Associate Fellows**

- 9.1 Shall be Fellows and Associate Fellows who have retired from clinical practice. Retired Fellows and Associate Fellows shall not be eligible to hold office and shall have no voting rights.

## **10 Application for and Election of Members into the Association**

### 10.1 Processing of Applications

- 10.1.1 Applications are sent to the Honorary Secretary will be presented, electronically, to Council in batches.
- 10.1.2 If there are no objections, the members shall be accepted. Any member of Council can ask for an application to be presented to the next meeting of Council
- 10.1.3 It shall be within the power of the Council to elect such persons forthwith.
- 10.1.4 A majority of three quarters of those present at the Council Meeting shall be required.

### 10.2 Candidates for Fellowship

- 10.2.1 Candidates for Fellowship shall fulfil the appropriate conditions laid down in Article 3 Fellows

### Candidates for Associate Fellowship

Candidates for Associate Fellowship shall fulfil the appropriate conditions laid down in Article 4 Associate Fellows.

- 10.2.1 Applications shall be sponsored by one Fellow or Associate Fellow.

### 10.3 Candidates for Fellowship in Training

- 10.3.1 Candidates for Fellowship in Training shall fulfil the appropriate conditions laid down in Article 5 Fellows in Training.
- 10.3.2 Applicants shall be in a post with a National Training Number (NTN) allocated by the SAC in Oral and Maxillofacial Surgery or Oral Surgery.

### 10.4 Candidates for Junior Trainee

- 10.4.1 Candidates for Junior Trainee shall fulfil the appropriate conditions laid down in Article 6 Junior Trainees.
- 10.4.2 Candidates for Junior Trainee including student membership shall submit applications to the Honorary Secretary
- 10.4.3 If verifiable medical or dental registration or other appropriate documentation is provided, it shall be within the power of the Council to elect such persons forthwith.

### 10.5 Candidates for Membership

- 10.5.1 Candidates for Membership shall fulfil the appropriate conditions laid down in Article 7 Members.
  - 10.5.2 If verifiable medical or dental registration or other appropriate documentation is provided, it shall be within the power of the Council to elect such persons forthwith.
- 10.6 Honorary Fellows
- 10.6.1 Any member of the Council may submit a name for consideration at a Council Meeting, this being recorded in the minutes and included in the agenda of the following Council Meeting when a vote will be taken.
  - 10.6.2 In order to be successful a candidate must obtain a favourable vote from all the Council members present together with a favourable vote in writing from every Council member who is unable to attend.
  - 10.6.3 Successful candidates shall be invited by the Honorary Secretary on behalf of the President and Council to accept Honorary Fellowship of the Association.
  - 10.6.4 Honorary Fellows shall not be required to pay annual subscriptions.
- 10.7 Retired Fellows and Associate Fellows
- 10.7.1 Fellows and Associate Fellows may apply in writing to the Honorary Secretary in accordance with Article 8. A reduced annual subscription will be payable.

## **11 Subscriptions**

- 11.1 The cost of the journal is included in the annual subscription.
- 11.2 All members on election shall pay a first annual subscription, the rate being determined by the category of membership.
  - 11.2.1 On subsequent change in category of membership or in the subscription rate, the revised subscription rate shall apply from the first day of the Financial Year of the Association.
- 11.3 All subscriptions shall be paid by the end of each financial year of the Association.
- 11.4 The Council may revise the date and rate of subscription not less than 3 months before the start of the relevant financial year.
- 11.5 Any member of the Association whose subscription is more than 12 months in arrears and who has been notified thereof shall cease to belong to the Association.
  - 11.5.1 Reinstatement shall be possible with the consent of the Council after formal application and payment of arrears have been made.
  - 11.5.2 Payment of arrears may be waived at the discretion of the Council if extenuating circumstances exist.
- 11.6 A member shall not enjoy any of the privileges of membership of the Association until the annual subscription for the current financial year and any arrears of previous annual subscriptions have been paid.
- 11.7 No Fellow, Associate Fellow or Fellow in Training shall be entitled to exercise any voting rights unless the full annual subscription has been paid.

