



ADVANCING EDUCATION
AND ORAL HEALTH

ASSOCIATION FOR DENTAL EDUCATION IN EUROPE

Constitution and Bylaws

The constitution and bylaws of the Association for Dental Education in Europe as approved by its members at General Assembly in August 2021



Revision Control

ASSOCIATION FOR DENTAL EDUCATION IN EUROPE

Constitution of the Association

Issued 1996
Revised November 2004
Revised August 2016
Revised August 2021

Bylaws of the Association

Issued 1996
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Constitution

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ASSOCIATION FOR DENTAL EDUCATION IN EUROPE

Constitution of the Association issued 1996
Revised November 2004, August 2016
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1. Name

The name of the association is "the Association for Dental Education in Europe" (ADEE), herein after referred to as "the Association" or "this Association" or "ADEE".

2. Mission Statement

The main object for which the Association for Dental Education in Europe is established is for the advancement of education and the promotion of the highest levels of health care for all people of Europe through its influence on the education and training of dental personnel

The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used for the attainment of that main object and any income generated there from is to be applied to the main objective only.

3. Aims and Objectives

- a) To promote the advancement of dental education:
 - in undergraduate courses
 - in vocational training
 - in continuing dental education and professional development
 - in higher dental training and education programmes

- b) To foster convergence towards the highest standards in all facets of dental education throughout Europe by:
 - encouraging the sharing of resources
 - promoting innovation and research in educational methods
 - facilitating the exchange of expertise
 - promoting greater understanding and communication
 - fostering communication and co-operation among dental and medical educators
 - seeking to exploit the potential of the evolving European Union

- c) To promote and help co-ordinate peer review and quality assurance in dental education and training in Europe.
- d) To promote the establishment of common core educational objectives and minimum clinical skills or proficiencies, without imposing a single educational approach.
- e) To promote the development of assessment methods and examinations.
- f) To promote distance learning and networking and to co-ordinate guidance in the use of information technology applied to dental education.
- g) To promote the exchange of staff, students and programmes among European dental schools.
- h) To disseminate knowledge and understanding of dental education by:
 - The promotion of conferences and scientific meetings
 - The publication of research, innovation and methodologies applicable to dental education
 - The establishment and maintenance of appropriate data banks.
- i) To provide a cohesive, broadly based and informed voice in all facets of dental education in the determination of European and International policies in dental education.
- j) To provide a European link with other Regional organisations concerned with dental education.
- k) To provide a European link with other multinational organisations concerned with dental education.
- l) To provide a central administrative facility for use by European dental organisations.

4. Organisation

Section 4.1: Organisation Type

This Association is a non-profit organisation.

Section 4.2: Central Office

The registered central office of this Association is known as the Central Office and shall be located in the Dublin Dental University Hospital, Trinity College, Dublin, Ireland.

Section 4.3: Membership

The membership of this Association consists of dental schools and other dental educational institutions, and such other institutions and individuals whose qualifications and classifications are established in the Bylaws.

5. Governance

Section 5.1: Legislative Body

The legislative and governing body of this Association is the General Assembly.

Section 5.2: Trustees

A minimum of three Trustees, the majority of who must be resident in Ireland shall be appointed annually by the general assembly on the recommendation of the Executive Committee. The Trustees shall be responsible for overseeing the management and operations of the Association in accordance with the laws of Ireland.

Section 5.3: Administrative Body

The administrative body of this Association is an Executive Committee elected by the General Assembly.

Section 5.4: Regional Council

A consultative body representing membership of the association that is composed of up to three representatives from each of ADEE's administrative regions. Its purposes is to advise the Executive on regional priorities, meetings and trends in dental and oral health education.

6. Officers

Section 6.1: Elected Academic Officers

The elected academic officers of this Association are a President-elect, Treasurer and ordinary members of the Executive Committee.

Section 6.2: Appointed Academic Officers

The appointed officers of this Association are a Secretary-General, European Affairs Officer and an Editor who are nominated by the Executive Committee and appointed subject to the approval of the General Assembly.

Section 6.3: Appointed Administrative Officers

The Executive Committee can appoint Executive and Administrative officers of principally non-academic nature.

