

RULES OF THE IRISH DENTAL ASSOCIATION



1. TITLE

The name of the Union is "The Irish Dental Association" and is hereinafter referred to as "the Union".

2. REGISTERED OFFICE

The Registered Office of the Union shall be at Unit 2 Leopardstown Office Park, Sandyford, Dublin 18, which shall be the place of meeting for the business of the Union unless otherwise determined.

3. PRINCIPAL OBJECTS

The objects of the Union shall be:

- 3.1 To secure the organisation of persons engaged in the practice of dentistry, in accordance with the Dentists Act 1985, any statutory amendment thereof or any extending or replacing Acts.
- 3.2 To negotiate and settle all matters pertaining to the practice of dentistry with all parties on behalf of the members and to avail of any lawful means in pursuit of the same.
- 3.3 To represent the dental profession in all dealings and negotiations with government, the Department of Health, the Health Service Executive (HSE) and other relevant bodies.
- 3.4 To cultivate and promote the art and science of dentistry and all its collateral branches.
- 3.5 To maintain the honour and integrity of the profession.
- 3.6 To cultivate and promote the well-being of the Irish people through the attainment of optimum oral health.
- 3.7 To procure for and ensure the maintenance of just and reasonable terms of employment and proper remuneration of its members and generally to promote the honour and interest of the dental profession.
- 3.8 To regulate the relations between members and employers, between members and members or between employers and employers, or the imposing of restrictive conditions on the conduct of the members and the provision of benefits to members.
- 3.9 Promote or oppose legislation pertaining to the practice of dentistry or related disciplines and co-operate with other bodies where necessary or expedient to do so.
- 3.10 To promote and encourage continuing dental and oral research.
- 3.11 To enlighten public opinion on matters relating to oral hygiene, dental prophylaxis, general oral health and dental services available.
- 3.12 To consider all subjects affecting the interests of the profession or appertaining to dental and allied sciences.
- 3.13 To cultivate a generous professional spirit among dental practitioners.
- 3.14 To represent and defend the collective will, viewpoint and purposes of members.
- 3.15 To promote and foster good relations with kindred professional organisations and bodies; to enter into such agreements or working arrangements with other groups as may be considered desirable.
- 3.16 To encourage the observance of standards of ethics in relation to the practice of dentistry in all its aspects.
- 3.17 To provide such benefits for its members as the Union in general shall recommend and direct. All benefits provided by the Union shall be available to members equally, subject only to compliance with such particular conditions as may be determined by the Council in relation to such benefits.
- 3.18 To publish or promulgate information by means of a periodical journal or through the media or any other suitable means.
- 3.19 To make application to the relevant body for any statutory or other privilege, exemption, limitation or licence of any nature which shall be of benefit to the organisation or members.
- 3.20 To raise such funds as shall be required for the efficient administration of the organisation by levying subscription on the members or any other such means as shall be determined.
- 3.21 To make such bye-laws and regulations as shall be necessary for the internal administration of the Union and to govern and regulate its relationship with other bodies and individuals.
- 3.22 To purchase, take or lease, exchange, hire or otherwise acquire real and personal property and any rights or privileges necessary or convenient for the purpose of the Union.
- 3.23 To sell, improve, manage, develop, lease; mortgage or charge, dispose of, turn to account or otherwise deal with all or any of the property or assets of the Union.
- 3.24 To borrow any monies required for the purpose of the Union upon such terms and upon such securities as may be deemed suitable or without such securities and to make, accept and endorse cheques, promissory notes, bills of exchange and other negotiable instruments.
- 3.25 To do all such other lawful things as may be incidental or conducive to the promotion or implementation of the foregoing objects or any of them.

- 3.26 To do all such other acts permissible to a Trade Union under the Trade Union Acts.
- 3.27 To comply with all legal requirements under the Trade Union Acts, including the following:
- (a) to notify the Registrar of Friendly Societies of any changes of address of the Registered Office of the Union; and,
 - (b) to notify the Registrar of Friendly Societies of any Rule amendments; and,
 - (c) to furnish the Registrar with Annual Returns of the Union before June 1 each year.
- 3.28 To promote the education of persons engaged in the practice of dentistry, in accordance with the Dentists Act 1985, any statutory amendment thereof or any extending or replacing Acts through the organisation and provision of lectures, seminars, fora, courses and publication of materials in relation thereto and in publication of appropriate academic journals.
- 3.29 To fund academic courses and fund participation in such courses including third level or graduate studies courses.

4. MEMBERS

- 4.1 Membership of the Union shall be divided into the following categories:

Full Members

Ordinary Members: Persons whose names appear on the Register of Dentists for Ireland and who are in practice in Ireland and who are admitted to membership.

Life Members: Persons who have been members of the Union for 30 years or more and have attained the age of 65, admission shall be at the discretion of the Management Committee.

Other members

Honorary Members: The Management Committee may, subject to these Articles, elect as Honorary Members, persons of such standing and experience as makes it desirable in the opinion of the Union that they should be members of the Union. Honorary Members shall not be liable to pay any entrance fee or subscription.

Associate Members: Persons whose names do or do not appear on the Register of Dentists for Ireland and who are not in practice in Ireland but who are dental practitioners registered with the relevant authorities in another jurisdiction and who are admitted to membership.

Student Associate Members: Any full-time dental student attending a Republic of Ireland dental school. A Student Associate Member shall be entitled to attend general meetings of the Union but shall not hold any office with the Union or be entitled to vote at such meetings.

Non-Registered Retired Members: Persons who have retired, are over 60 years of age, have resigned from the Dental Register, and who have been an Ordinary Member or Associate Member for at least 10 years immediately preceding their retirement are eligible to become Retired Members. They are entitled to attend General meetings but shall not hold any office with the Union or be entitled to vote at such meetings.