## **12 Cessation of Membership**

- 12.1 A member (including an Honorary Fellow) shall cease to be a member of the Association in the following circumstances:-
  - 12.1.1 If formal resignation in writing is given to the Honorary Secretary of the Association.
  - 12.1.2 If membership is terminated for reasons contained in Article 14 Cessation of Membership.
  - 12.1.3 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.
  - 12.1.4 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.
    - 12.1.4.1 In default of such resignation the question of expulsion from the Association shall be submitted to a Special General Meeting or to the next General Meeting whichever is the sooner to be held within 3 months of the date of such notice.
    - 12.1.4.2 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 Fellows, Associate Fellows and Fellows in Training present shall vote for expulsion the individual concerned shall cease to be a member of the Association.

12.1.4.3 At such a meeting a quorum of 40 Fellows, Associate Fellows and Fellows in Training must be present and voting shall be by secret ballot.

### **13 Role and Outline of Council**

13.1 Subject to the provisions of the Act and the Memorandum and Articles of Association the business of the Association shall be managed by the Council who may exercise all the powers of the Association and be its executive body.

13.2 No alteration of the Memorandum and Articles shall invalidate any prior act of the Council.

13.3 Council shall consist of the following voting members:

13.3.1 President

13.3.2 Vice-President

13.3.3 President Designate

13.3.4 Immediate Past President

13.3.5 Honorary Secretary

13.3.6 Honorary Treasurer

13.3.7 Editor

13.3.8 Six Fellows

13.3.9 Consultants and Specialists' Group Representative

13.3.10 Consultants and Specialists' Group Deputy Representative

13.3.11 Two Associate Fellows

13.3.12 Two Fellows in Training

13.3.13 Junior Trainee & Members Representative.

13.4 In the case of equality of votes the President shall have the casting vote.

13.5 The Chair of Council will chair meetings and will be a non-voting member of Council.

13.6 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.

13.7 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.

### **14 Officers of the Association**

14.1 The Officers of the Association shall be the President the Honorary Secretary and the Honorary Treasurer.

14.1.1 The President shall hold office for a period of one year commencing on the 1st of July

14.1.1.1 The Ceremonial receipt of the President's Medal / badge of office will occur whenever possible within the Summer Annual Scientific Meeting of the same year.

14.1.1.2 In the event of an early or delayed Annual Scientific Meeting the Ceremonial Presidential Handover can still occur at the meeting by mutual agreement of the outgoing and incoming Presidents and is to be encouraged. The Administrative changeover date of the 1st July remains unchanged.

14.1.1.3 In the event of cancellation of the Annual Scientific meeting, the ceremonial exchange of Presidential Medal / badge of office will occur at the first Council meeting after the 1st July of that year. This may be in person or virtually as deemed appropriate under the prevailing circumstances at the time. The Administrative changeover date of the 1st July remains unchanged.

14.1.1.4 All the above apply to the handover of medals and Terms of Office of the President Elect and Immediate Past President.

14.1.1 The Honorary Secretary and Honorary Treasurer shall each hold office for a period of three years commencing on 1<sup>st</sup> January after their election.

#### 14.2 The President

14.2.1 who shall be a Fellow of the Association and have served as an elected member of the Council or Honorary Secretary or Honorary Treasurer (see article 16.3.3) shall be elected by the Fellows, Associate Fellows and Fellows in Training not less than two years before assuming office.

14.2.2 During the ensuing year the title is President Designate and in the subsequent year Vice President.

14.2.3 The immediate Past President shall serve as a member of the Council for one year immediately after their term of office as President expires.

14.2.4 The nomination of a President shall require a proposer and a seconder these being Fellows, Associate Fellows or Fellows in Training of the Association. In each year nominations shall be invited for the office of President. Every nomination shall be sent to the Honorary Secretary.

