

THE COMMONWEALTH DENTAL ASSOCIATION (2012)

The Commonwealth Dental Association (hereinafter called 'CDA') is an international non-governmental dental association with the aims and objectives set out below. It was established on 24 April 1991 as the result of a decision taken at a meeting of Commonwealth National Dental Associations (NDA) representatives, representing 23 Commonwealth countries ('the Commonwealth Oral Health Initiative') held in London on 14 & 15 May 1990.

Constitution

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Part 1

Aims and Objectives

1.1

Aims

To exchange information, experience and expertise between member associations on all aspects of their work and, in particular, in the promotion of oral health.

1.2

Objectives

- 1.2.1 To develop and to promote primary oral health care strategies, including the application of appropriate technology in co-operation with National Dental Associations in member countries, with emphasis on the prevention of oral and dental diseases.
- 1.2.2 To provide technical co-operation and advice to member associations of countries within the Commonwealth, in particular in the training of a professional and auxiliary oral health workforce and the cost-effective delivery of oral health care.
- 1.2.3 To promote the ethical practice of dentistry among member associations.
- 1.2.4 To facilitate continuing dental education programmes including distance learning for dental surgeons and oral health care personnel working in the Commonwealth countries.
- 1.2.5 To participate actively in the work of the Commonwealth Health Ministers, insofar as is consistent with the Association's consultative and observer status. To liaise and work with WHO and with FDI.
- 1.2.6 To edit and to publish a regular bulletin and technical reports which shall be sent to all National Dental Associations within the Commonwealth, as well as to appropriate governmental, health and professional institutions.

- 1.2.7 To hold regular meetings and conferences and generally to carry on all such lawful activities as may be incidental to the promotion or carrying out of the foregoing aims and objectives of the Association.
- 1.2.8 To assist member countries to establish National Dental Associations where such NDAs do not exist.

Part 2 Title, Head Office and Official Language

- 2.1 The Association shall be known as the Commonwealth Dental Association.
- 2.2 The Association's rules and activities shall be governed by the laws for the time being of England.
- 2.3 The official language will be English.
- 2.4 The office of the Association will be co-located in the same country as the headquarters of The Commonwealth Foundation and the Commonwealth Secretariat.
- 2.5 Throughout this document, where the text refers to "he" this shall also mean "she".

Part 3 Powers of the Association

- 3.1 The Association in General Assembly may make such by-laws and rules as may be deemed necessary for the governance and management of the Association's business and affairs, including the qualifications, classifications, admission and expulsion of members, the subscriptions which it may deem advisable to impose and the number, constitution, powers and duties of its Officers, and may from time to time alter or repeal all or any of such by-laws and rules as it may see fit.
- 3.2 The Association may receive, acquire, accept and hold real and personal property by way of gifts, purchase, legacy, lease or otherwise for the purpose of the Association and may sell, lease or invest or otherwise dispose thereof in such manner as it may seem advisable for such purpose.
- 3.3 The Association may seek grants for the lawful conduct of its activities from such organisations, foundations and trusts as may seem appropriate to the General Assembly.

Part 4 Regions

- 4.1 The Commonwealth Dental Association shall be organised into six Regions:
(1) Europe
(2) South East Asia
(3) Pacific/Australasia
(4) Canadian/Caribbean
(5) West Africa
(6) East, Central and Southern Africa

Part 5 Membership

- 5.1 **Ordinary Member**
- 5.1.1 Ordinary Membership of the Association shall be open to the National Dental Associations within the member countries of the Commonwealth and their associated states and dependencies.
- 5.1.2 Where dentists in a Commonwealth country have not formed a National Dental Association but are members of a Medical Association (NMA) or Medical and Dental Association (NMDA), the NMA or NMDA may become a member of the CDA
- 5.2 **Associate Member**
- 5.2.1 Where a Commonwealth country has less than 10 registered dentists the NDA, NMA or NMDA may become an Associate Member. An Associate member will have all the rights and privileges of a Full member except the right for any of its delegates to vote during a General Assembly
- 5.2.2 Where an Associate member country has 10 or more dentists registered during a year the NDA, NMA or NMDA shall cease Associate membership at the end of that year and become an Ordinary member, paying the appropriate subscription.
- 5.3 **Responsibilities of Members**
- All members of the Association as a condition of membership shall agree to accept, uphold and be governed by the Constitution and By-laws of the Association in force at the time of becoming members and any amendments or additions which may from time to time be made thereto; and shall further agree to abide by and accept the rulings and decisions of the General Assembly of the Association.
- 5.4 **Termination of Membership**
- 5.4.1 Except as provided for in clause 6.3, notice of termination of membership shall be given in writing to the Executive Secretary at least three months before the next annual subscription is due.
- 5.4.2 Expulsion of a member or Associate member shall be by two-thirds majority vote of the General Assembly. A request for expulsion of a member or Associate member cannot be considered by the General Assembly unless at least three months' notice has been given in writing to every member Association by the Secretariat.
- 5.4.3 A member or Associate member shall automatically cease to be a member if the member country ceases to be a member of the Commonwealth.
- 5.5 **Re-admission**
- 5.5.1 Applications for readmission from an association whose previous membership was terminated voluntarily, or through failure to fulfil its financial obligations, or through suspension of the country from the Commonwealth shall be made in writing by a responsible officer of the association to the Executive Secretary.
- 5.5.2 At the discretion of the Executive, all fees owing to the CDA shall be paid before an application for readmission is agreed.
- 5.6 **Friends of the CDA**