4.2 Wherever the term "Member" is hereinafter used without qualification it shall be taken as applying to Full Members, i.e., both Ordinary Members and Life Members irrespective of category.

4.3 Membership shall not be transferable by a member's own act or by operation of law.

4.4 Applications for membership of the Union shall be made to the Council of the Union in writing in such form and containing such information as the Management Committee may from time to time prescribe. The Management Committee shall have the absolute discretion in determining whether to accept or reject any application for membership as recommended by Council and shall not be bound to assign any reason for its decision. Upon election of any person as a member of the Union the Honorary Treasurer shall thereupon enter his or her name in the Register of Members of the Union. The benefits of membership shall only accrue from when a candidate's application for membership has been sanctioned by the Management Committee and he or she has paid the annual subscription as determined from time to time by the Management Committee.

Removal of Members

4.5 A member shall be at liberty by notice in writing to resign his/her membership on payment of all moneys due from him/her to the Union. Any member may resign from membership of the Union, after returning to the Union's office his/her membership Certificate (if any) and all books or other property of the Union in his/her custody by delivering to the registered office a notice in writing signed by himself or herself, stating that he/she resigns his/her membership of the Union.

4.6 Any member who is convicted of any criminal offence, considered by the Management Committee to bring the member or the Union into disrepute, shall, on a Resolution to that effect, passed by the Management Committee at a meeting duly convened with notice of intention to consider the case, at which not less than four of the Management Committee are present, have his/her name struck off the Register of Members and shall cease to be a member accordingly. Council may recommend the removal of a member in accordance with these Rules or such bye-laws as may be adopted.

4.7 A member may be suspended from membership or expelled altogether for conduct prejudicial to the interest of the Union by a vote of two-thirds majority of the Management Committee present and voting. Such member shall be given 14 days' notice of the Meeting at which an

enquiry will be held and shall be allowed to submit a defence and have the right to attend with his/her witnesses and to be represented by counsel or a solicitor at the meeting. Further, she/he shall have a right of appeal to the next Council Meeting, if within 14 days of the Council's decision to suspend or expel him/her, she/he informs the Honorary Treasurer of his/her intention to appeal.

- 4.8 The liability of the members who shall withdraw or be removed from the Union to pay any subscription or other sum which has become due from him/her prior to his/her withdrawal or removal shall not cease on his/her withdrawal or removal and the Union may take such proceedings as shall be necessary for the recovery of such subscription or other sum.
- 4.9 A person who has been deprived of their membership under any of the provisions of these articles may be re-admitted by the Management Committee, following consultation with the Council at any time and upon such conditions as it may make.

5. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 5.1 Entrance fees and annual subscriptions shall be such as the Management Committee may determine at the final meeting in each calendar year following consultation and deliberation by Council.
- 5.2 Subscriptions shall be paid by all the Members to the Honorary Treasurer at the Registered Office of the Union.
- 5.3 It shall be competent for any Regional Committee or Group offering special privileges to its Members to require a special subscription from those Members who avail themselves of such special privileges.
- 5.4 Honorary Members shall not be liable to pay any entrance fee or subscription.
- 5.5 No application for election to ordinary membership shall be considered unless accompanied by the appropriate entrance fee and/or annual subscription, and is otherwise in accordance with the requirements herein or in such Union bye-laws as may be adopted from time to time. No election shall become effective unless these provisions have been fulfilled.
- 5.6 The annual subscription shall be due on the first day of January in each year for the year then beginning.
- 5.7 If any member fails to pay their subscription within one calendar month of its becoming due from him/her, the Honorary Treasurer shall serve them with a notice to the address last notified (or the address for which the Member is registered) to the Union that he/she is in arrears, and in the event of non-payment by March 31, the member shall have all rights and privileges of membership suspended and the member shall not be entitled to assert or exercise any rights of membership whatsoever.

Contributions from DTBS deductions or similar without any additional payment will not prevent forfeiture of membership and will be repaid when the member's name is removed from the Register of Members of the Union.

- 5.8 In the event of non-payment by February 28th, the Member shall cease to be a Member of the Trade Union on March 1st, but shall be deemed to continue to be a Member thereof for one month after such cesser, and the Member shall forfeit and lose all rights and privileges of membership from April 1st, (as required by Section 12(1)(d) of the Trade Union Act, 1941).
- 5.9 The Management Committee may at its absolute discretion waive the entrance fee, reduce or remit the annual subscription, or the arrears of annual subscriptions of any member.

6. ELECTION OF MEMBERS TO COUNCIL

- 6.1 At each Annual General Meeting one of the Elected Council Members, whose term of office is three years, shall retire from office. The following provisions shall apply:
- 6.1.1 The Elected Council Member to retire shall be that person in office for the longest unbroken period and this shall be determined at least eight weeks before the scheduled date of the next Annual General Meeting. As between those in office for an equal period, the matter shall be decided by lot, unless such Elected Council Members agree unanimously as to who shall retire.
- 6.1.2 Elected Council members shall on retirement, be ineligible for re-election to Council until one calendar year at least has elapsed from their effective date of their retirement.
- 6.2 Council members may serve for five years continuously and having so served shall be ineligible thereafter for re-election to Council for a period of one year, except for re-election as an Honorary Officer.
- 6.3 Election of Members to the Council by the Union shall take place by a postal ballot of the members of the Union entitled to be present and vote at the Annual General Meeting. All national ballots approved by the Council of the Union in respect of the election of members to Council are to be conducted by an independent agency, (such as the Union's Auditors or Solicitors, or a Notary Public). Such ballot shall be completed not earlier than 30 days before the date of such General Meeting and the results shall be announced at the Annual General Meeting and posted on the Union's website. A member of the Council elected by ballot shall be deemed to have commenced their period of office on the date of the relevant Annual General Meeting.
- 6.4 All ballots that are approved by Council of the Union shall be conducted according to these Rules and such bye-laws as may be adopted.

