

# CONSTITUTION

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## **COMPANIES ACT, 2014**

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### **COMPANY LIMITED BY GUARANTEE**

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### **CONSTITUTION**

of

**EUROPEAN DENTAL STUDENTS' ASSOCIATION COMPANY LIMITED BY GUARANTEE**

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## Memorandum of Association

### 1. Name

The name of the Company is European Dental Students' Association Company Limited by Guarantee.

### 2. Company Limited by Guarantee

The Company is a company limited by guarantee registered under Part 18 of the Companies Act 2014 (the "**Act**").

### 3. Objects

3.1 The main object (the "**Object**") for which the Company is established is,

- (a) to promote the interests of dental students within the European region as defined by the World Health Organisation, acting as their regional association within Europe in alignment with the promotion of education and science.

3.2 The subsidiary objects for which the Company is established (the "**Subsidiary Objects**") are:

- (a) to foster exchange programs, create platforms for student innovation, and facilitate networks for collaboration between European dental schools, thereby advancing the arts of dental education and patient care;
- (b) to facilitate a network which permits collaboration between European dental schools on prevention, global health and other student-led projects; and
- (c) to safeguard and protect the rights of the dental students, and to promote oral health throughout Europe.



- (d) to represent its members to the institutions of the European Union, and other European authorities and institutions;
- (e) to establish and develop relations with professional, academic authorities and associations;
- (f) to promote excellence in education and patient care;
- (g) to promote the high standards and harmonisation of undergraduate and postgraduate education;
- (h) to promote and support the interests of dental students;
- (i) to promote and support the development of member associations on a national and local level;
- (j) to produce and distribute appropriate EDSA publications, scientific and otherwise;
- (k) to develop and help initiatives which concern the promotion of oral health, the union of the profession and the teaching of dentistry;
- (l) to promote fellowship amongst its members and between dental students;
- (m) to encourage discussions and debates between its members in the purpose of an association lead by democratic principles; and
- (n) to act in the public benefit and operate on a non-profit basis.
- (o) do all such other things as may be necessary or conducive for the attainment of the above Object and Subsidiary Objects.

#### 4. Powers

- 1.2 The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Object and the Subsidiary Objects and which powers may only be exercised in promoting the Object or the Subsidiary Objects. Any income generated by

the exercise of these powers is to be applied to the promotion of the Object or the Subsidiary Objects:

- (a) to solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund;
- (b) to solicit, collect, receive, raise or administer funds in money and of other goods or property in any form whatsoever for the purposes of the Object of the Company;
- (c) to carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests;
- (d) to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Object of the Company;
- (e) to make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments;
- (f) to acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent; any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or

other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner;

- (g) to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company;
- (h) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s);
- (i) to purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received;
- (j) to promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business

or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may see directly or indirectly calculated to benefit the Company;

- (k) to accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally;
- (l) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- (m) to raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities;
- (n) to promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with

the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes;

- (o) to procure the registration or incorporation of the Company in or under the laws of any place outside Ireland;
- (p) to pay all expenses of and incidental to the incorporation and establishment of the Company;
- (q) to establish and maintain links with international and national organisations having similar objectives
- (r) to do all or any of the things and matters aforesaid in any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's Object by any person or company, and
- (s) to do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

## 5. Liability Limited

The liability of the members is limited.



## 6. Liability on Winding Up

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:

- (t) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - (u) the adjustment of the rights of contributories among themselves,
- such amount as may be required, not exceeding €1.00.

## 7. Winding up

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to an institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of its or their Income and Property among its or their members to an extent at least as great as is imposed on the company under or by virtue of the Income and Property clause hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

## 8. Income and Property

The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of

Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Director shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (v) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;
- (w) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by the Directors or other members of the Company to the Company;
- (x) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the Company;
- (y) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
- (z) fees, remuneration or other benefit in money's worth to any company of which a director may be a member holding not more than one hundredth part of the issued capital of such company.

## 9. Defined Terms

Defined terms in the Articles of Association of the Company shall have the same meaning when used in this Memorandum of Association unless the context otherwise requires.