Any person or company that supports the aims and objectives of the Association and pays the annual subscription set by the Executive, shall be regarded as a 'Friend of the CDA' and shall be eligible to enjoy the privileges of a member of CDA, but without the right to vote.

Part 6

Annual Subscription

- 6.1 The annual subscription for Ordinary membership of the Association shall be determined by the General Assembly and shall apply until the next following meeting of the General Assembly. The subscription shall be payable annually on 1st January.
- 6.2 There is no annual subscription for Associate members
- 6.3 Membership will be terminated automatically after failure to fulfil financial obligations for two calendar years. In the case of financial hardship, applications for waiving or reducing membership subscriptions must be made to the Executive before the 28th February each year.

Part 7

Officers

- 7.1 The Officers of the Association shall be the President, Immediate Past-President, President-elect, Executive Secretary, Treasurer and one Regional Vice-President from each of the six Regions referred to in Part 4 above, elected at each Biennial Ordinary Meeting of the General Assembly.

7.2 Election

- 7.2.1 The Officers shall be elected, upon the nomination of Ordinary Member Associations, at each Biennial Ordinary Meeting of the General Assembly and the election shall take place at the end of that meeting. Officers shall be elected for a term of office of normally two years, which commences from the end of each Biennial meeting of the General Assembly. Nominations for Officers shall be called for by the Executive Secretary six months prior to the General Assembly.
- 7.2.2 An Officer may only serve for three consecutive terms of two years each in any one office, but this does not preclude him or her from serving subsequently in another office.
- 7.2.3 No person may hold two different offices at the same time.
- 7.2.4 When no nominations have been received for an office by the close of the relevant agenda item for the election of Officers at a Biennial Ordinary Meeting of the General Assembly, the General Assembly may agree by majority vote to extend the term of office of any Officer who otherwise may have to relinquish office under rules 7.2.2 and/or 7.2.3, by such period as the meeting determines, to facilitate the continued operational activity of the Association, until the Executive Committee can fill the otherwise vacant position under rule 7.4.

7.3 Duties and Regulations pertaining to Officers

- 7.3.1 The President shall be the Chief Officer of the Association and shall take office from the end of a Biennial meeting of the General Assembly and will remain in office until the end of the next Biennial meeting of the General Assembly. He may nominate any one of the Officers to act on his behalf between Ordinary Meetings of the General Assembly.

- 7.3.2 It shall be the duty of the President:
- To serve as the principal official representative of the CDA in its relations with governments and international organisations.
 - To preside at all official functions of the CDA
 - To serve as Chairman of both the General Assembly and Executive Committee.
 - To submit annually a written report of activities and recommendations to the Executive Committee
 - To facilitate and summarise the debate in meetings and to call for a vote when there is no consensus
- 7.3.3 In the event of the President being unable to carry out his duties, the Executive shall nominate a replacement.
- 7.3.4 The President-elect shall take office from the end of the Biennial meeting of the General Assembly at which he was elected and will remain in office until the end of the next Biennial meeting of the General Assembly, when he takes office as President.
- 7.3.5 The Immediate Past President takes office from the end of the-Biennial meeting of the General Assembly until the end of the next Biennial meeting of the General Assembly.
- 7.3.6 The Treasurer shall be responsible for the administration of the funds of the Association and shall prepare annually a budget and an audited financial statement. Audited statements for the period under review shall be submitted to the meeting of the Executive held immediately prior to each Ordinary Meeting of the General Assembly or earlier at the request of the Executive.
- 7.3.7 The Executive Secretary shall be responsible for the day-to-day administration of the work of the Association and for keeping a record of all meetings of the General Assembly and the Executive. He shall prepare and distribute an annual progress report of work and activities.
- 7.3.8 Regional Vice-Presidents will be responsible for promoting the aims and objectives of the Association within the Regions. They will submit to the Secretary a quarterly report of activities within their Regions. They shall facilitate the implementation of Association activities within their Regions.