- 6.5 The Council shall have power at any time, and from time to time, to appoint any person to fill a casual vacancy amongst the Council Members, but any person so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election.
- 6.6 At each Annual General Meeting all co-opted Council Members still then in office shall retire and, (subject as hereinafter mentioned), shall be eligible for re-appointment as a co-opted Council Member or for election as an elected Council Member, subject to the provisions of Rule 6.2 above.
- 6.7 The members for the time being of the Council may act notwithstanding any vacancy in the membership or numbers of Council. Provided always that if the number of members of the Council shall at any time be or be reduced to less than eight, it shall be lawful for the members for the time being to act as the Council for the purpose of (a) recommending persons to membership of the Union, (b) filling up vacancies in the Council or (c) calling a General Meeting of the Union, but not for any other purpose.
- 6.8 Council may invite representative(s) of Group(s) to attend Council meetings but without affording them the rights of members of Council, and in particular, voting rights.
- 6.9 A member of the Council shall cease to hold office:
- 6.9.1 if, by notice in writing to the Honorary Treasurer, she/he resigns his/her office;
- 6.9.2 if she/he retires automatically by virtue of the operation of these Rules or otherwise in accordance with these Rules;
- 6.9.3 if she/he is requested in writing by all the other members of the Council, or by the Honorary Treasurer, for or on behalf of all other members of Council, to resign;
- 6.9.4 if she/he ceases to be a member of the Union;
- 6.9.5 if she/he is removed from office by a Resolution of the Union in General Meeting;
- 6.9.6 if she/he becomes of unsound mind; and,
- 6.9.7 if convicted of any criminal offence, considered by the Management Committee to bring the member or the Union into disrepute on a Resolution to that effect, passed by the Management Committee at a meeting duly convened in accordance with the provisions of the Rules of the Union.
- 7.1 Appointment of President Elect:
- 7.1.1 (i) Subject to 7.1.1(ii) Council shall nominate the President Elect.
- (ii) Every third year Council shall invite all the Regional Committees as recognised by Council to submit candidates drawn from within their Membership to Council for nomination by Council (which may determine the criteria which a member must meet in order to be nominated and such further criteria to be met by a Regional Committee in order to make a nomination). Only those candidates submitted by the Regional Committees and meeting the criteria determined by Council may be nominated by Council or go forward to a ballot of the National Memberships of the Union (in the event of there being more than one member submitted).
- (iii) Every third year, if more than one individual is submitted by the Regional Committees (meeting the criteria set by Council) the President Elect shall be selected from the candidates so submitted by a ballot of the National Membership of the Union. Subject to this Rule the President Elect shall be nominated directly by Council.
- 7.1.2 In the event the Regional Committees are invited to submit a candidate to be nominated as President Elect, and fail to do so, Council shall nominate the President Elect.
- 7.1.2 The candidate nominated directly by Council will then be ratified by the AGM or an Extraordinary General Meeting of the Union.
- 7.1.3 The member ratified by this General Meeting is then duly appointed as President Elect of the Union for the period to the following AGM when she/he will be installed as President.
- 7.1.4 When a Regional Committee is submitting a nominee for President Elect this Committee must:
- (a) advise, in writing, all members of the Regional Committee of its intention to nominate; and,
- (b) afford each member of the Regional Committee an opportunity to propose and second a candidate in writing.
- 7.1.5 Any proposed candidate must have a broad base of experience within the Union and meet the criteria set down by Council. The name of any proposed candidate will go forward to the Committee of the relevant Regional Committee which will, by a majority vote, submit their candidate for President Elect. This candidate shall come from within the membership of that specific Regional Committee.
- 7.1.6 In the case of a candidate for President Elect, who is nominated by Council, they shall be deemed to be appointed and their appointment shall be announced at the AGM.

7. APPOINTMENT OF HONORARY OFFICERS/DIRECTORS

All Officers (other than the President Elect who shall be appointed in accordance with Rule 7.1 below) shall be nominated by Council and such nominations shall be ratified at an Annual General Meeting or at an Extraordinary General Meeting.

7.1.7 Any accidental omission or failure on the part of the Union or any Officer of the Union to comply with any provision of these Rules, in any respect, shall not on that account invalidate any act or deed done.

7.2 The outgoing President shall be the Vice-President from the termination of his/her period of office as President until the next succeeding AGM.

7.3 The Honorary Treasurer shall be nominated by Council and in accordance with the procedures laid down as follows:

Council shall seek nominations from the general membership in the first instance. In the event of no nominations received, Council will nominate a member to the appointment. The appointment of the Honorary Treasurer shall be ratified, (or not), by a simple majority vote of the members present and entitled to vote at the AGM or a Special General Meeting. Prior to his/her appointment as Honorary Treasurer, the Honorary Treasurer Elect will serve as assistant to the incumbent Honorary Treasurer, (and shall be known as the Honorary Treasurer Elect), for a period of one year before taking office, which period of office as Honorary Treasurer respectively shall be for a period of two years.

7.4 The outgoing President and other outgoing Honorary Officers shall retire from their duties of their offices at the termination of their period of office which shall be at such time and place as their successor in office is elected and the incoming Honorary Officers shall thereupon assume office.

7.4.1 The Officers shall not be eligible for re-election as an Honorary Officer until a period of at least one calendar year has elapsed since the termination of their term of office. Council may waive this Clause, subject to a secret ballot of Council members resulting in a three-quarters majority of Council members recommending such action.