Section 6.4: Appointment of Council Members of Council are appointed through a combination of self-nomination and open election depending on the level interest within the specific administrative region. Elections are only open to those members within the specific region.

7. Sessions of the General Assembly

Section 7.1: Regular Sessions

There is an annual session of the Association to be held at such time and place as may be proposed by the Executive Committee and approved by the General Assembly. Notice of the time, place and agenda for the General Assembly, including names of candidates nominated as officers of the Association must be given to members at least six (6) weeks in advance of the meeting date.

Section 7.2: Special Sessions

An extraordinary General Assembly shall be summoned by the Executive Committee or at the request of at least 10 authorised representatives of members, in writing to the President or to the Secretary General.

Section 7.3: Council Sessions

A session of council will be held at least twice annually. A quorum will be considered 50% plus 1. In addition to council members, all members of the ADEE executive Committee can be in attendance. The Chair of Council is the ADEE President of their nominee.

8. Additions, alterations or amendments

The Association must ensure that the Charities Regulator has a copy of its most recent governing instrument. If it is proposed to make an amendment to the governing instrument of the association which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

Once approval is granted by the Charities Regulator in Ireland the proposed amendment to this Constitution must be presented in writing at a regular meeting of the General Assembly. It shall then be laid on the table until the next annual session, and each member of the General Assembly shall be promptly notified in writing by the Secretary General concerning such proposed amendment. Any such amendment may be adopted by an affirmative vote of at least two-thirds (2/3) of the General Assembly present.

9. Income and Property

The income and property of the Association shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Association'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 the members of the Association. No charity trustee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

However, nothing shall prevent any payment in good faith by the Association of:

- a) reasonable and proper remuneration to any member of the Association (not being a charity trustee) for any services rendered to the Association;
- b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by charity trustees or other members of the Association to the Association;
- c) reasonable and proper rent for premises demised and let by any member of the Association (including any charity trustee) to the Association;
- d) reasonable and proper out-of-pocket expenses incurred by any trustee in connection with their attendance to any matter affecting the Association;
- e) fees, remuneration or other benefit in money or money's worth to any Company of which a charity trustee may be a member holding not more than one hundredth part of the issued capital of such Company;
- f) payment by the Association to a person pursuant to an agreement entered into in compliance with Section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

10. Winding-up

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Association. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Association.

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 Association under or by virtue of Clause 9 hereof.

Members of the Association 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 with the agreement of the Charities regulator.

Final accounts will be prepared and submitted that will include a section that identifies and values any asset transferred along with the details of the recipients and terms of transfer.

11. Keeping Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners in Ireland on request.

Signed: _____

Date: 27th August 2021

Ilze Akota
President

Signed: _____

Date: 27th August 2021

Barry Quinn
Secretary General

Signed: _____

Date: 27th August 2021

Julia Davies
Treasurer

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1. Membership

1.1. Membership Categories

The Association shall have the following categories of membership:

Category 1: Active Membership

University, Dental Schools, National dental educational bodies (e.g. programmes for auxiliary personnel) within the World Health Organisation European and Eastern Mediterranean Regions.

National Dental Associations and European Associations or specialist societies specifically concerned with or related to dental education.

Category 2: Affiliated Membership

National dental educational bodies (e.g. programmes for auxiliary personnel) not affiliated with an institution eligible for category 1 membership.

Universities, dental schools, national associations and other national dental educational bodies outside Europe as defined in Category 1a.

Category 3: Corporate Membership

Commercial organisations dealing with products and/or services relevant to dental education and/or dentistry.

Category 4: Individual Members

- a) Honorary
- b) Individual – where applicant's institution is not a member of ADEE
- c) Institutional Individual members - where the applicant's institution, organisation/company is already a member of ADEE (Category 1, 2 & 3)

1.2. ADEE Regional Allocation

Upon acceptance of membership, (and on 1st January 2022 for all existing members), ADEE membership will include allocation to one of its seven ADEE regional structural groups. These regions are based on share academic evolution and approach as well as regional and cultural similarities. In creating the regional structure ADEE drew upon the WHO regional Structure, the European Higher Education Authority Structure and other similar structures.

