

CONSTITUTION

of

THE SCOTTISH DENTAL FUND

The Scottish Dental Fund (hereinafter referred to as “The Fund”) is a Fund comprising money and property made up from contributions levied from time to time from Local Dental Committees as afterwards defined for the purposes and objects as herein set out and administered by a Board of Management in accordance with the following Constitution.

1. DEFINITIONS

In this Document the following words and expressions have the meanings respectively assigned to them unless the context otherwise requires.

“The Board” shall mean the Board of Management.

“The Conference” shall mean the Annual Conference of Scottish Local Dental Committees.

“Local Dental Committees” hereinafter referred to as “LDCs” shall mean Committees elected by representatives of all general and specialist dental practitioners in each Health Board area in Scotland.

“General Dental Practitioners” are Dentists engaged in general practice dentistry in Scotland having an NHS List Number or engaged totally in private dental practice but also include all salaried general dental practitioners employed by Primary Care NHS Trusts within a particular Health Board area.

“Specialist Dental Practitioners” shall mean Dentists practising in Scotland but restricting their practice to one particular speciality as defined by the General Dental Council (“GDC”) and being so recognised by the GDC. Specialist Practitioners in the full-time employment of an NHS Trust or University are excluded from membership of the LDCs and of the Board of Management.

“The Scottish Dental Practice Committee” (hereinafter referred to as “The Committee”) is a Committee of the British Dental Association elected in accordance with the rules of that Association with the object of representing all General and Specialist Dental Practitioners in Scotland in negotiation with Government and other bodies.

“British Dental Guild” is a Trust Fund which recompenses General Dental Practitioners from throughout the United Kingdom of Great Britain and Northern Ireland acting on behalf of the General Dental Practice Committee of the British Dental Association. Its Board of Management is elected by the General Dental Practice Committee and the annual UK Conference of Local Dental Committees.

“Annual Elections” shall mean the elections which will take place annually at the Conference to elect Members of the Board.

2. CONTRIBUTIONS TO THE FUND

- 2.1 The Fund shall comprise a pool of money and property made up from contributions from LDCs and as otherwise engathered or acquired by the Board.
- 2.2 The level of contributions from each LDC will be proposed and agreed annually at each Conference.

3. OBJECTS AND PURPOSES OF THE FUND

The Fund is to be used:

- 3.1 to compensate both General and Specialist Dental Practitioners for remunerative time lost while
 - a) acting on behalf of their colleagues at meetings of The Committee, or
 - b) when negotiating or attending meetings with Government or other bodies when authorised to do so by The Committee or The Conference or
 - c) attending meetings of The Committee as an invited guest when invited by The Committee to attend providing the guest is not a VDP,
- 3.2 to pay-
 - 3.2.1 Honoraria to the Chairman and Vice-chairman of The Committee as ratified each year by the Conference
 - 3.2.2 Such costs, charges and expenses of and payment by way of compensation for remunerative time lost by Members of the Board;
 - 3.2.3 Such other costs, charges and expenses as the Board may from time to time determine to be reasonable in the furtherance of the objects and purposes of the Fund, but subject always to the remaining provisions of this Constitution.

3.2.4 and to return to a properly re-constituted Scottish Association of LDCs, monies originating from the Scottish Association of LDCs (in abeyance) and subsequently subsumed into The Fund.

4. THE BOARD OF MANAGEMENT

4.1 The Board shall administer the Fund in accordance with the objects and purposes of this Constitution but will be subject to the duties and restrictions fiduciary or otherwise as are herein contained.

4.2 Only General Dental Practitioners and Specialist Dental Practitioners or such of these Practitioners as may have retired from Dental Practice may serve as Members of Board and on the occasion of any Member of the Board ceasing to be a General Dental Practitioner or Specialist Dental Practitioner except by reason of his having retired from Dental Practice he shall cease to be a Member of the Board. A person co-opted by the Board may fill the resulting casual vacancy. Such a co-opted person shall remain in office until the next annual elections at which time the Conference shall seek nominations and elect a member to serve only for the remainder of the term of office of the member being replaced.