7.4.2 All Honorary Officers must be fully paid up members of the Union at the time of their election.

7.4.3 In the event of an Honorary Officer post becoming vacant for any reason the Council shall nominate a person to fill the position and this nomination shall be ratified by the Management Committee.

7.4.4 A member nominated for any office post in the Union must sign a declaration to abide by all democratic decisions, (in word and action), taken during their period in the post.

8. CONSTITUTION AND ROLE OF THE COUNCIL AND MANAGEMENT COMMITTEE OF COUNCIL

8.1 The Council shall consist of:

Ex-Officio Members, vis:

The Honorary Officers:

- the President;
- the Vice-President;
- the President Elect; and,
- the Honorary Treasurer.

Other Council Members:

- the nominee of the General Practitioners Group;
- the nominee of the HSE Dental Surgeons Group of the Irish Dental Association; and,
- the Honorary Treasurer Elect as the case may be.

Other members of Council

- The Editor for the time being of the *Journal of the Irish Dental Association*.

Elected Members, vis:

- Members, not exceeding three in number, hereinafter referred to as "Elected Members", elected pursuant to the Rules or such bye-laws as may be adopted, by the Members.

Representative Members, vis:

- a representative of each Regional Committee, (with the exception of the Metropolitan Committee, which shall have two members), appointed pursuant to the Rules or such bye-laws as may be adopted, by the Regional Committee;

- one representative of the HSE Dental Surgeons Group of the Irish Dental Association;

- two representatives of the General Practitioners Group;

- one representative from the Quality and Patient Safety Committee; and,

- one representative from the Continuing Professional Development (CPD) Committee.

IAC Members, vis:

- A representative of the International Affairs Committee (IAC) appointed delegation.

Co-opted Members, vis:

- Council may co-opt up to three members in any one year, who shall be members of Council until:

- (a) the meeting before the next Annual General Meeting of Members; or,
- (b) for such time as may be decided by Council, whichever shall be the lesser.

8.2 The Council, which is in office at the time when these Regulations come into operation shall, until the next succeeding Annual General Meeting continue to be constituted in accordance with the Rules or such bye-laws as may be adopted in force.

8.3 The Council of the Union shall have vested in it the overall control over general policy implementation in accordance with the Rules and Policy formulated by the Annual General Meeting.

8.4 The functions of the Council shall, subject to the provisions of 8.3 be:

- (a) to initiate, conduct, monitor and co-ordinate the business of the Union as it pertains to policy or political matters in accordance with the Rules of the Union, the objectives and Mission Statements of the Union and the mandate of the Annual General Meeting and to delegate such activities to such Committee or Committees as it deems appropriate;
- (b) to approve strategies for the implementation of policies approved by the Annual General Meeting;
- (c) to monitor the implementation of motions passed at Annual General Meeting;
- (d) to formulate and determine the policy of the Union (but at all times having due regard to the previous policy as determined by the members in Annual General Meeting) and to propose policy motions to the Annual General Meeting;
- (e) to consider reports from the Management Committee of the Union;
- (f) to deal with and decide on exceptional items referred to it by the Management Committee of the Union;
- (g) to make and amend where appropriate, bye-laws as may be deemed necessary;
- (h) the Council shall receive and review reports from Members, Groups and Committees of the Union and make recommendations to the Annual General Meeting as necessary;
- (i) the Council may arrange for the publication in any manner which they may deem advisable of such papers, documents and publications as are considered by the Council to be likely to advance a knowledge of dentistry and otherwise further the objects of the Union;
- (j) the Council may at any time summon a meeting of the general membership with the object of discussing informally and sourcing the views and/or recommendations of the Members as to the affairs of the Union but no motion made or vote taken at such meeting shall bind the Council in any way;
- (k) the Council may arrange for the participation, union, alliance, or incorporation of any Society with the Union, provided that such participation, union, alliance or incorporation shall be sanctioned by a General Meeting; and,
- (i) for the proper functioning of the Union, the Council shall have power to establish from time to time Standing Committees composed of members of the Union and if necessary non-members of the dental profession and furnish them with such directions and terms of

reference as it deems fit. The Council shall also have the power to wind up such Standing Committees.

- 8.5 Members of a Regional Committee/Group or committee other than members of the Management Committee may appoint a proxy, such proxy being a member of that committee/or group the Council member represents, to attend Council meetings other than meetings of the Management Committee, provided always that such proxy attending shall be entitled to a vote.

9. PROCEEDINGS AND DUTIES OF COUNCIL

- 9.1 The Council shall be consulted whenever appropriate, (having regard to the urgency of any given situation), on the management of the property and affairs of the Union, by the Management Committee of the Union.
- 9.2 The Council shall meet together as often as the business of the Union may require, but in any event not less than four times a year. Unless otherwise determined, eight members of Council shall constitute a quorum.
- 9.3 The President of the Union shall preside at all meetings of the Council or, in his or her absence, the Vice President or in his or her absence, the President Elect shall preside. In the event of all these being absent, a member chosen by the members present shall preside.
- 9.4 On the request of the President or upon requisition from not less than one-third of the Council the Honorary Treasurer shall, at any time, summon a Meeting of the Council, by notice served upon the several Members of the Council at their registered addresses in Ireland.
- 9.5 At any meeting of the Council each Member of the Council present shall, save as hereinafter mentioned, have one vote, and except as may be specified, a simple majority vote shall decide. In cases of equality of votes the President shall have a casting vote in addition to his or her personal vote. Voting shall be by secret ballot if any two members present so demand.
- 9.6 Any Member of the Council who shall be personally concerned in a question under consideration shall withdraw during the discussion and determination of same, having been afforded an opportunity to speak on the matter before withdrawing.

