

**The Association of Dental Implantology
(the Charity)**

Trustee Election and Governance Regulations

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. If a candidate nominates themselves for more than one position, they shall notify the Trustees which (if any) nomination they wish to proceed with.
- 2.5. Not less than 30 days before the AGM, all candidates shall provide a statement of up to 500 words to be circulated to the Members with the notice of the AGM. 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 AGM.

- 2.6. The ballot or ballots for the election of those Trustees shall take place at least 14 days before the AGM. Voting will close 24 hours before the start time of the AGM.
- 2.7. 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.
- 2.8. [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).]

3. ELIGIBILITY TO VOTE IN THE TRUSTEE ELECTIONS

- 3.1. The Trustees 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 positions on the Trustee Board:
 - 3.2.1. Academic Representative
 - 3.2.2. Communications Officer
 - 3.2.3. Industry Liaison Officer
 - 3.2.4. Education Officer
 - 3.2.5. Equality and Career Development Officer
 - 3.2.6. Up to three general Trustees
- 3.3. The following Members shall be exclusively entitled to apply for and vote for the following Representative Trustee positions on the Trustee Board:

Young Dentist Officer	the First Five Years Members
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.
- 4.5. The President is not eligible for a second term in the same role [subject to article 5.8.2 (maximum consecutive terms in office)].

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 **Error! Reference source not found.** 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 Trustees listed in Regulation 3.2

- 4.11. The role-specific Trustee positions 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 positions 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 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 for a particular role, the trustees can nominate an individual from the Trustee Board 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 shall fill two office roles however the President, Vice President and Secretary can only have that role.
- 4.18. 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.
- 4.19. A Trustee's term of office automatically terminates if he or she:
 - 4.19.1. is disqualified under the Charities Acts from acting as a Charity Trustee;
 - 4.19.2. is incapable, whether mentally or physically, of managing his or her own affairs;
 - 4.19.3. is absent from three consecutive meetings of the Trustees without consent;
 - 4.19.4. ceases to be a Member;
 - 4.19.5. resigns by Written notice to the Trustees (but only if at least five Trustees will remain in office);
 - 4.19.6. 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.
 - 4.19.7. 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.

TRANSITION FROM 2020 ARTICLES

- 1.1. Any Trustee elected for a third term of office in the same post prior to 2023 shall be entitled to complete that term of office as a Trustee. If the role they were elected for no longer exists then they may either resign as a trustee, complete their term of office as a general trustee or apply for one of the other vacant trustee roles.
- 1.2. As a result of the changes made to the Articles in 2021 the trustee posts of Regional Representative will not exist for the elections in 2023 and subsequent years. The provisions of 2020 Article 5.8.1 (maximum of two terms in the same role) will have no application to Trustees serving in those posts immediately before the 2023 elections. However, the provisions of 2020 Article 5.8.2 (maximum of 12 consecutive years) will apply.
- 1.3. Trustees who were elected as Regional Representatives can, if they wish to, be a regional representative on the Study Clubs sub-committee for the remainder of their term as Trustee.
- 1.4. For the purposes of 2020 Article 5.8 the following roles shall be treated as the same roles:

Academic Representative

Academic Officer

Technical Representative

Technician Officer

DCP Representative

DCP Officer.

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.

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 Representative

The Academic Representative is the member of the Trustee Board responsible for creating partnerships with universities and other educational institutions and overseeing the organisation's external relationships with the academic world. They will ensure that accurate scientific rigor is applied to the organisation's communications and products, and that the organisation remains relevant to and connected with the latest scientific and academic advances in the field.

Communications Officer

The Communications Officer is the member of the Trustee Board responsible for overseeing and advising on the ADI's internal and external communications, publicity, marketing and public awareness programme.

Industry Liaison Officer

The Industry Liaison Officer is the member of the Trustee Board responsible for overseeing and advising on the Association's relationships and partnerships with external industry organisations, regulatory bodies and the NHS.

Study Club/Education Officer

The Study Clubs/Education Officer is the member of the Trustee Board responsible for overseeing and advising the Charity's educational offer, specifically the Study Club Programme. The Study Club Officer will also chair the Study Club sub-committee and will liaise with and support the locally-based Study Clubs in the planning, funding and delivery of these events across the UK and the assessing of results and impacts from the programme.

Young Dentist Officer

The Young Dentists Officer is the member of the Trustee Board responsible for overseeing and advising on the ADI's First Five Years early careers offer and liaising with the Next Gen ADI early careers sub-committee. The Young Dentists Officer will also be on the Study Club sub-committee.

Equality and Career Development Officer

The Equality and Career Development Officer is the member of the Trustee Board responsible for ensuring that all members of the Charity are represented and have equal access to the organisation's activities, events and offers, in particular those of minority groups, and that diversity and equality standards are monitored and maintained. They will also ensure that the Equality and Diversity Policy is followed and is regularly reviewed. They will also act as Careers advisor and assist in the professional development aspects of the organisation's educational, validation and access offers.

General Trustees

There is capacity for up to three General Trustees to be appointed to the Board in addition to the named roles. These may be selected for a particular project duration, or for specialist knowledge not covered by the other roles. They are separate from Co-opted Trustees in that they would be elected in the same way and under the same rules as other Trustees.