

**The Association of Dental Implantology**

**(the Charity)**

**Trustee Election and Governance Regulations**

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**1. INTRODUCTION AND INTERPRETATION**

- 1.1 These Regulations were adopted on 30/6/2023 and take effect from that date save that the provisions relating to the election of Trustees in section 2 to 5 below will come into effect for the Trustee elections which will precede the 2023 Annual General Meeting and for subsequent Trustee elections.
- 1.2 These Regulations are made pursuant to Article 7.2.2 of the Charity's Articles of Association (**Articles**) of the Charity.
- 1.3 Terms defined in the Articles shall have the same meanings in these Regulations unless the context otherwise requires.
- 1.4 In the event of any inconsistency between these Regulations and the Articles, the Articles shall prevail.

**2. TRUSTEE ELECTIONS - GENERAL**

- 2.1. Unless otherwise determined by the Board of Trustees, elections for any vacant trustee positions shall take place by electronic means, in advance of the AGM, to enable the results of the elections to be announced at the AGM (and in advance of the AGM if the Trustees deem this to be appropriate in the interests of expediency).
- 2.2. Not less than 90 days before the date of the AGM, Members will be notified in writing of any vacant Trustee roles and the application process should they want to apply.
- 2.3. All Members are eligible to apply for Trustee roles, save for the field specific roles which are only open to candidates who work in that field as set out in Regulation 3.2.
- 2.4. Members may only nominate themselves to stand for one position on the Board at any one time. However, in accordance with point 2.9, after the election is completed, any one Trustee may be asked to fill more than one role on the Board should there ultimately prove to be no candidates for a particular nominal role.
- 2.5. All candidates shall provide a nomination form and a statement of up to 500 words to be circulated to the Members with the notice of the Election Timetable. This statement should set out why they would be a good trustee. If a candidate is applying for a specific role then the statement should also demonstrate why they would be suitable for that specific role. If a candidate does not provide their statement before the deadline then they will not be included as a candidate at the Election.

- 2.6. The ballot or ballots for the election of those Trustees shall take place according to the Election Timetable. Voting of any final round will close no less than 50 days before the date of the AGM.
- 2.7. Each candidate putting themselves forward for election will require the support of one other member prepared to second their candidacy and suitability to serve as a Trustee. These seconders must be identified at the same time as self-nomination.
- 2.8. Members eligible to stand for each Trustee position must have held continuous Membership of the ADI for a minimum of the 2 previous calendar years prior to the election in which they stand.
- 2.9. Subject to Regulations 3 and 4, Members eligible to vote for each Trustee position shall have only one vote in the election for that position.
- 2.10. Where no nominations are received for a role for which there are no specific provisions governing such a situation under Regulation 4, the Trustees may decide by a majority decision to approach an individual for appointment to that role in accordance with Article 5.6 (co-opting trustees). This individual may be already a Trustee or one co-opted to that role by the Board.]

### **3. ELIGIBILITY TO VOTE IN THE TRUSTEE ELECTIONS**

- 3.1. The Trustees in post at the time of the election will be eligible to vote in relation to the following positions on the Trustee Board:
  - 3.1.1. President
  - 3.1.2. Vice President
  - 3.1.3. Secretary/Treasurer
- 3.2. All Members shall be entitled to vote in relation to the following position on the Trustee Board:
  - 3.2.1. Academic/Education Officer
- 3.3. The following Members shall be exclusively entitled to apply for and vote for the following Representative Trustee positions on the Trustee Board:
 

the UK regions:	Members resident in that specific region
DCP Officer:	the DCP Members
Technician Officer:	the Technician Members and the Laboratory Members

### **4. ROLE SPECIFIC ELECTION PROVISIONS**

#### **President**

- 4.1. The President shall be elected by the Trustee Board and serve for a term of two years [starting from the date of the AGM at which they are elected.]

- 4.2. Nominations for candidates for the positions of President shall require two seconders from amongst those Members eligible to vote in the election. Nominations for candidates for the position of Vice President shall require one seconder from amongst those Members eligible to vote in the election.
- 4.3. The successful candidates must secure a majority of all votes cast by those Members eligible to vote in the election. In the event that one candidate does not obtain the required majority, a second vote shall be put to those Members eligible to vote in the election, where only the two candidates with the highest number of votes in the first round of voting shall be presented as candidates.
- 4.4. The President-Elect will serve in that role until the following AGM, where they will assume the role of President. The President thus succeeded will become the Past President in a non-voting advisory role for a term of two years, after which they shall leave the Board.
- 4.5. The President is not eligible for a second term in the same role.

**Other Trustee positions listed in Regulation 3.1 (other than President)**

- 4.6. The Honorary Treasurer and Honorary Secretary shall be elected by the Trustee Board and serve for a term of three years starting from the AGM at which they are elected.
- 4.7. Nominations for candidates for the Honorary Treasurer and Honorary Secretary positions shall require one seconder from amongst those Members eligible to vote in the election.
- 4.8. The provisions of Regulations 4.1 to 4.7 shall apply to the election of the Honorary Treasurer and Honorary Secretary as if the words "President and President-Elect" in those Regulations were replaced with the words "Honorary Treasurer or Honorary Secretary", except in that these roles shall serve a term of three years.
- 4.9. The Honorary Treasurer and Honorary Secretary will be eligible for a second term in the same role [subject to article 5.8.2 (maximum consecutive terms in office)].