7.4 **Vacancies**

In the event of vacancies of a CDA Executive Officer occurring during a term of any office, the Executive may fill the vacancy until an election can take place at the next General Assembly.

Part 8 General Assembly

8.1 **Voting members**

8.1.1 The General Assembly shall consist of the following voting members:

- Delegates appointed by Ordinary member associations
- Officers of the Association

8.1.2 No more than one voting delegate may be nominated by each Ordinary Member Association; Ordinary Members shall certify in writing to the Executive Secretary, not less than one day in advance of each General Assembly meeting, the name of the voting delegate wishing to attend.

8.2 **Observers**

- 8.2.1 The following shall be entitled to attend without the right to vote:
- Up to three additional delegates nominated by member Associations and Associate members from within their membership;
 - Such observers as may be invited by the General Assembly.
 - Friends of the CDA
- Persons who are receiving a CDA Award at that General Meeting
- 8.2.3 Observers may speak during the General Assembly by permission of the Chairman
- 8.3 **Term of Office**
- Members of the General Assembly, or those subsequently nominated by their member associations, shall continue as members until the day preceding the next General Assembly.
- 8.4 **Chairman**
- The Chairman of the General Assembly shall be the President or, in the event of his inability to preside, such Officer as the General Assembly may elect for the purpose of chairing the meeting.
- 8.5 **Voting Privileges**
- 8.5.1 Each voting member and Officer shall have one vote.
- 8.5.2 An officer of the CDA may represent an Ordinary Member Association but no person may cast more than one vote, save for clause 8.5.6 (the Chairman's casting vote)
- 8.5.3 Voting may be in person or by proxy by another member of the General Assembly.
- 8.5.4 Voting shall be by show of hands, cards, written ballots, electronic voting or by any other method as the Chairman shall announce, subject to the approval of the General Assembly. A secret ballot shall be conducted if one-third (1/3) of the delegates present and voting support the request for such a ballot.
- 8.5.5 Resolutions are carried if supported by a simple majority of those present and voting.
- 8.5.6 The Chairman shall exercise a vote only in the case of a tied vote when he shall have the casting vote. The Chairman will exercise his casting vote in favour of maintenance of the status quo, when appropriate.
- 8.6 **Meetings of the General Assembly**
- 8.6.1 Ordinary Meetings of the General Assembly ("Biennial General Meetings") shall be regularly held no less than two years, nor more than two and a half years after the previous Biennial General Meeting, at such time and place as may be determined by the Executive. The decision about the time and place of the General Assembly shall be conveyed to Ordinary Members not less than 18 months before such meeting.
- 8.6.2 Special Meetings may be called by the Executive, or on the requisition of one half of Ordinary member associations, providing that at least three months' notice in writing is given to all members of the Association.
- 8.7 **Duties and Powers of the General Assembly**

The General Assembly shall have the following powers:

- 8.7.1 To elect the Officers of the Association;
 - 8.7.2 To establish ad hoc committees as appropriate;
 - 8.7.3 To make such by-laws and regulations and to perform such other acts not elsewhere excluded as shall make for the welfare, order and good government of the Association; and
 - 8.7.4 To consider and, if found appropriate, approve the financial statement;
 - 8.7.5 To approve the triennial reports of the activities of the CDA from the Executive;
 - 8.7.6 To receive a report of the regional activities from the Vice Presidents
 - 8.7.7 To consider and vote on any resolution proposed by any Ordinary Member, provided that such resolution has been received by the Executive Secretary at least 3 months prior to the date of the General Assembly
- 8.8 **Declaration of an Emergency**
- 8.8.1 For the purposes of this section, a potential emergency may be said to exist when international conditions, relating particularly to communications, travel, the transfer of funds and the attendance and security of officers, delegates and participants to a General Assembly, are such as to cause, or seem likely to cause, grave interference with, or cessation of, the programme of the CDA for an indeterminate period.
 - 8.8.2 All powers and duties of the General Assembly, except the power to enact, amend or repeal the Constitution, or to dissolve the CDA, may be transferred to the Executive if either the Executive or the General Assembly, by two-thirds (2/3) vote, declare an emergency. An emergency declared by the Executive Committee shall immediately be communicated to the Regular Ordinary Members by the Executive Secretary. After a declaration of an emergency by the Executive, a Special Meeting of the General Assembly may be called by a majority of the Regular Ordinary Members.
 - 8.8.3 The state of emergency may be terminated by a majority vote of Regular Members in good standing at the time the emergency was declared or by a majority vote of the Executive Committee.
- 8.9 **Resolution in Writing**
- Between meetings of the General Assembly, a resolution in writing, other than amendments to the constitution and signed by seventy-five percent of the Ordinary Members shall be as valid and effective as if it had been passed by a meeting of the General Assembly duly called and constituted. For the purposes of this clause signatures may be collected in writing or by email.