10. MANAGEMENT COMMITTEE

- 10.1 The Management Committee of the Union (hereinafter the "Management Committee") shall be composed of:
- (i) the President of the Union;
 - (ii) the Vice President;

- (iii) the President Elect;
 - (iv) the Honorary Treasurer;
 - (v) the Nominee of the General Practice Group;
 - (vi) the Nominee of the HSE Dental Surgeons Group;
 - (vii) two external independent non-executive Directors (having established technical experience in the areas of governance, finance, audit, remuneration and risk assessment); and,
 - (viii) in the final year of the Honorary Treasurer's term of office the Honorary Treasurer Elect shall sit on the Management Committee.
- 10.2 (a) The Management Committee shall deal with oversight of the day to day corporate, operation and financial issues and strategies in accordance with the Rules, Codes of Practice and Policies formulated by the Annual General Meeting.
- (b) The functions of the Management Committee shall be:
- (i) to take all major operational decisions;
 - (ii) to direct the work and monitor the performance of the Chief Executive Officer;
 - (iii) to agree and monitor annual budgets;
 - (iv) to act as forum to which the Chief Executive Officer reports;
 - (v) to report to Council, through the President and the Honorary Treasurer, on a quarterly basis;
 - (vi) to monitor and supervise the implementation of AGM and Council policy;
 - (vii) to monitor the Union's publishing operations;
 - (viii) to be the forum for liaison between the Groups/Regional Committee and to respond to proposals from the Groups/Regional Committees either by direct action or through formulating proposals to Council;
 - (ix) to act as a forum for decisions on all Union business not specific to individual Groups/Regional Committees or their Contracts of Employment;
 - (x) to perform such other business as the AGM or Council shall dictate;
 - (xi) to determine, from time to time, the Terms and Conditions applicable to the Chief Executive Officer;
 - (xii) to consider exceptional financial items which are outside agreed annual budgetary provisions on the recommendation of the Chief Executive Officer; and,
 - (xiii) to decide on the appointment of the Chief Executive Officer and make all arrangements in connection therewith.
- 10.3 The President of the Union shall preside as Chairman at every meeting of the Management Committee or if she/he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President or President Elect shall preside, if none of these are present the meeting shall elect one of their number there present to preside.
- 10.4 The Management Committee shall, whenever considered by them to be appropriate, (having regard to the urgency of any given situation), seek to procure the views of and guidance and recommendations of the Council of the Union, (as a body representative of the members) before deciding upon matters of importance or significance.
- 10.5 The quorum for the meeting of Management Committee shall be four.
- 10.6 Any member of the Management Committee may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Management Committee or any committee thereof or in connection with the business of the company, but shall not be paid any remuneration. This shall not preclude the payment of any honorarium or monetary compensation payments of any nature by the Union to any member in recognition of services rendered by the member to the Union and/or financial loss suffered by any member, by reason of their services to the Union.
- 10.7 The President shall conduct the business of the Union and be responsible for the persons employed under him/her.
- 10.8 The President may appoint a paid Executive to be termed the Chief Executive Officer and such other paid officers as may appear necessary for the proper conduct of the Union and such officers shall be under the day to day direction and supervision of the President and the general direction and supervision of the Management Committee.

11. GENERAL MEETINGS

- 11.1 The Annual General Meeting of the Union shall be convened in such place and at such time as the Management Committee shall resolve, but every effort shall be made to convene the meeting in the period commencing April 1 and ending May 31.
- 11.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 11.3 The Management Committee may convene an Extraordinary General Meeting and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as may be provided. If at any time there are not within the State sufficient

members of the Management Committee capable of acting to form a quorum, any member of the Management Committee or any two members of the Council may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Management Committee.

Notice of General Meetings

- 11.4 At least 50 days before the date fixed for the Annual General Meeting, the Chief Executive Officer shall advise each member of the date thereof and shall enclose with such notice a form of nomination to the Council for any vacancies arising and seek resolutions for consideration.
- 11.5 All nominations must be returned to the CEO at least 35 days before the date of the Annual General Meeting together with any resolutions which the members wish to have considered at the Annual General Meeting. Such nominations being returned must have the name of a proposer and seconder and an indication from the nominee of their willingness to act. Only members whose subscriptions are fully paid up shall be eligible for election.
- 11.6 The CEO shall send at least 21 days prior to the date of the Annual General Meeting, notice of all motions and proposed nominations to be put before the members at the Annual General Meeting, together with a copy of the financial statements of the Union for the preceding year.

Motions Committee

- 11.7 A Motions Committee shall be appointed each year and shall be comprised of four members – the President, who shall act as the chair of the Committee, the Vice President, who shall act as vice-chair, the chair of the HSE Dental Surgeons Group Committee, and the chair of the GP Group Committee.
- 11.8 The Motions Committee shall consider all motions to be submitted to the AGM of the Union/Association (or to any EGM) and make a determination as to whether they should be put to a meeting or whether such motions will be ruled out of order.
- 11.9 The Motions Committee shall develop and review Guidelines for members on Motions, including the preparation of standing orders to govern the conduct of the AGM to be presented for adoption by a quorate AGM at the commencement of the meeting (subject at all times to Rule 11.17 below and so that, for the avoidance of doubt, determinations of the Motions Committee concerning participation of members at General Meetings by technological means in accordance with Rule 11.17 shall not require prior adoption by a quorate AGM).
- 11.10 In making any determination concerning a motion, and whether such should be put to members or ruled out of order, the Committee shall consider the following:

- the legality of such Motion and whether it is compliant with either existing legislation or the rules of the Union; and,
- to determine if motions on the same topic may become composite motions and develop such motion.