The seven regions in operation are:

Region 1: Ireland and the United Kingdom

Region 2: Scandinavia and Baltic countries

Region 3: Western Europe - Austria, Belgium, Czech Republic, Slovakia, Germany, Hungary, Luxembourg, The Netherlands, Poland, Switzerland

Region 4: Southern Europe - France, Italy, Portugal, Spain

Region 5: Eastern Europe - Greece, Romania, Bulgaria, Former Yugoslavia and Former USSR

Region 6: South & Eastern Mediterranean, North Africa and Middle East

Region 7: All other countries

2. Application for nomination and election to membership

Category 1: Active Membership

University, Dental Schools, National dental educational bodies (e.g. programmes for auxiliary personnel), National Dental Associations and European associations or specialist societies specifically concerned with or related to dental education within the World Health Organisation European Region are eligible for immediate membership provided they are prepared to support the aims and objectives of the Association and to pay annual dues. They shall apply for membership to the Secretary General.

National associations, specialist societies or national dental educational bodies, other than those named under Category 1 a & b may apply for membership to the Secretary General who will submit the application to the Executive Committee for consideration. The applicant will be admitted if its objectives are not in conflict with the objectives of ADEE.

Category 2: Affiliated Membership

Institutions conducting educational programmes for auxiliary dental personnel. Such programmes that are under the administrative control of an active member institution and that are conducted at the main teaching site of that active member institution are included in the membership of the active member institution. Dental hygiene, assisting, and laboratory technology education programmes that are under the administrative control of an active member institution and are conducted away from the main teaching site of that active member institution must also be considered.

Category 3: Corporate Membership

A company dealing with products and/or services relevant to dental education and/or dentistry is eligible to apply for corporate membership. Companies elected to corporate membership may not cite it for commercial purposes, e.g. to imply ADEE endorsement of products and services. Applications should be submitted to the Secretary General; admittance to corporate membership is decided by the Exco.

Category 4: Individual Members

- a) Proposals for election to honorary membership may be made to the Executive Committee by any member, but individuals may only be nominated for honorary membership by the Executive Committee. Such nominations must receive the approval of at least two-thirds of those present at a General Assembly.
- b) Any person with a demonstrable interest in dental or allied dental education is eligible to apply for Individual membership to the Secretary General, provided that their institution is not already a member.
 - I. Any student enrolled in any accredited university programme of a dental school
 - II. Or a post-doctoral dental education programme is eligible to apply for Individual membership to the Secretary General.
- c) Any person with a demonstrable interest in dental or allied dental education is eligible to apply for Institutional Individual membership to the Secretary General provided that their institution is already a member of ADEE.

3. Privileges of membership

The members of Category 1 have the right to appoint two representatives who will then be entitled, in the General Assembly, the right to vote on all issues and to make nominations.

In order to better pursue the Mission of the Association and further engage with Institutional partners to enhance adequate policies regarding the education of European Dentists only members from the European Economic Area will be eligible to hold office.

Moreover, the members may send as many delegates as they wish to participate in the scientific meetings of ADEE.

Members of Categories 2, 3 and 4 shall have the same rights as those of the above-mentioned members, except the eligibility to vote in the General Assembly or to be elected to the Executive Committee. However, companies holding corporate membership (Category 3) may attend the General Assembly and be represented by one delegate with the right to vote.

Honorary members (Category 4.A) shall be entitled to attend scientific meetings as well as the General Assembly and shall have the right to vote but not to hold office.

4. Subscriptions

The membership subscriptions shall be paid annually before 30 June, the sum being suggested by the Executive Committee and approved by the General Assembly.

5. General Assembly

- a) **Composition:** The General Assembly shall consist of authorised representatives present at a duly convened meeting.
- b) **Powers:** The General Assembly is the legislative body of ADEE and shall have the following powers:
 - I. To enact, amend and repeal the Constitution and Bylaws of ADEE;
 - II. To elect and approve the appointments to the Executive Committee and other constitutional committees of ADEE.
 - III. To elect honorary members
 - IV. To elect Trustees

The General Assembly shall:

- I. Approve the accounts, the administration and the management of ADEE by the Executive Committee
 - II. Initiate proposals conforming with the purposes of ADEE;
 - III. Decide on the annual dues and approve the budget.
 - IV. Approve the time and place of future General Assemblies and scientific meetings.
- c) **Sessions of the General Assembly:** The General Assembly shall usually meet once a year in association with a Scientific Meeting. Members shall be informed of the date and time of the General Assembly when circulated with the programme for the Scientific Meeting at least six (6) weeks before the session is convened.