European Dental Students' Association

International Office - Dublin Dental University Hospital

Trinity College Dublin, The University of Dublin

Lincoln Place Dublin 2

Ireland D02 F859

## ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:



# 1. Interpretation

## 1.1 Definitions:

In these Regulations:

**"Act"** means the Companies Act, 2014;

**"Alumni"** means individuals who have in the past been actively involved with the association;

**"Appointed Officers"** means officers of the company appointed at AGM of the Company, these are the Policy Officer, the Mobility Officer, the Research Officer, the Prevention Officer, the Training Officer, and the Volunteer Work Officer;

**"Association"** means the unincorporated body of persons styled the "European Dental Students Association" which prior to the date of incorporation of the Company carried on the activities of the Company;

**"Board"** means the Board of Directors of the Company

**"Directors"** means the Directors of the Company for the time being and from time to time;

**"Full Members"** means national dental students' organisations, local dental students' organisations and local dental schools within the European region (defined as those countries included in the World Health Organisation Regional Office for Europe) who comply with one or more of the following:

- (a) a national association of dental students, which collectively represent the majority of dental students of the local associations at schools or faculties in a country;
- (b) an organisation representing a minority of dental students in a country in which no national dental organisation exists, or where a larger national dental students' association in the country does not want to affiliate to the association; or

- (c) local dental students' organisations in countries where no national dental students association exists. These individual local dental students' organisations are allowed to collectively apply to the association.

**"General Meeting"** means a meeting of the members of the Company. This may be annually as an Annual General Meeting (AGM) or on an extraordinary basis as an Extraordinary General Meeting (EGM);

**"Honorary Life Members"** means former members of the association, or other individuals who have been of exceptional and exemplary service to the association;

**"Rules of Procedure"** means the internal day to day rules and procedures of the Company;

**"Secretary"** means any person appointed to perform the duties of the Secretary of the Company;

**"State"** means Ireland.

## 1.2 Construction:

In this Constitution, unless a contrary intention is stated, a reference to:

- (a) the singular shall include the plural and vice versa;
- (b) either gender includes the other;
- (c) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality) or two or more of the foregoing;
- (d) a person includes that person's legal personal representative, permitted assigns and successors;

- (e) a Regulation is a reference to a regulation of this Constitution and a reference to a paragraph or sub-paragraph is a reference to a paragraph or sub-paragraph of the Regulation in which it appears;
- (f) time shall be construed by reference to whatever time may from time to time be in force in Ireland;
- (g) any agreement document or instrument is to the same as amended, novated, modified, supplemented or replaced from time to time;
- (h) 'including' means comprising, but not by way of limitation to any class, list or category; and
- (i) 'writing' shall include a reference to any electronic mode of representing or reproducing words in visible form.

### 1.3 Companies Act Terms:

Save as otherwise expressly defined in this Constitution, or where a contrary intention is stated, each word and phrase defined in the Act (excluding any modification or re-enactment thereof not in force on the date of adoption of this Constitution) shall, when used in this Constitution, have the meaning given to it in the Act.

### 1.4 Headings:

Headings are to be ignored in the construction of this Constitution.

## 2. Optional Provisions

### 2.1 Application of Optional Provisions

The optional provisions of the Act (as defined in section 1177(2) of the Act) shall apply to the Company save and so far as they are excluded or modified by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.

## 3. Members

### 3.1 Number of Members:

For the purposes of registration, the number of members with which the Company proposed to be registered is three (3) , but the Directors may register an increase in the number of members beyond this number in accordance with Section 1199(4) of the Act.

### 3.2 Membership Types

The membership of the Company shall comprise the following classes of members:

- (a) Full Members;
- (b) Honorary Life Members; and
- (c) Alumni,

each having the rights and obligations as set out in this Constitution.

### 3.3 Prior Members:

Persons who immediately prior to the date of incorporation of the Company were Full Members, Honorary Life Members and Alumni of the Association shall be admitted as Full Members, Honorary Life Members and Alumni respectively with effect from incorporation.

### 3.4 Admission to Membership:

Save as provided in Article 3.3, anyone seeking admission to the membership of the Company shall submit a formal application to the Board. Admissions shall be subject to approval and ratification at the next AGM.

### 3.5 Rights and Liabilities of Members:

The rights and liabilities attaching to any members of the Company may be varied from time to time by a special resolution of the Company.