- 11.11 Where a motion is ruled out of order, the Motions Committee shall communicate with members who submitted motions that are ruled out of order and provide such members with the reason why such motions have been deemed to be ruled out of order.
- 11.12 In the event that motions are not heard at an AGM due to time constraints, these motions will be referred back to Council for consideration.
- 11.13 The Motions Committee shall furnish a report to Council prior to each General Meeting and at least seven days before an AGM and in such time as is available before an EGM. A Motion Appeals Sub-Committee of Council shall be convened to consider appeals of any decision made by the Council prior to the AGM and will notify the proposers and seconders of the basis for their decision prior to the AGM.
- 11.14 The decisions of the Motion Appeals Sub-Committee are deemed to be final.

Proceedings at General Meetings

- 11.15 The quorum of any general meeting shall be 30 of those persons entitled to be present and vote thereat. If a quorum is not present within 30 minutes from the time appointed for holding the meeting, the Chairman may declare the meeting postponed to a later date, of which seven days' notice shall be given. If during a meeting a quorum ceases to be present the Chairman may declare the meeting adjourned. Nothing in this Rule shall invalidate any decisions reached while a quorum was present.
- 11.16 The President of the Union shall preside as Chairman at every general meeting of the company, or if she/he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President or President Elect shall preside. If none of these is present the meeting shall elect one of their number there present to preside.

Votes of Members

- 11.17 Only members present in person and entitled to vote, or members who are entitled to vote and who are not present in one place but each of whom is able to participate by such technological means as may be determined by the Motions Committee, shall be entitled to exercise their right to vote at any General Meeting and no member may appoint any person as their proxy. A member taking part in the General Meeting by such technological means shall be deemed to be present in person or at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

AGM

11.18 Each AGM shall consider such motions and amendments thereto as may have been submitted by the Executive Committee, Council, National Group Committees, where supported by a majority of the members of the Management Committee, Council, National Group Committees, as appropriate, or by any individual members, having being duly proposed and seconded, and having been approved for consideration by the Motions Committee.

12. TRUSTEES

12.1 The Council may appoint any person or persons to be Trustee or Trustees of the Union provided however there shall not be less than two Trustees. Any such Trustee or Trustees may be removed by the Council on a Resolution passed by a two-thirds majority vote. A Body Corporate may act as a Trustee of the Union subject to such arrangements made or to be made by the Council and notwithstanding the other provisions of this Rule.

12.2 The property and investments and shareholding of the Union shall be held in the names of the Trustees for the time being of the Union.

12.3 The Trustees shall deal with and dispose of the property and investments of the Union in accordance with the directions of the Council, to be given by a Resolution passed by a two-thirds majority vote of the Council, and a Resolution so passed shall be binding in favour of a purchaser of any of the property or investments of the Union.

12.4 A certificate purporting to be signed by or on behalf of the Trustees and setting out the terms of any such Resolution as aforesaid shall be conclusive evidence in favour of a purchaser that such appropriate direction by the Council has been given in accordance with the requirements of Rule 12.3 upon the sale pursuant to such direction of any property or investments of the Union. The receipt of the Trustees (or their nominee) for the purchase money shall effectually discharge the purchaser therefrom and from being concerned to see to the application thereof or being answerable for the loss or misapplication thereof.

12.5 The Council may obtain loans for the purposes of the Union to such extent, on such conditions, for such periods and at such rates of interest (if any) as they deem expedient and may secure the repayment of such loans and interest thereby by a mortgage, whether legal or equitable, charge or lien on any land, premises or assets of the Union or by deeds of covenant, promissory notes or other forms of security signed and given by the Trustees on a direction of the Council effected by a Resolution as mentioned in Rule 12.3 hereof. A certificate of the Union's security setting out the terms of such Resolutions as mentioned in Rule 12.4 hereof shall be conclusive evidence in favour of a lender as to the authorisation for the said loan and the receipt of the Trustees for the monies so lent shall effectually discharge any such lender in like manner as is set forth in Rule 12.4 hereof.

12.6 If any Trustee being removed from his/her office refuses or neglects to assign or transfer any property of the Union as the Council may direct, such Trustee shall be expelled and cease to have any claim on the Union.

12.7 When a Trustee vacates the office (if any) by virtue of which she/he becomes a Trustee, she/he will automatically cease to be a Trustee and the vacancy so created shall be filled by his/her successor in office.

12.8 The Council shall have power to institute or to direct the institution of legal proceedings or other formal proceedings including arbitrations to promote an object or objects of the Union and may accordingly direct the Trustees to institute legal proceedings against any member or employee of the Union who misappropriates any of the funds or property of the Union.

12.9 The Trustees, for the time being, of the Union shall have the power to invest and deal in any moneys, securities or assets of the Union and oversee the management of such funds as may from time to time be determined by the Council.

12.10 The Trustees may obtain independent professional advice in connection with the discharge of their duties as determined by these Rules.

13. REGIONAL COMMITTEES AND GROUPS

13.1 For the better attainment of the objects of the Union, the country shall be divided into geographical regions as set out in Rule 13.2. The membership in such Regions may be formed into separate local bodies called "Regional Committees", where such Regional Committees meet governance requirements and the minimum activity levels set out by Council in accordance with Rule 13.2(iii). Groups may also be formed by members having a common interest in a field of dentistry.

13.2 (i) A Regional Committee shall comprise of such body of named members, or members within a geographical area or within such other structure or grouping or Union as the Council, on application shall recognise and declare to be a Regional Committee, and a Group shall be such a group of members as hereinafter provided as the Council shall in like manner recognise and declare to be a Group. Each Regional Committee shall have a local area or grouping to be fixed from time to time by the Council.

(ii) The initial Regions shall be:

- (a) Eastern;
- (b) Southern;
- (c) Kerry;
- (d) South Eastern;
- (e) Mid Western;
- (f) Western;
- (g) North Western; and,
- (h) North Eastern.