14.2.5 If more than one candidate is nominated a postal and/or electronic ballot will be held.

14.2.5.1 Voting papers will be issued to each Fellow, Associate Fellow and Fellow in Training within six weeks of the closing date for nominations and shall be returned to the Honorary Secretary by a specified date within six weeks.

14.2.5.2 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.

14.2.6 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. Any other officer of the Association shall be eligible for re-election either to the office from which retirement is due or to any other office.

#### 14.3 The Honorary Secretary and Honorary Treasurer

14.3.1 The Honorary Secretary and Honorary Treasurer shall retire on the 31<sup>st</sup> 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 is a Fellow of the Association and will usually be a past or present Council member.

- 14.3.2 The Honorary Secretary and Honorary Treasurer shall be proposed and seconded at a Council Meeting and elected by a majority of those present.
- 14.3.3 A vacancy for Honorary Secretary and Honorary Treasurer shall be advertised to past and present members of Council and Fellows.
- 14.3.4 A nominee shall be proposed and seconded by voting members of the current council and elected at a Council meeting by a majority of those present. In the event of more than one nomination a secret ballot will be held at the Council meeting.
- 14.3.5 Honorary Secretary and Honorary Treasurer shall not be eligible for re-election to office until one year following the expiration of the previous term of office. In the event of there being no candidate the Council shall co-opt a Fellow under the provisions of Article 19.

## **15 Role of Office Holders within Council**

### 15.1 The President

- 15.1.1 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.
- 15.1.2 The person so presiding shall have an extra casting vote in all cases where the number of votes cast in favour of any proposal of equal to the number of votes cast against such a proposal, whether such votes shall have been cast by a show of hands, a postal and/or electronic ballot or as a result of a poll.

### 15.2 The Honorary Secretary

- 15.2.1 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.

### 15.3 The Honorary Treasurer

- 15.3.1 The Honorary Treasurer or in the event of their absence a member of the Council nominated by the President shall receive subscriptions settle all the accounts from the funds of the Association and present annually the duly audited accounts to the Council and to the Annual General Meeting.

## **16 The Chair and Deputy Chair of Council**

### 16.1 Chair of Council

- 16.1.1 The Chair of Council, who shall be a Fellow of the Association, and will normally have served as a full member of the Council, shall be elected by Council not less than six months before assuming office at the end of the December Council meeting of the same year.
- 16.1.2 Shall be appointed in the first instance as Deputy Chair of Council for a period of 1 year to run in parallel with the out going Chair of Council.
- 16.1.3 The appointment will be made by Council not less than six months before assuming office at the end of the December council meeting at the end of the same year.

16.1.4 A Chair of Council who retires completely from clinical practice during their period of office shall not normally continue in post for more than two years after the date of retirement.

## 16.2 Deputy Chair of Council

16.2.1 The appointment of a (Deputy) Chair of Council shall require nomination of a candidate by a proposer who shall be a Fellow, Associate Fellow or Fellow in Training of the Association.

16.2.2 The nomination shall be supported by two or more Council members.

16.2.3 The Deputy Chair will take over as Chair of Council at the end of one year subject to confirmation by Council at the December meeting. Chair of Council shall normally serve for four years subject to annual review by Council.

16.3 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 British Association of Oral and Maxillofacial Surgeons.

## 17 Co-opting Members to Council

17.1 The Council shall have power to co-opt any member of the Association.

17.1.1 Any person so appointed shall serve only until the next Annual General Meeting which shall have the power to confirm the appointment as permanent provided that the member is a past or present elected member of Council.

17.1.2 A co-opted member of the Council shall have no vote in the deliberations of the Council.

## 18 Election of Members of Council

18.1 General rules for elected members of Council.

### 18.1.1 Duration of membership of Council

18.1.1.1 Elected members of the Council, except the Junior Trainees and Members Representative (JTMR), shall serve as such for a period of three years, starting at 1<sup>st</sup> January in the year after which they were elected or until they are elected as an officer or Honorary Editor or become President Designate. The duration of the JTMR is 2 years.