## 4. Resignation, Cessation and Expulsion of Membership

### 4.1 Ordinary Resignation of Membership

A member of any class may by notice in writing to the Secretary of the Company resign their membership of the Company with effect from the end of the next financial year of the Company.

### 4.2 Immediate Resignation of Membership

A member may resign with immediate effect:

- (a) Within 30 days of the date on which the member is notified of a resolution resulting in a material change to the legal status of the Company;
- (b) Within 30 days of the date on which the member is notified of a resolution resulting in a restriction of the members rights or an increase in the members obligations (other than financial obligations).

### 4.3 Cessation of Membership on Death:

Membership of the Company is not transferable and shall automatically cease on any member's death or bankruptcy.

### 4.4 Expulsion from Membership:

If any member shall refuse or wilfully neglect to comply with any of the Regulations or shall have been guilty of such conduct as in the opinion of the

Directors have rendered them unfit to remain a member of the Company or shall be injurious to the Company that member may be expelled.

## 4.5 Expulsion Procedure

Such members may by a resolution at a General Meeting be expelled from membership provided that they have been given notice of the intended resolution for their expulsion and shall have been afforded the opportunity of giving orally or in writing to the Directors any explanation or defence as they may think fit. Notice under this Regulation shall be deemed to have been served pursuant to section 218(5) of the Act whether or not it is actually received by the member intended to be served with such notice.

# 5. Membership Fees

## 5.1 Determination, Payment Requirements and Exemptions

Each member shall pay annually to the Company such membership fees as may be determined at the AGM. Directors shall be entitled in exceptional circumstances to grant a full or partial exemption from the membership fee payable by any member of the Company. Such subscriptions shall be payable in advance of the 1st day of July in each year. A member becoming a member of the Company after the 1st day of July in any year may be required by the Directors to pay the entire annual subscription in respect of that year. In the event that any member shall cease to be a member prior to 1st day of July in any year that member shall not be entitled to any rebate of their annual subscription paid for that year.

## 6. General Meetings

### 6.1 Location:

General Meetings of the Company may be held in inside or outside the State provided the Company make provision for participation in any such meeting by the use of electronic communications technology in accordance with section 176 of the Act.

### 6.2 Use of Electronic Communication Technology:

- (a) The Company is not required to hold a General Meeting at a physical venue and may hold a General Meeting wholly or partially by use of Electronic Communications Technology provided that the attendees have a reasonable opportunity to participate in the meeting.
- (b) Such Electronic Communications Technology is subject to such proportionate requirements or restrictions put in place by the Company as are necessary to ensure the identification of attendees and the security of the Electronic Communications Technology. The Company must inform attendees, before any General Meeting, of any requirements or restrictions which it has put in place.

### 6.3 AGM:

The Company shall hold a General Meeting as its annual General Meeting within six (6) months of the end of the financial year of the Company. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. Written notices of the AGM shall be sent to the delegates addresses recorded in the members' register. A minimum of sixty (60) days' notice must be given of a General Meeting.

### 6.4 EGM:

All General Meetings other than the Annual General Meetings shall be called extraordinary General Meetings. The Board of Directors shall be obliged to convene a General Meeting at the written request of no less than ten (10)



percent of the voting members of the Company. Such General Meeting must be held within four (4) weeks of the request. If the Directors fail to hold such meeting requested by the requisite number of members, such members may convene such meeting on behalf of the Company.

## 6.5 Notice:

Notice of a General Meeting may be sent by electronic means of communication, in the form of a message that is capable of being read and reproduced, to each delegate who agrees thereto; such notice will be sent to the address notified by the member to the association for that purpose.

## 6.6 Quorum:

The quorum for the General Meeting shall be not less than twenty five (25) percent of the delegates of the Company for the time being present in person or by proxy and a minimum of four (4) members of the Board of Directors at the time when the meeting proceeds to business. If after thirty (30) minutes of the time appointed for the meeting a quorum is not present, the meeting shall be adjourned for fourteen (14) days and reconvened within three (3) months of the adjourned meeting. If at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall be a quorum.

## 6.7 Delivery of Proxies:

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting, before the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, before the commencement of the taking of the poll, and, in default, the instrument of proxy shall not be treated as valid. Sub-sections (5) and (6) of section 183 of the Act shall not apply to the Company.