- The boundaries of which may be determined from time to time by the Council as set out in Rule 13.7.
- (iii) Council shall determine the minimum level of activity required for the Regional Committee to be recognised as a Regional Committee.
- (iv) The Regional Committees shall be required to demonstrate compliance with a Code of Practice for Committees.
- 13.3 Subject to the Rules of the Union for the time being in force, all Regional Committees and Groups shall be so constituted, managed and governed and shall have such powers, rights and privileges and shall be under such obligations as shall be prescribed by or in accordance with such bye-laws as may be prescribed by Council. The bye-laws may provide for contributions, grants and subscriptions to be paid on decision of the Management Committee out of the general funds of the Union to Regional Committees and Groups; and may impose on the members of any Regional Committee or Group such obligations towards the Union and the Regional Committee or Group as to the Council may seem expedient; and may empower any Regional Committee or Group to make any Rules in relation to the affairs thereof and to vary or repeal any such Rules or bye-laws; but the Rules or bye-laws of any Group must be approved by the Council.
- 13.3 The National Group Committees shall be responsible for the management of their affairs within the Union, subject to the Union's Rules.
- 13.4 If, within 60 days after notice of any decision of the Council respecting the area or the Rules or bye-laws of any Regional Committee, or the Rules or bye-laws of any Group, the Regional Committee affected or the Group affected, shall give notice to the Chief Executive Officer of the Union, requiring the matter so decided to be referred to a General Meeting of the Union, the Council shall refer the matter either to the next Annual General Meeting (or to an Extraordinary General Meeting as the Council may determine), and the decision of the Council shall not be carried into effect unless and until it shall be confirmed by the General Meeting to which the matter shall be referred.
- 13.5 At all Regional Committee and/or Group Committee meetings a quorum shall be 50% of the attendees plus one.
- 13.6 It shall rest with the Council from time to time, to determine, recognise and declare by resolution, what bodies of Members shall constitute Regional Committees and Groups or group of members having a common interest in a field of dentistry shall be authorised and what shall be the local area or jurisdiction of each Regional Committee, and accordingly the Council shall have full power from time to time to amalgamate, subdivide and modify Regional Committees or Groups and the local areas thereof respectively or to determine the criteria required to be met in a Region for a Regional Committee to be created. Nevertheless, not less than three months' notice in all cases shall be given to any existing Regional Committee or Group whose boundaries or area or jurisdiction it is proposed to change.
- 13.7 The Management of the affairs of each Regional Committee or Group shall be vested in a Regional Committee or Group Committee. Members of these committees shall be appointed in such manner as the Rules or bye-laws of each Regional Committee or Group shall respectively prescribe.
- 13.8 The Rules or bye-laws of Regional Committees or Groups shall be binding on the members constituting the Regional Committee or Group in reference to which they are made.
- 13.9 The Rules or bye-laws made by Regional Committees or Groups and the repeal or alteration of any Rule or bye-law shall be submitted for approval to the Council of the Union and shall not come into operation unless and until they are approved by Council.
- 13.10 The Rules or bye-laws so made and for the time being in force shall be binding on the Members constituting the Regional Committee/Group in reference in relation to which they are made.
- 13.11 Any Regional Committee may, in addition to the Ordinary Members thereof, admit members who already belong to other Regional Committees. Such members shall be known as and are hereinafter described as "Subscribing Members" and the following provisions shall apply to them:
- (a) Subscribing Members may be Subscribing Members of one or more Regional Committees;
- (b) Subscribing Members shall not be reckoned as Regional Committee Members for the purposes of bye-laws relating to Grants to Regional Committees or Groups;
- (c) any Regional Committee which has one or more subscribing Members shall make Rules for regulating the admission of such Subscribing Members to the Regional Committee, and for specifying the privileges, (if any), and the duties, (if any), of such Subscribing Members; and,
- (d) such Rules, in accordance with the preceding bye-laws hereof shall be submitted for approval by the Council.

14. FINANCE

- 14.1 All funds in the possession of Committees and Sub-Committees or collected, on behalf of the Union, shall be the property of the Union.
- 14.2 The Accounts of the Union shall be audited at least once a year by an Auditor who shall be appointed/nominated to the AGM by the Trustees and who shall be appointed by the Members in General Meeting.
- 14.3 Approved personal expenses incurred by the Members on the transaction of business at the direction of the Council shall be paid out of the funds of the Union.

- 14.4 The books of account and names of the Members may be inspected by every person having an interest in the funds at the office of the Irish Dental Union.
- 16.9 The Council shall have full discretion in relation to organising, participating in, sanctioning or supporting a strike or other industrial action notwithstanding that the majority of those voting in the ballot, including an aggregate ballot referred to in this Rule, favours such strike or other industrial action.

15. CONTINGENCY FUND

- 15.1 An amount of the Union subscription as determined from time to time by the Management Committee shall be set aside and kept separately from the general funds of the Union in a Contingency Fund. Income earned on the assets of the Contingency Fund shall be added to the Contingency Fund, expenditure to maintain and enhance the assets of the Contingency Fund shall be charged to the Contingency Fund. This Fund shall be administered by the Management Committee and shall be used for disputes, including legal disputes, and such purposes as may be determined from time to time by the Management Committee.
- 16.10 The Council shall not organise, participate in, sanction or support a strike or other industrial action against the wishes of a majority of the Union's members voting in a secret ballot, except where, in the case of a ballot by more than one Trade Union, an aggregate majority of all the votes cast favours such strike or other industrial action.