### 18.1.2 Eligibility

18.1.2.1 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.

### 18.1.3 Nominations

18.1.3.1 Nominations shall be invited for any vacancy on the Council.

18.1.3.2 Every nomination together with the candidate's written consent to stand for election shall be sent to the Honorary Secretary.

18.1.3.3 If more candidates are nominated than there are vacancies a postal and/or electronic ballot will be held.

18.1.4 Voting papers shall be issued to the constituency of that member of Council

- 18.1.4.1 Fellows: All Fellows, Associate Fellows, and Fellows in Training.
- 18.1.4.2 Associate Fellows: All Fellows, Associate Fellows, and Fellows in Training.
- 18.1.4.3 Junior Trainees and Members Rep: Members
- 18.1.4.4 Consultants and Specialist representatives: Fellows.
- 18.1.4.5 Fellows in Training representatives: Fellows in Training.
- 18.1.5 Timing of voting .
  - 18.1.5.1 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.
- 18.1.6** If equal votes are cast.
  - 18.1.6.1 The results of any such postal and/or electronic 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.
- 18.2 Nomination and election of Fellows as Members of Council
  - 18.2.1 Nomination of Fellows as members of the Council shall require a proposer and seconder these being Fellows, Associate Fellows or Fellows in Training.
- 18.3 Nomination and Election of Associate Fellows Representative and Deputy Representative
  - 18.3.1 Associate Fellows representative and deputy representative shall require a proposer and seconder, these being Fellows, Associate Fellows or Fellows in Training.
- 18.4 Consultants and Specialists Representative and Deputy Representative
  - 18.4.1 Nomination of Consultants and Specialists Representative and Deputy Representative (as designated in Article 3) members of Council shall require a proposer and seconder, these being Fellows.
- 18.5 Fellows in Training Representative and Deputy Representative
  - 18.5.1 Nomination of Fellows in Training Representative and Deputy Representative (as designated in Article 5) as members of Council shall require a proposer and seconder, these being Fellows in Training.
- 18.6 Junior Trainee & Members' Representative/ Deputy Representative.
  - 18.6.1 There shall be a Representative and Deputy Representative who will be elected by a majority of Junior Trainees and Members (as designated in Article 6 and 7). The Representative shall be a voting member of Council. They will serve a maximum period of two years in office, the first year as Deputy Representative and a second year as Representative. Whilst Deputy Representative, they will not be a voting member of Council (but may vote in the absence of the Representative).
  - 18.6.2 Nomination of Junior Trainee and Members Representative/Deputy Representative (as designated in Article 6 and 7) as members of Council shall require a proposer and seconder, these being Fellows in Training, Fellows, Associate Fellows, or Junior Trainees/Members.



## **19 Quorum and Functions of Council**

- 19.1 A quorum at a Council Meeting shall consist of eight voting members.
- 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.
- 19.4 The office of a member of the Council shall ipso facto be vacated:
- 19.4.1 if he/she found of unsound mind;
- 19.4.2 if he/she ceases to be a Fellow, Associate Fellow or Fellow in Training of the Association;
- 19.4.3 if by notice in writing he/she resigns office;
- 19.4.4 if he/she becomes bankrupt.
- 19.5 Ordinary Meetings of Council
- 19.5.1 Ordinary Meetings of the Council shall be held quarterly unless the President otherwise directs.
- 19.5.2 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 other than any member who may be outside the British Isles at the time.
- 19.5.3 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.
- 19.5.4 The Council shall have the power to appoint standing or other Sub-Committees as necessary and any other member of the Association may be appointed to these committees. The President, Honorary Secretary, Honorary Treasurer and the Chair of Council shall be members of all such committees.
- 19.6 Emergency Meeting of Council
- 19.6.1 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 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.
- 19.6.2 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.
- 19.7 Minutes of Meetings of Council
- 19.7.1 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.
- 19.7.2 Any minutes of any committee or Sub-Committee of the Association shall be signed by their presiding officer.