**4.10. The Role-specific Trustee listed in Regulation 3.2**

- 4.11. The role-specific Trustee position shall be elected by the Members eligible to vote in the election, as set out in Regulation 3.2, and serve for a term of three years starting from the AGM at which they are elected.
- 4.12. Nominations for candidates for the role-specific Trustee position so listed shall require one seconder from amongst those Members eligible to vote in the election.

**4.13. The Representative Trustees listed in Regulation 3.3**

- 4.14. The Representative Trustee positions shall be elected by those Members eligible to vote in those categories in the election, as set out in Regulation 3.3, and serve for a term of three years starting from the AGM at which they are elected.
- 4.15. Nominations for candidates for the role-specific Trustee positions shall require one seconder from amongst those Members eligible to vote in the election.

## Vacant Positions

- 4.16. Should there be no candidates presented at election for a particular nominal role, the trustees can nominate an individual from the Trustee Board or a co-opted member to fill that role.
- 4.17. Provided that the requisite minimum number of trustees required by article 5.2 has been satisfied, the trustees may resolve that one trustee may fulfil the functions of two nominal roles; however the President, Vice President and Secretary can serve only in those roles.
- 4.18. Any trustee may, by consent of the Trustee Board, exchange their role(s) for another during their elected term.
- 4.19. Should a Board member resign or vacate his or her position earlier than the expected term of office, then the Trustees should seek to fill that position in accordance with Regulations 2-4.
- 4.20. A Trustee's term of office automatically terminates if he or she:
  - 4.20.1. is disqualified under the Charities Acts from acting as a Charity Trustee;
  - 4.20.2. is incapable, whether mentally or physically, of managing his or her own affairs;
  - 4.20.3. is absent from three consecutive meetings of the Trustees without consent;
  - 4.20.4. ceases to be a Member;
  - 4.20.5. resigns by Written notice to the Trustees (but only if at least five Trustees will remain in office);
  - 4.20.6. is removed by an **Ordinary Resolution** at a general meeting, after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.
  - 4.20.7. A technical defect in the appointment of a Trustee, of which the Trustees are unaware at the time, does not invalidate decisions taken at a meeting.

## **Appendix 1 - Role Descriptions**

Full role descriptions can be requested from the Executive Director and will be reviewed and updated by the Trustees periodically.

### **President**

The President is the public representative of the Charity and shall represent the Charity at functions, meetings and to the press. They shall also be the chair of the board of trustees and chair general meetings. The President shall be the main point of contact with the [Chief Executive/Executive Team] to ensure that the board of Trustees and the Executive Team are working well together in furtherance of the objects of the Charity. After serving their two-year term, the President is entitled to become Past President for a further two years.

### **Honorary Treasurer**

The Honorary Treasurer is the member of the Trustee Board responsible for helping oversee the financial management of the Association, in line with good practice and in accordance with the Constitution and legal requirements. They will support the President in the running of the Charity and can deputise for the President when they are not available. The Treasurer will work with the Secretary to ensure that effective financial measures, controls and procedures appropriate to the Association are put in place.

### **Honorary Secretary**

The Honorary Secretary is the member of the Trustee Board responsible for helping oversee the financial management of the Association, in line with good practice and in accordance with the Constitution and legal requirements. They will support the President in the running of the Charity and can deputise for the President when they are not available. The Secretary will work with the Treasurer to ensure that effective financial measures, controls and procedures appropriate to the Association are put in place. They will oversee and ensure effective governance and communication are in place between the Trustees and between the Board and the staff team.

### **Academic/Education Officer**

The Academic/Education Officer is the member of the Trustee Board responsible for creating partnerships with universities and other educational institutions and ensuring that accurate scientific rigor is applied to the organisation's activities, and that the ADI remains relevant to and connected with the latest scientific and academic advances in the field.

They will also be responsible for overseeing and advising the Charity's educational offer, specifically the Study Club Programme, and will liaise with and support the locally-based Study Clubs leaders in the planning, funding and delivery of these events across the UK.

### **DCP Officer**

The DCP Officer is the member of the Trustee Board elected by and responsible for ensuring that all Dental Care Professionals, such as Nurse, Hygienist, Therapist and Practice Manager members of the Charity are represented and have equal access to the organisation's activities, events and offers, and that these activities are fairly represented in our events and training provision. The DCP Officer will organise the elements of our events relevant to their area of responsibility and advise on the adequate provision of career development offers for these specialities.

### **Technician Officer**

The Technician Officer is the member of the Trustee Board elected by and responsible for ensuring that all Technician and Laboratory members of the Charity are represented and have equal access to the organisation's activities, events and offers, and that these activities are fairly represented in our events and training offers. The Technician Officer will organise the elements of our events relevant to their area of responsibility and advise on the adequate provision of career development offers for these specialties.

### **Regional Representatives for the UK Regions**

The national regions for the ADI are London, South East England, South West England, East Central England, West Central England, North East England, North West England, Scotland, Wales and Northern Ireland.

Regional Reps will be nominated and voted for exclusively in their regions, and ensure that their home region receives adequate and fair provision of educational opportunities, is best represented at Board, and that the board takes account of specialised local concerns. They will have contemporary regional knowledge of issues affecting their area and will seek to promote ADI membership and activity in those areas, in accordance with the overall strategic and educational objectives of the ADI.