## 6.8 Attendance:

The Board of Directors may decide that the delegates, or their proxies, must sign an attendance list and state their name before being admitted to the General Meeting. In the case of a proxy, the name of the person represented by the proxy must also be stated.

## 6.9 Attendance:

General meetings are open to:

- (a) The Board of Directors;
- (b) The Appointed Officers of the Company;
- (c) The Supervisory Board;
- (d) All delegates of non-suspended Full Members; and
- (e) Observers, being members of one of the member-organisations or members of non-member-organisations or non-member-faculties, who have the right to attend to the General Meeting and speak during the General Meeting if they have the prior approval of the General Meeting.

The General Meeting may decide from time to time on the admission of persons other than those referred to above who may be allowed to speak during the General Meeting with the consent of the chair of the General Meeting.

The General Meeting shall appoint six (6) officers of the Company (the "Appointed Officers"): the Policy Officer, the Mobility Officer, the Research Officer, the Prevention Officer, the Training Officer, and, the Volunteer Work Officer.

## 6.10 Written Resolution

Subject to Section 191 of the Act a resolution in writing signed by all the Members for the time being entitled to attend and vote on such resolution at

a General Meeting shall be as valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and held, and if described as a Special Resolution shall be deemed to be a Special Resolution within the meaning of the Act. Any such resolution may consist of several documents in the like form each signed by one or more of such Members (or their duly authorised representatives).

## 7. Voting

### 7.1 Voting Rights and Proxy Assignments

All delegates from non-suspended Full Members shall have the right to vote at meetings. Each delegate may cast one (1) vote. Votes cast by electronic means of communication prior to the General Meeting are equivalent to votes cast during the meeting. Each delegate may arrange for their vote to be cast by another delegate holding a written proxy. A proxy granted by electronic means of communication is equivalent to a written proxy.

### 7.2 Electronic Voting Procedures

The Board of Directors may decide that a delegate may cast their votes by electronic means of communication prior to the General Meeting. Only those who are registered as delegates in the association's members' register at the time specified in the notice of the General Meeting are entitled to cast their vote in this manner. Votes may be cast in this manner only after notice has been given of a General Meeting, but in no event earlier than the fourteenth (14th) day prior to the day of the meeting and in no event later than the day prior to the day of the meeting. Delegates who have voted in this manner, may not withdraw their vote and may not vote again at the General Meeting. If delegates who have voted in this manner are no longer delegates at the time of the General Meeting, their vote will be deemed not to have been cast.

## 7.3 Requirement of Quorum

Save as provided for in article 6.6 and 6.10, resolutions shall not be passed without a valid quorum present.

## 7.4 Simple Majority Rule

Resolutions are passed by simple majority of the valid votes cast (majority of the votes cast, without taking into account the blank votes), except as otherwise provided in this constitution.

## 7.5 Blank Votes

Blank votes are treated as abstentions. No resolution can be passed if more than fifty (50) percent of the votes cast are blank.

## 7.6 Tie Votes

If the votes on a motion not concerning an appointment of persons are equally divided, the motion is rejected.

## 7.7 Election Procedure and Balloting Rules

All voting on matters concerning persons will be by ballot, unless the General Meeting decides to vote by acclamation.

- a) If none of the candidates receives a simple majority in case of a vote on election of persons, a second vote will be taken (between the nominated candidates).
- b) If none of the candidate receives an absolute majority in such a second vote either, revotes will be taken in the General Meeting either until one (1) candidate secures an absolute majority of votes or until the vote is between two (2) candidates and the votes are equally divided.
- c) The aforesaid revotes (not including the second vote) will be held between the candidates voted on in the preceding vote with the

exception of the candidate who secured the smallest number of votes in the preceding vote.

- d) If the smallest number of votes in the preceding vote was received by more than one (1) candidate, lots will be drawn to decide which of those candidates may not participate in the new vote.
- e) If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them has been elected.

## 7.8 Unanimous Resolution

A unanimous resolution passed by all delegates (in writing), even if they are not assembled at a meeting, has the same effect as a resolution of the General Meeting, on condition that it is passed with the prior knowledge of the Board of Directors.