19.7.3 All minutes signed as indicated in 21.7.1 and 21.7.2 at the meeting or the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such meetings.

## **20 Meetings of the Association**

20.1 There shall be an Annual General Meeting held once in every calendar year.

### 20.2 Extraordinary Meetings

20.2.1 Extraordinary General Meetings may be convened by the Council 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 Fellows, Associate Fellows or Fellows in Training stating the reasons for which such a meeting is to be called.

### 20.3 Formal Resolutions

20.3.1 A Fellow, Associate Fellow or Fellow in Training of the Association who wishes to move a formal resolution shall give notice in writing to the Honorary Secretary and shall submit a copy of such resolution not less than 42 days before the date of the meeting.

### 20.4 Notice of Meetings

20.4.1 Every General, Annual or Extraordinary Meeting shall be called by at least 21 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.

### 20.5 Quorum at General Meetings

20.5.1 The quorum for any General Meeting shall be 40 Fellows, Associate Fellows or Fellows in Training with Fellows in the majority.

### 20.6 Scientific Meetings

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

### 20.7 Voting At Meetings

20.7.1 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:-

20.7.1.1 The presiding officer or

20.7.1.2 Three Fellows, Associate Fellows or Fellows in Training present

20.7.2 A poll shall be taken in such a manner and at such time as the presiding officer shall direct provided that this shall be within one calendar month from the date of the General Meeting.

20.7.3 If a Quorum is not present

20.7.3.1 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.

20.7.3.2 In the case of a meeting specially convened upon the requisition of Fellows, Associate Fellows or Fellows in Training when a quorum is not present such a meeting shall be dissolved.

20.7.4 Every Fellow, Associate Fellow or Fellow in Training shall have one vote and shall not be permitted to appoint a proxy. No other members shall be entitled to vote.

## 20.8 Surgeons in Training Study Groups

20.8.1 The object of these groups is to foster postgraduate education of Fellows in Training by the organisation of scientific meetings.

20.8.2 Financial assistance from the general funds of the Association may be authorised by the Council from time to time, provided that the accounts are presented annually to the Council and that surplus funds of the group become the property of the Association.

## 21 The Journal

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

21.1.1 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.

21.1.2 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.

### 21.2 The Editor

21.2.1 The Editor shall be a Fellow.

21.2.2 Candidates must be appointed at a Council meeting with the support of a majority of those present.

21.2.3 The term of office for the Editor will normally be five years, based on a formal review process by Council.

21.2.4 The Editor is a voting member of Council.

### 21.3 The Deputy Editor

21.3.1 The Deputy Editor shall be a Fellow. Candidates must 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.

### 21.4 Honorary Assistant Editors

21.4.1 Honorary Assistant Editors shall be Fellows, Associate Fellows or Fellows in Training of the Association, who shall be appointed by the Council. They shall normally serve for a period of three years and may be reappointed for a further period at the discretion of the Council.

21.5 The Journal normally shall be sent free of charge to members.

### 21.6 Material Submitted for Publications

21.6.1 The Editor reserves the right to accept amend or reject material submitted for publication.

21.6.2 The copyright of all contributions presented at meetings of the Association shall be deemed to be the property of the Association until a decision has been made

by the Editorial Sub-Committee with regard to their publication and if the Association should decide to publish them the copyright therein shall remain the property of the Association.

- 21.6.3 If such decision shall not have been taken within 60 days from receipt of a paper by the Editor the author shall be at liberty to publish this paper elsewhere than in the Journal of the Association.

## **22 Subcommittees of the Association**

22.1 The standing orders and terms of reference for each sub-committee are available on the website. The standing orders and terms of reference may be altered by the Council in order to meet the objectives of the Association in accordance with the Memorandum of Association.