An extraordinary General Assembly shall be summoned by the Executive Committee or at the request of at least 10 authorised representatives of members in writing to the President or to the Secretary General.

The annual scientific meetings are organised by a local organising committee subject to the approval of the Executive Committee. The meetings are to be arranged according to "Guidelines on the Organisation of ADEE annual meetings".

- d) **Order of Business:** The order of business at the General Assembly shall include the following:
1. The meeting shall be opened by the President.
 2. Approval of minutes of the previous General Assembly.
 3. Report of the President.
 4. Report of the Secretary General.
 5. Report of the Treasurer including the written report of the auditors.
 6. Report of the Editor.
 7. Decision on annual dues.
 8. Election and approval of the academic officers of ADEE and Members of the Executive Committee of ADEE.

9. Approve the appointment of honorary membership.
10. Approve the appointment of trustees.
11. Approve venues of future meetings of the General Assembly of ADEE for the subsequent two years.
12. Members who wish to raise specific items of new business must inform the Secretary General by the time of the winter meeting of the Executive Committee

- e) **Decisions:** Decisions of the General Assembly shall be carried by a simple majority of the votes of the representatives present, except where otherwise stated in the Constitution and Bylaws.

6. Trustees

Trustees shall be responsible under the laws of Ireland for the management of the association in accordance with these laws.

The Trustees will ensure that the actions of the Executive Committee are solely in conformance with aims and objectives of the constitution of the Association.

A minimum of three trustees, the majority of who shall be resident in Ireland will be elected annually by the General Assembly on the recommendation of the Executive Committee.

7. Executive Committee of ADEE

The Executive Committee shall be the administrative body of ADEE.

Composition: The Executive Committee shall consist of the following:

- The President
- The President Elect / The immediate Past President
- The Secretary General
- The Treasurer
- The European Affairs Officer
- The Editor (in attendance)

And up to three Members, elected by the General Assembly from among its members.

The Executive Committee shall have the power to co-opt up to two additional members.

The Executive Committee shall have the power to appoint executive and administrative officers to serve in administrative functions of the committee.

Composition of the ADEE executive will aim to reflect membership of the regional structure by ensuring no one region is dominating membership at any one time. Thus if a retiring or resigning member of the executive is from region three their replacement will be drawn from a call for application from region there where possible.

Functions:

Full role and function documents as well as person specific requirements for each of the roles has been approved by the executive, however in brief the roles are summaries as follows:

The President

- I. The President shall lead ADEE, and preside over the General Assembly and the meetings of the Executive Committee.
- II. He/she shall report on the current state of ADEE to the General Assembly.
- III. In the case of a tie in voting, in the General Assembly or the Committees of ADEE, the President shall have the casting vote.
- IV. He/she shall normally represent ADEE at other meetings/conferences such as IFDEA when appropriate.

The President Elect and the Immediate Past President

The President Elect and the Immediate Past President shall be kept informed on all business and shall assume the duties of the President in his/her absence, or if requested to do so by the President or the Executive Committee.

The Secretary General

The Secretary General shall with the help of the executive and administrative officers serve as secretary of the General Assembly and of the Executive Committee and advise the President.

He/she shall prepare all official minutes; maintain a list of members of ADEE and their representatives; make annual reports to the Executive Committee and the General Assembly; assist with and co-ordinate the preparation and organisation of the annual scientific meeting, the meeting of the Executive Committee and the committee meetings.

It is the duty of the Secretary General to:

- I. Perform such other duties as may be determined by the Executive Committee.
- II. Serve as the executive head of the Central Office and all of its branches.
- III. Co-ordinate the activities of all committees, councils, administrative boards, standing committees, and other Association component groups.
- IV. Mail notices pertaining to all sessions of the Association, annual or special, to appropriate individual and institutional members.