## 7.9 Right to demand a Poll

In addition to the right to demand a poll set out in section 189(2) of the Act, a poll may be demanded by any member present in person or by proxy who is entitled to vote at the meeting.

# 8. Directors

## 8.1 Number of Directors:

The number of Directors shall be not less than three (3). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.

## 8.2 Authority

The Board of Directors shall, subject to approval by the General Meeting be entitled to pass resolutions to enter into agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration, and to enter into agreements by which the association binds itself as surety,

guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of another party.

### 8.3 Annual Activity Plan and Budget

The Board of Directors shall prepare a plan of activities and accompanying budget each year for approval at the Annual General Meeting.

### 8.4 Prior Authorization for Unbudgeted Expenditures

The Board of Directors shall be required to obtain the prior authorisation of the General Meeting to enter into obligations and/or incur expenditure, if such an obligation and/or expenditure is not included in the approved plan of activities set out in article 8.3, or if the amount of the obligation and/or expenditure exceeds the amount which is included in the associated budget.

### 8.5 Appointment of Attorneys

The Company may as per Section 41 of the Act empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the company shall bind the company and have the same effect as if it were under its common seal.

### 8.6 Allocation of Board Positions

Of the Directors appointed and elected at any AGM of the Company, one director shall be elected to each of the following positions:

- (a) President.
- (b) General Secretary.
- (c) Treasurer.
- (d) Vice-president of internal affairs.
- (e) Vice-president of external affairs.

- (f) Vice-president of public relations.
- (g) Community manager.
- (h) President elect (position may be held in conjunction with another of the above).

## 8.7 Appointment of Directors:

A Director appointed to fill a casual vacancy or as an addition to the existing Directors shall be required to retire from office at the annual General Meeting next following their appointment and section 144(3)(c) of the Act shall apply to the Company.

## 8.8 Eligibility Requirements and Nationality Limitations

Only the following persons can be appointed as members of the Board of Directors :

- (a) Individuals who are at the moment of their election a member of a full member of the association and also a dental student in an undergraduate or postgraduate program; or
- (b) Individuals who have graduated up to one (1) calendar year prior to the time of their election, provided they are member of a full member of the association.

A maximum of two (2) members of the Board of Directors may have their origin in the same country, unless the General Meeting decides otherwise at the time of the election.

## 8.9 Appointment Procedure

The Board of Directors shall be appointed by the members at a General Meeting and in accordance with the Rules of Procedure of the Company and members of the Board of Directors shall be appointed into specific positions within the Board of Directors .



## 8.10 President-Elect

The president elect shall be appointed by General Meeting to be held each spring subject as always to the Rules and Procedure of the Company. The president elect shall be the president of the Company as of the Annual General Meeting.

## 8.11 Stand-Up Candidacy

Anyone deemed qualified in accordance with this constitution of the Company may apply to election to the Board of Directors directly during the annual General Meeting without prior notice. The annual General Meeting may approve or reject such application(s).

## 8.12 Voting Method

All voting on matters concerning persons will be by ballot, unless the General Meeting decides to vote by acclamation.

## 8.13 Majority Requirements

The General Meeting appoints the Board of Directors by simple majority election (more than 50% of the cast votes) between candidates for each position. If no candidate receives a simple majority, then the following vote must be held without the candidate who secured the smallest number of votes. If two candidates have secured the same smallest number of votes, lots will be drawn to decide which of them could pursue the following vote. Votes continue until a candidate secures a simple majority. If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them is to be deemed elected.

## 8.14 No Remuneration of Directors:

No remuneration shall be payable under any circumstances to any of the Directors in respect of their services as Director, or on any Committee of the Directors to which the Directors may delegate powers. The Directors may be reimbursed for expenses properly incurred by them in attending and

returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or otherwise in connection with the business of the Company and their role on the Board of Directors .