16. STRIKES AND INDUSTRIAL ACTION

- 16.1 The provisions of this Rule shall apply notwithstanding any other provisions contained in these Rules.
- 16.2 Industrial action of any nature, including the withdrawal of labour, may not be undertaken by any member or members except after secret ballot of the Regional Committee or Regional Committee Subsection.
- 16.3 The secret ballot referred to at Rule 16.2 above must show two-thirds of those voting in favour of the action before application to have it sanctioned can be sent to the Council.
- 16.4 The President and Chief Executive Officer shall be informed of all meetings called to consider any form of industrial action and such meetings shall be attended by a full time officer designated by the Chief Executive Officer.
- 16.5 In this Rule the terms "strike" and "industrial action" shall have the same meaning as in the Industrial Relations Act 1990.
- 16.6 In this Rule the term "member" shall have the same meaning as in Rule 4 above.
- 16.7 The Union shall not organise, participate in, sanction or support a strike or other industrial action without a secret ballot, entitlement to vote in which shall be accorded equally to all members whom it is reasonable at the time of ballot to believe will be called upon to engage in the strike or other industrial action.
- 16.8 The Union shall take reasonable steps to ensure that every member entitled to vote in the ballot votes without interference from, or constraint imposed by, the Union or any of its members, officials or employees and, so far as is reasonably possible, that such members shall be given a fair opportunity of voting.
- 16.11 Where the outcome of a secret ballot conducted by the Union or in the case of ballots conducted by the Union and any number of other Trade Unions which are affiliated to the Irish Congress of Trade Unions an aggregate majority of all the votes cast is in favour of supporting a strike organised by another Trade Union, a decision to take such supportive action shall not be implemented by the Union without the sanction of the Irish Congress of Trade Unions.
- 16.12 As soon as is practicable after the conduct of a secret ballot the Union shall take reasonable steps to make known to the members of the Union entitled to vote in the ballot: (a) the number of ballot papers issued; (b) the number of votes cast; (c) the number of votes in favour of the proposal; (d) the number of votes against the proposal; and, (e) the number of spoiled votes.
- 16.13 Nothing in this Rule shall constitute an obstacle to negotiations for settlement of a trade dispute nor the return to work by members of the Union party to the trade dispute and any decision taken in accordance with this Rule to organise, participate in, sanction or support a strike or industrial action may be rescinded or amended without the necessity of a further ballot by the members concerned.
- 16.14 Industrial action must be sanctioned by the Council.

17. AMENDMENT OF THE RULES

- 17.1 The members of the Union may, by Special Resolution at an Annual General Meeting extend, amend or repeal Rules for the time being in force. Notice of such Resolution shall have been proposed by Council or not less than 15 individual members of the Union and notice of which shall be circulated not less than 50 days before the Annual General Meeting.
- 17.2 A Special Resolution means a Resolution which:
- 17.2.1 has been approved by Resolution of Council as evidenced by a copy of such Resolution duly signed by the President; or,

17.2.2 a Resolution signed by 15 Ordinary Members of the Union, which shall state the substance of the amendment which shall be laid before the members of the Union in General Meeting properly convened and held in accordance with the Rules. Such a Resolution shall, if passed by two-thirds of the members at such General Meeting, become a Rule of the Union.

18. DISSOLUTION OF THE UNION

18.1 The Union may be dissolved by a Special Resolution passed as provided by these Rules. Notice of dissolution shall be sent to the Registrar of Friendly Societies within 14 days as required by legislation.

18.2 If upon dissolution of the Union there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Union but shall be given or transferred to some other institution, Union or organisation, jointly or severally, having objects similar to the objects of this Union and which shall prohibit the distribution of its or their income and properties amongst its or their members to an extent at least as great as is imposed on the Union under or by virtue of these Rules. Such institutions, Unions or organisations to be determined by the members of this Union at or before the time of dissolution or in default thereof by a Judge of the High Court and if insofar as effect cannot be given to the aforesaid provision that as the Charities Regulator shall determine.

19. LEGAL ASSISTANCE

19.1 If a member requires to obtain formal legal advices or intends to commence legal proceedings as a Plaintiff or an Appellant, or intends to seek legal advice on any matter or in any forum, and wishes to apply for a grant from the Union in respect of the legal costs of such proceedings or such matter the member shall, before taking any step other than entering a notice of Appeal in the relevant case or such other steps as may be necessary to protect the applicant's legal rights, submit a written request to the Chief Executive Officer for a grant. The Chief Executive Officer shall place the request before the next meeting of the Management Committee which shall in its absolute and unfettered discretion decide whether a grant shall be payable. The applicant shall take no further steps in the legal proceedings until a decision has been given by the Management Committee. Any such grant of assistance towards the legal costs of the applicant shall be at the sole discretion of the Management Committee.

19.2 The Management Committee may in the case of an application for a grant for legal assistance in its absolute and unfettered discretion either refuse such grant or may allow a grant of all or a portion of the applicant's expenses, and may state the maximum sum that shall be payable under such a grant and may make such assistance subject to

such other conditions as the Management Committee sees fit in its absolute discretion.

19.3 If a member wishes to apply for a grant under this rule to enable the member to defend any legal proceedings, or be represented before any statutory tribunal or inquiry either as a Defendant in the first instance, or as a Respondent in an Appeal, the member shall forthwith submit a written request to the Chief Executive Officer for a grant. The Chief Executive Officer shall deal with the request in the same manner as if the member had been an intending Plaintiff or Appellant and the provisions of Rule 19.1 shall apply. The applicant may take such steps in the proceedings as are necessary to protect the applicant's legal rights pending a decision of the Management Committee.

19.4 The Management Committee shall not be obliged to furnish any reasons for its decisions in respect of any matter arising under the provisions of this rule and such decisions shall be accepted by all members and be binding upon them.



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