Part 9

The Executive

The Executive shall consist of the Officers of the Association.

9.1 Powers and Duties

- 9.1.1 The Executive shall exercise all rights and powers of the General Assembly between meetings of the General Assembly and shall always

act in accordance with the policies of the Association. It shall examine and, if found appropriate, approve and manage all financial matters. This will include investment and borrowing of funds as instructed by the General Assembly.

In addition to acting on behalf of the General Assembly between meetings, the Executive shall undertake the following duties:

- 9.1.2 Obtain and submit nominations for the posts of Officers for consideration by the General Assembly at its next Ordinary Meeting.
- 9.1.3 Approve annually the budget and financial statement submitted by the Treasurer; and approve the financial statement prepared by the Treasurer for presentation to the General Assembly at its next Ordinary Meeting.
- 9.1.4 Ensure that resolutions properly submitted by Ordinary Members are circulated to all other Ordinary Members in a timely manner and are placed on the agenda of the General Assembly in the appropriate place
- 9.1.5 Set the agenda for the next Ordinary Meeting of the General Assembly.
- 9.1.6 Nominate the signing officers of the Association and indicate their terms of office and the limits of their authority.
- 9.1.7 Develop a programme of work for approval by the General Assembly.
- 9.1.8 Implement the programme of work approved by the General Assembly.
- 9.1.9 Prepare position papers and such documents as may be required to further the aims and work of the Association.
- 9.1.10 From time to time, as required, the Executive shall appoint a CDA Editor and (if necessary) Co-Editor of the CDA Bulletin and such other persons as shall be required to carry out other functions as shall be deemed necessary.

9.2 **Frequency of Executive Meetings**

- 9.2.1 The Executive shall meet in the month immediately prior to each meeting of the General Assembly, or upon the written requisition of six members of the Executive, provided that at least three month's notice is given to all members of the Executive.
- 9.2.2 The Executive shall hold at least 3 meetings each calendar year
- 9.2.3 The Executive shall meet immediately after the General Assembly or within the 3 following days
- 9.2.4 At all times except the meeting as described in 9.2.3 the Executive may conduct its business by post or by other appropriate methods of communication.

Part 10

Indemnity

- 10.1 The CDA shall indemnify and hold harmless the Officers and members of any CDA committees, the Administrator and the Editor against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon such persons in connection with or resulting from any action, suit or proceeding, or the settlement or compromise of any action taken or omitted to be taken, in good faith, during such person's term of office.
- 10.2 This right of indemnification shall inure to such persons at the time such

liabilities, costs or expenses are imposed or incurred and, in the event of such person's death, shall extend to such person's legal representatives.

Part 11

Auditor

- 11.1 An external professional Auditor, registered as a Chartered or Certified Accountant of the relevant Financial Authority of England, shall be appointed by the Executive at its first meeting of each calendar year. The Auditor shall examine annually the Financial Statement of the Treasurer, including such tests of accounting records and other information as will enable him to give an opinion on the Financial Statements.

Part 12

Awards

Awards may be granted to persons in recognition of their distinguished contribution to the Commonwealth Dental Association. The following categories will be awarded where appropriate.

- 12.1 **Past Presidents' Award**
The Past Presidents' Award is the recognition of the contributions made by the President to the CDA. This is the highest honour that can be bestowed on an individual by the CDA. This will be given as a Past President's badge at the-Biennial General Meeting.
- 12.2 **CDA Merit Award**
The CDA Merit Award is given to any person who has made an outstanding contribution to the CDA. He or she does not have to be a current or past official of the CDA. It is anticipated that "Friends of the CDA" who have given significant support will also be included in this category.
- 12.3 **CDA Merit Award for the Trade and Industry**
The CDA Merit Award for the Trade and Industry is given in recognition of a significant support given to the CDA. It is anticipated that this award will be made to a company or an individual from a company.
- 12.4 Any person or company shall be eligible to be nominated by the Executive for a CDA Award, provided such nomination has been made after proper consultation and (in the case of a non-company award as in clause 12.2) with the support of the NDA and the CDA Regional Vice President
- 12.5 A holder of the CDA Award shall be eligible to enjoy the privileges of a member of CDA, but without the right to vote.

Part 13

Amendments

Provisions of this Constitution may be amended by a two-thirds majority of voting members present in person or by proxy at any ordinary meeting of the General Assembly, or any Special Meeting called under the provision of clause 8.6.2, providing that three months' notice in writing shall have been given to all member associations.

Part 14

Dissolution

The CDA may only be dissolved at a Special Meeting convened for the purpose. Dissolution shall require the approval of a three-fourths (3/4) vote of the delegates present and voting. Upon dissolution, the liquidation of the CDA's assets shall be as determined by the General Assembly.

Agreed: 3 November 2012

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