## 8.15 Disqualification of Directors:

The office of Director shall be vacated if:

- (a) the Director makes any arrangement or composition with their creditors generally;
- (b) a declaration of restriction is made in relation to the Director and the Directors, at any time during the currency of the declaration, resolve that their office be vacated;
- (c) the health of the Director is such that he can no longer be reasonably regarded as possessing an adequate decision making capacity;
- (d) the Director resigns their office by notice in writing to the Company;
- (e) the Director is absent from meetings of the Directors for six successive months without leave, and their alternate Director (if any) shall not during such period have attended in their stead, and the Directors resolve that their office be vacated;
- (f) the Director is convicted of an indictable offence, other than an offence specified in section 839 and other than a conviction on indictment of an offence specified in section 855(1) or section 856(1) of the Act, and the Directors resolve that their office be vacated;
- (g) the Director is removed from office by a resolution duly passed pursuant to section 146 of the Act, or under any provision of this Constitution; or
- (h) the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest in manner required by section 231 of the Act,



and sections 148(2) to (3) of the Act (inclusive) shall not apply to the Company.

## 8.16 Removal of Directors

The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any director before the expiration of their period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

## 8.17 Appointment by Resolution

The Company may by ordinary resolution appoint another person in place of a director removed from office under Article 65. Without prejudice to the powers of the Directors under Article 67, the Company in General Meeting may appoint any person to be a director, either to fill a casual vacancy or as an additional director

# 9. Meetings of the Board of Directors

## 9.1 Meeting Frequency

The Directors shall hold a meeting of the Board of Directors no less than three (3) times per calendar year and may dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Resolutions and questions arising at any meeting shall be decided by a majority of votes.

## 9.2 Quorum of Directors

The quorum necessary for the transaction of the business of the Directors shall be three (3). The Directors may pass resolutions in writing, provided all members of the Board of Directors have been given at least forty-eight (48)

hours' notice to express their views on such resolutions in writing. Provided a quorum has been satisfied a Director may be represented at a meeting of the Board of Directors by another member of the Board of Directors holding a written proxy.

### 9.3 Presence of Directors

Each member of the Supervisory Board shall be entitled to receive notice of, attend and speak but not vote at each and every meeting of the Board of Directors and any sub committees of the Board.

### 9.4 Resolution of the Board of Directors

Resolutions in writing signed by all the directors of a company, or by all the members of a committee of them, and who are for the time being entitled to receive notice of a meeting of the Directors or, as the case may be, of such a committee, shall be as valid as if it had been passed at a meeting of the directors or such a committee duly convened and held.

## 10. Committees of Directors

### 10.1 Governance of Committee

The meetings and proceedings of any committee formed by the Directors shall be governed by the provisions of sections 160(10) to (12) of the Act (inclusive) and the provisions of this Constitution regulating the meetings and proceedings of Directors so far as the same are applicable and are not superseded by any regulations imposed on such committee by the Directors.

## 11. Rotation of Directors

### 11.1 Retirement at Annual General Meeting:

At each Annual General Meeting of the Company, all the Directors shall retire from office.

### 11.2 Eligibility for re-election:

A retiring Director shall be eligible for re-election in the manner set out in Article 8.8.

### 11.3 Alternation of Number of Directors:

The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.

### 11.4 Appointment of Replacement or Additional Directors:

A person appointed as a Director by the Company pursuant to section 144(3)(e) of the Act shall be subject to retirement at the same time as if he had become Director on the day on which the Director in whose place he is appointed was last elected a Director. Section 144(3)(e) of the Act is modified accordingly in its application to the Company.

## 12. Delegates

### 12.1 Appointment of Delegates

Full members of every country in the European region (those countries included in the World Health Organisation Regional Office for Europe) may appoint one (1) dental student as official national Delegate (each a "Delegate").

## 12.2 Introduction of Delegates

Delegates shall be introduced in writing to the Board of Directors . The Board of Directors shall be notified of every change with regard to a delegate. Delegates should always be members of a full member of the Company who is fulfilling its financial obligations towards the Company.

## 12.3 Resolution of Disputes

If several organisations from a country in the Europe region are Full Members of the Company, these Full Members jointly appoint one (1) dental student as a Delegate on behalf of that country. If no agreement is reached between the full member-organisations from the country concerned, the Supervisory Board may decide at their discretion who the Delegate shall be on behalf of the country concerned.

## 12.4 Exclusion Criterion

Members of the Board of Directors, Officers and Members of the Supervisory Board may not be Delegates of a full member or Full Members.