22.2 The Endowments Sub-Committee

22.2.1 Oversees the award of clinical and research grants and prizes in accordance with the Memorandum of Association in a manner agreed by the Council

22.2.2 The Endowments Sub-Committee members will be defined by the standing orders of this sub-committee. It would normally include the President, the Vice-President, the Honorary Secretary, the Honorary Treasurer, the Immediate Past Honorary Treasurer, the Editor, the Chair of Council, a lay representative and representatives of Fellows, Associate Fellows, Fellows in Training, Junior Trainees and NFORC/Saving Faces.

22.2.3 The function of the Sub-Committee shall be to recommend candidates to the Council for the award of the Down Surgical Prize, the BAOMS Surgery Prize and any other scholarship, grant or prize, and to supervise the distribution of available monies in accordance with the Memorandum of Association in a manner agreed by the Council from time to time.

22.3 Norman Rowe International Educational Foundation (NRIEF)

22.3.1 Promotes international educational activity and training aimed at the needs of developing and post-conflict countries.

22.4 Consultants and Specialists Committee

22.4.1 The Consultants and Specialists Committee will advise the Council on matters related to all aspects of professional practice in Oral and Maxillofacial Surgery in the British Isles

22.5 Fellows in Training

22.5.1 The Fellows-in-Training Committee will advise the Council on matters related to higher training in Oral and Maxillofacial Surgery in the British Isles

22.6 Junior Trainees

22.6.1 will advise the Council on matters related to training prior to higher training in Oral and Maxillofacial Surgery in the British Isles

## 22.7 Associate Fellows

22.7.1 will advise the Council on matters related to non-consultant career grade matters in Oral and Maxillofacial Surgery in the British Isles

22.8 Other sub-committees, working groups or collaboratives may be created to address specific needs or issues

22.8.1 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 Financial Matters

### 23.1 Cheques and Transfers

23.1.1 Generally, 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.

### 23.2 Financial Year

23.2.1 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.

### 23.3 Surplus Funds

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

### 23.4 Travelling Expenses

23.4.1 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.

## 24 Dissolution of the Association

### 24.1 Resolution for Dissolution of the Association

24.1.1 A resolution must be placed before the Annual General Meeting and passed by a majority of three quarters of the Fellows, Associate Fellows and Fellows in Training present.

24.1.2 The Council shall thereupon or at such future date as shall be specified in such a resolution proceed to realise the property of the Association and discharge all debts.

24.1.3 On dissolution of the Association the remaining funds after payment of debts shall be paid applied or transferred to such charitable purposes in accordance with Article 8 of the Memorandum of Association and as the Council shall determine.

## **25 Alteration of the Constitution**

- 25.1 The provisions of these Articles of Association may be altered from time to time by proposals passed by a majority of the members of the Council of the Association attending and voting at a meeting of the Council.
- 25.1.1 Any proposals to alter these Articles of Association shall stand adjourned until the next General meeting when details of any alteration shall be given in the notice of that meeting.
- 25.1.2 A majority of three quarters of Fellows, Associate Fellows and Fellows in Training of the Association shall be required for any alteration of the Articles voting either in attendance at the meeting or by post/electronically in the event of a postal and/or electronic ballot being demanded under Article 22.7.2

## **26 Notices**

- 26.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing.
- 26.1.1 Every 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.
- 26.1.2 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.
- 26.1.3 The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at their registered address or by leaving it at that address or by sending a message electronically.
- 26.1.4 A 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.
- 26.1.5 Proof that an envelope containing a notice was properly addressed prepaid and posted or acknowledgement of receipt of the electronic communication shall be conclusive evidence that the notice was given. A notice posted to an address within the British Isles shall be deemed to be given after the expiration of 2 clear days after the envelope containing it was posted. A notice posted to an address outside the British Isles shall be deemed to be given after the expiration of 7 clear days after the envelope containing it was posted.

## **27 Standing Orders**

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

Amended at AGM on 3 July 2019 (Articles 18.1.2.1, 22.2.2, 22.8 and 22.8.1)

Amended at AGM on 8 October 2021 (Articles 14.1.1, 14.1.1.1, 14.1.1.2, 14.1.1.3, 14.1.1.4)