4.3 The Board shall comprise:

4.3.1 the immediate past Chairman from time to time of the Conference who shall serve *ex officio*;

4.3.2 six Members (hereinafter called "Elected Members") elected by the Conference. On any occasion when an Elected Member of the Board shall become an *ex officio* Member of the Board by virtue of his becoming the immediate past Chairman of the Conference, the Board may appoint a person to serve as a Member of the Board in his place. Such an appointee shall remain in office until the next annual elections at which time the Conference shall seek nominations and elect a member to serve only for the remainder of the term of office of the elected member being replaced.

4.3.3 Elected members will serve for three years retiring at the Annual Elections.

4.3.4 At the first Conference to hold Annual Elections the Conference shall elect six Elected Members. There will be a poll whether or not there may be only six nominees. However, in order to produce continuity of experience within the Board, the two members who

came 5th and 6th in the poll at the first election, will retire after serving one year. The two members who came 3rd and 4th in the poll at the first election, will retire after serving two years. In the event of the same number of votes being cast for any two or more members at the first election the Elected Members who will retire will be determined by the toss of a coin.

When the Annual Elections are required to replace members who have not completed their term of office there will be a poll whether or not there may be only the number of nominees to fill the posts. Those coming 1st and 2nd in the poll will serve the full three year terms, the nominee coming 3rd will serve the longest incomplete term to be filled and so on in order.

- 4.3.5 The Elected Members shall be eligible for re-election.
- 4.3.6 A Member may resign by notice in writing to the Secretary. A person co-opted by the Board may fill the resulting casual vacancy. Such a co-opted person shall remain in office until the next annual elections at which time the Conference shall seek nominations and elect a member to serve only for the remainder of the term of office of the member being replaced.
- 4.3.7 The Board shall appoint Officers being a Chairman, a Vice Chairman, a Secretary and a Treasurer. Such appointments shall be made at the first meeting of the Board following upon the conclusions of the elections held each year. The immediate past Chairman of the Conference will be the Chairman of the first meeting of the Board until such time as the Chairman of the Board is duly elected.
- 4.3.8 Any Members of the Board may be paid and receive honoraria and expenses including, in the case of the appointed Officers, reasonable reimbursement for secretarial assistance and expenses, details of which shall be submitted to the Board for approval at such intervals as the Board shall determine. The details of such expenses will be ratified each year by the Conference.
- 4.3.9 All resolutions, decisions, the appointment of Officers, will be passed by a majority of the Members present and voting at any meeting of the Board. The Chairman of the Board, or in his absence the Vice Chairman, will have a casting vote in the event of an equal number of votes being cast.
- 4.3.10 If any Member of the Board shall fail without reasonable cause or excuse to attend three successive meetings of the Board or shall fail to attend a meeting of the Board for a continued period of six months (whichever is the longer) then the Board may by

resolution remove him from office. A person co-opted by the Board may fill the resulting casual vacancy. Such a co-opted person shall remain in office until the next annual elections at which time the Conference shall seek nominations and elect a member to serve only for the remainder of the term of office of the member being replaced.

4.3.11 The Board will not be entitled to make any resolution, decision or appointment without there being present a quorum of four Members of the Board.

4.3.12 Subject to the express provisions contained herein the Board may regulate its own procedure by means of Standing Orders passed by it as resolutions or otherwise as it thinks fit.

5. DUTIES AND RESPONSIBILITIES OF THE BOARD

5.1 The Board will be responsible for the administration and management of the Fund, its money and property.

5.2 The Board will be responsible for ensuring that there are sufficient funds to enable the objects and purposes of the Fund as set out in part 3 of this Constitution to be fulfilled and to that end will recommend to each Conference the level of contribution to the Fund which should be required from each LDC to enable the Board and the Fund to fulfil the objects and purposes for the ensuing year.