# 13. Supervisory Board

## 13.1 Composition of Supervisory Board

The Company shall have a Supervisory Board (the "Supervisory Board") consisting of three (3) natural persons of which a General Meeting shall appoint one as chairman. Members of the Supervisory Board must have been a member of the Board of Directors, Officer or Delegate within the five (5) years prior to their appointment to the Supervisory Board and must have served as a delegate for no less than two (2) General Meetings. Current members of the Board of Directors or Officers are not eligible for appointment as a member of the Supervisory Board.

## 13.2 Appointment Procedure

Members of the Supervisory Board will be appointed as follows:

- (a) the board of Directors may specifically nominate one (1) member;  
and
- (b) the Supervisory Board may specifically nominate one (1) member;

Eligible candidates may apply to be appointed as a member of the Supervisory Board during the General Meeting. The General Meeting shall then elect three (3) members by an absolute majority of votes cast.

## 13.3 Term Duration

Members of the Supervisory Board shall be appointed for a term of a maximum of two (2) years and may not be reappointed.

## 13.4 Tasks of the Supervisory Board

The tasks of the Supervisory Board are;

- (a) to provide general supervision of the policy of the board of Directors and the general course of affairs of the Company; and
- (b) where appropriate to advise the General Meeting, the board of Directors and the officers on matters concerning the Company.

## 13.5 Right to Information

The Supervisory Board shall be provided with all information necessary for the performance of its duties by the Board of Directors and shall have full authority to inspect the documents, correspondence and books of the Company.

## 13.6 Authority

The Supervisory Board shall have the power to solicit advice at the expense of the Company necessary to carry out its task effectively where such advices are in the best interests of the Company.

## 13.7 Observing Right

Each member of the Supervisory Board shall be entitled to be present at each meeting of the Board of Directors where they shall act as an observer.

## 13.8 Suspension of a Member of the Supervisory Board

A member of the Supervisory Board may be suspended or removed from office by General Meeting with a majority of two-thirds of the votes cast. A member of the Supervisory Board may retire in the same manner as set out for Directors of the Company.

## 13.9 Retirement of a Member of the Supervisory Board

After the retirement of a member of the Supervisory Board, the appointment of a new member of the Supervisory Board shall take place at the next proceeding meeting of the Board of Directors, General Meeting or meeting of the Supervisory Board for each respective appointee as per Article 13.2.

# 14. Meetings of the Supervisory Board

## 14.1 Conduct of Supervisory Board Meetings

Members of the Supervisory Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Resolutions and questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the chairperson shall have a second or casting vote.



## 14.2 Quorum for Supervisory Board Meetings

The quorum necessary for the transaction of the business of the Supervisory Board shall be two (2).

## 15. Bye-Laws

### 15.1 Proposal of Bye-Laws

The Board shall have the power to propose to the members for the adoption in General Meetings additional bye-laws, rules and policies regulating the affairs of the Company and its constituent parts, which following their adoption by the members at a General Meeting shall be binding on all and every member of the Company.

## 16. Constitutional Amendments

### 16.1 Requirement for Special Resolution

The Constitution of the Company may be amended only by a special resolution passed by the General Meeting convened by means of a notice stating that a motion to amend the Constitution will be considered at that meeting.

### 16.2 Notice and Availability of Proposed Amendments

A copy of the motion, containing the exact wording of the proposed amendment, must be available at an appropriate location for inspection by the delegates at least sixty (60) days before the day of the General Meeting until the end of the day on which the meeting is held.

### 16.3 Voting Threshold for Constitutional Amendments

A special resolution to amend the Constitution requires a 75% majority of the votes cast by the members entitled to vote.



## 17. Notices

### 17.1 Notices in Accordance with the Act

The provisions of section 218(5) of the Act shall apply in relation to the Company and shall apply to notices served upon the persons listed in section 180(1) of the Act.

## 18. Indemnity

### 18.1 Indemnification of Officers and Directors

Subject to the Act:

- (a) every Director, managing director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to their acts while acting in such office, in which judgment is given in their favour or in which he is acquitted or in connection with any application under sections 233 and 234 of the Act in which relief is granted to him by the court. Section 235(3) of the Act shall apply to the Company; and
- (b) every Director, managing director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of their or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of their or her office or in relation thereto. This Regulation 18(b) shall have effect only in so far as its provisions are not void under section 235 of the Act.

## VERSION CONTROL

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