The Treasurer

The Treasurer shall serve as custodian of all monies, securities and other financial assets of ADEE - prepare an annual budget of ADEE's income and expenditures; submit the financial records of ADEE to a professional registered auditor selected by the Executive Committee; report annually to the Executive Committee and the General Assembly, such reports to be circulated in advance; collect membership fees and dues; provide the Secretary General with an annual list of paid-up members of ADEE.

European Affairs officer

The role of ADEE European Affairs officer is responsible for ensuring that ADEE is constantly informed on EU decisions, directives and strategies that will influence the future of Dental Education within the EU. In particular, the post holder will be responsible for:

1. keeping the executive updated on all issues relating to the workings of the EU and its relevant bodies
2. drafting relevant responses to calls and consultations
3. representing (along with the President) ADEE at relevant EU sister collaborative organisation events and functions
4. guiding ADEE strategy in relation to management of EU relations
5. reporting annually to the General Assembly on key political and strategic issues of important from within the EU institutions as they impact on Oral Health professionals Education
6. ensuring ADEE work remains aligned with EU priorities

Terms of Office and Elections

- I. A single term of office for members of the Executive Committee shall be up to:
 - The President - 2 years
 - The President Elect - 1 year
 - The Immediate Past President - 1 year
 - The Secretary General - 5 years
 - The Treasurer - 5 years
 - The European Affairs Officer – 3 years
 - Elected members - 3 years
 - Co-opted members - 1 year
- II. The academic officers shall serve from 1 January in the years following their election and/or appointment by the General Assembly. Continuous membership of the Committee should not extend for more than eight years. Under exceptional circumstances these terms can be modified by the General Assembly on the recommendation of the Executive Committee.

Powers and Duties: The Executive Committee shall direct and organise the activities of ADEE, and execute the decisions reached by the General Assembly and monitor the finances of ADEE. It shall nominate candidates for honorary membership. It shall appoint the Secretary General and the Editor, subject to the agreement of the General Assembly.

Sessions of the Executive Committee: The Executive Committee shall normally meet at least twice a year and may also meet at the request of three members of the Executive Committee.

Order of Business

The order of business for a session of the Executive Committee shall be as follows:

1. The meeting shall be opened by the President.
2. Approval of minutes of the previous session.
3. Reports of the President, Secretary General, Treasurer and Editor.
4. Report of the committees.
5. Nominations for elections.
6. Approval of Trustees and academic officers for recommendation to the General Assembly.
7. Arrangements for future meetings of ADEE.
8. Unfinished and new business.

8. Editor of ADEE

There shall be an editor appointed by the Executive Committee who shall normally be in attendance at the Executive Committee and General Assembly meetings. The Editor shall liaise closely with the Secretary General; shall be responsible for the publication of official ADEE documents, including the Proceedings of Annual Meetings and shall report annually to the General Assembly.

9. Election of Trustees and Academic Officers to the Executive Committee

A Nomination Committee shall be established comprising three members: The Secretary General plus two members from the body of the Association elected by the General Assembly. The Nomination Committee shall propose names to the Executive Committee who then will present them to the General Assembly.

10. Standing Committees

The General Assembly or the Executive Committee with the approval of the General Assembly can establish standing committees to provide an opportunity for ongoing activities on specific areas of interest for Dental Education and the Association.

Such standing committees shall have approved terms of reference with mandate with stated aims and objectives. However, the standing committees are encouraged to undertake activities based upon their own initiative within the remits of the mandate. The Executive Committee may ask a standing committee to undertake specific assignments within the remits of the mandate.

The Standing Committees shall report to the Executive Committee and when appropriate to the General Assembly.

Budgets for a Standing Committee have to be approved by the Executive Committee.

11. Dues and Fees

The Executive Committee shall recommend to the General Assembly for approval the amount of the annual dues for the various membership categories. The financial year shall correspond with the calendar year, i.e. 1 January to 31 December.

12. Amendments

These bylaws may be amended at any session of the General Assembly by a two-thirds majority, provided that the proposed amendments shall have been submitted in writing at a previous General Assembly or provided that such amendment has been submitted in writing to the members of ADEE not less than six weeks before the date on which the vote is taken.



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AND ORAL HEALTH

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