5.3 By resolution, the Board may apply such parts of the Fund as it may from time to time in its discretion deem appropriate:

5.3.1 for the purposes and objects set out in part 3 of this Constitution; and

5.3.2 to take action to acquire or to appeal for additional monies or property to be added to or held in the Fund.

5.4 In exercising its discretion in respect of any Resolution, the Board shall at all times and from time to time take cognisance of the views of the British Dental Association and of any autonomous Committees which such Association may set up or cause to set up provided that:

5.4.1 no person dealing in good faith with the Board shall be concerned to see whether the Board has or has not taken such cognisance into account; and

5.4.2 nothing in this provision shall be taken as imposing an obligation on the Board to act in accordance with the views of the British Dental Association or of any autonomous Committees as hereinbefore described.

5.5 By resolution, the Board may determine that the Fund no longer serves any useful purpose to the dental profession in Scotland and in the event of the Board passing such a Resolution, the Secretary will intimate it to the Conference with a view to the Conference making a determination to disband the Fund in the manner hereinafter specified.

6. MANAGEMENT OF THE FUND

6.1 The Board will cause the Fund to make an annual contribution to the British Dental Guild in recognition of its funding of negotiations by the General Dental Practice Committee of the British Dental Association, or its successors, on a United Kingdom basis. The Board will discuss the level of contribution with the Managers of the British Dental Guild with a view to agreement being reached as to the level of the annual contribution to be recommended to the Conference.

6.2 The Board will be entitled to maintain an Account at a Bank in the name of the Fund or other suitable name with power to draw monies thereon, electronically and by cheque, on the authority of one Member of the Board and the Treasurer.

6.3 Petty cash will be in the control of and operated by the Treasurer.

6.4 Under direction of resolutions of the Board the Fund will also be invested in or applied to:

6.4.1 any Account with any Bank, Building Society or similar institution;

6.4.2 any other suitable investment; and

6.4.3 the purchase of or any lending on the security of any property real or personal whatsoever or wheresoever; it being declared that there shall be no restriction on the powers of the Board to invest the Fund notwithstanding it is held by the Board in a fiduciary capacity.

6.5 The Board will keep detailed and accurate Accounts of all of its cash intromissions with the Fund and at the expense of the Fund will cause these Accounts to be audited annually by a professional Chartered Accountant for submission to the Conference.

6.6 The Board will also prepare a Report each year providing a summary of the operation of the Fund during the period covered by the Report and will cause that Report along with

a copy of the Accounts (audited as aforesaid) to be forwarded to the Conference and to the Committee in due time to enable the same to be laid before the meetings of the Conference at which the Members of the Board shall be elected.

7. ALTERATION OF THE CONSTITUTION

No condition or rule of this Constitution shall be suspended, altered or revoked without there being passed a Motion to that effect at a properly constituted Conference by at least three-quarters majority of those present and entitled to vote at the Conference.

8. THE DISSOLUTION OR WINDING-UP OF THE FUND

8.1 The Fund may not be dissolved, disbanded or wound up without there being passed a Motion to that effect at a properly constituted Conference by at least a three-quarters majority of those present and entitled to vote at the Conference.

8.2 In the event of any Conference voting to dissolve, disband or wind up the Fund as aforesaid the assets of the Fund will be realised and the balance of the Fund returned to the individual LDCs in such a manner as shall be determined by the Conference.

9. GENERAL

9.1 No Member of the Board will be personally liable for any act of negligence or breach of contract or omission in the fulfilment of the objects and purposes of the Fund unless such act is done or omitted fraudulently or in bad faith.

9.2 In the event of any difference or dispute arising with regard to the interpretation of this Constitution such dispute will be referred to an Arbiter to be appointed by the immediate past Chairman of the Conference and the decision of the said Arbiter shall be final and binding on the Parties.

9.3 This Constitution and all that follows from it will be governed by the Law of Scotland.

9.4 In this Constitution the singular shall include the plural and the masculine gender shall include the feminine and vice versa.

9.5 This Constitution will be substantive after approval at a duly constituted Conference.