

BY-LAWS
OF
THE NATIONAL DENTURIST ASSOCIATION, USA

GENERAL

1. In this document the words standing in the first column of the table and hereinafter contained shall bear the meanings (if not inconsistent with the subject or context) set opposite to them respectively in the second column thereof:

Words	Meanings
“Authorized Officers of the Board”	shall mean, President, Vice-President President-Elect, Treasurer and Secretary
“President, President-Elect” “Vice- President” “Treasurer”, Secretary	means the person or persons who for the time being hold the appropriate office in or on behalf Company.
“Company”	means The National Denturist Association, USA.
“Governing Body” or “Board of Directors”	means the Directors or Directors for the time being of the Company.
“Directors”	means an elected member or members of the Board of Directors of the Company
“in writing”	means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
“Month”	means a calendar month.
“Office”	means the registered office of the Company.
“Seal”	means the common seal of the Company
“Year”	means the year from 1st January to the 31st December inclusive.

2. When any provisions of any statute is referred to, the reference is to such provisions as re-enacted or as modified by any statute for the time being in force. References to Directors in any statute shall be read as references to Directors of the Board.

MEMBERS

3. Every Member of the Company shall have signed an application and consent to becoming a Member.
4. The Members of the Company shall be the subscribers to the Memorandum of Association and such other persons as shall apply for admission and be admitted as Members of the Company; PROVIDED
 - a. at the time of application they are eligible persons as hereinafter defined and otherwise comply with the rules set out in the By-Laws of the Company or other rules that may be laid down from time to time by the Board of Directors or are not otherwise disqualified from membership;
 - b. eligible persons shall mean;
 - i. who meets the requirements laid down from time to time by the Board of Directors and ratified by the Membership, or
 - ii. Persons who are training to be Denturists or are studying to be Denturists and are taking a course or undertaking training leading to a qualification under the International Federation of Denturists Base Line Competency or some other qualification recognised by the Company as approved by a majority vote of the Board of Directors of the Company.
5. Subject to the provisions of the By-Laws categories of membership shall comprise;
 1. Full Member provided;
 - (a) they have paid or are paying the appropriate subscription relating to Full Membership status.
 - (b) Full Members shall be entitled to the full benefits as hereinafter specified under these By-Laws
 2. Honorary Members and who shall have voting rights: such Members are full Members who have been elected as honorary members by the members of the Company in General Meeting.
6. No person shall be admitted as a member unless he is approved by the Board of Directors and signed a declaration as specified in Appendix F of the By-Laws. Every person shall deliver to the Executive Secretary an application form as prescribed by the Board of Directors from time to time, the relevant subscription and (in the first year of membership only) any applicable entrance fee.
7. Every Member shall be entitled without payment to a membership certificate and which if defaced, worn-out, lost or destroyed, may be renewed on such terms (if

- any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the Board of Directors may determine but otherwise free of charge and (in the case of defacement or wearing-out) on delivery up of the old certificate.
8. Any member who holds a qualification complying with the International Federation of Denturists Baseline Competency and has paid a subscription and is registered with the NDA/USA shall be entitled to use the designatory letters D.D. after their names to indicate they are recognised by that Association as qualified denturists. Any Member who holds a qualification recognized by American College of Denturists shall be entitled to use the designatory letters MACD to show that they are registered with the College. For the purposes of this paragraph any Member entitled to use the designatory letters D.D. or MACD shall be Full Members of the Company and have paid or are paying ;
- (a) the appropriate subscription as a Full Member of the Company;
 - (b) the appropriate fee for registering the qualification with the American College of Denturists.
9. Any Full Member shall be entitled to use the logo of the Company in advertising their services. Use of the Company logo is strictly limited to compliance with any Code of Conduct and Patient Charter and is subject to the approval of the Board of Directors. Any member wishing to use the Company logo must deliver a copy of the intended advertising material to the Board of Directors for approval.
10. The Board of Directors shall have the power to determine the category of membership for all applicants and shall require such evidence, as they deem necessary for the purpose including a sworn affidavit of compliance to the Code of Conduct and Patient Charter as specified in Appendix A. of the By-Laws
11. A member may at any time withdraw from the Company by giving at least 28 days notice in writing to the Secretary. Membership shall not be transferable and shall cease on death.
12. The Board of Directors may in their absolute discretion terminate the membership of any member but the requirements of natural justice shall be respected and the member shall be entitled to be heard in his own defense by the Board of Directors. Membership may be terminated for the following;
- a. breach of the Company's Code of Conduct or Patient Charter;
 - b. failure to maintain subscriptions to the Company;
 - c. gross professional misconduct;
 - d. bringing the Company into disrepute;
 - e. becoming of unsound mind;
 - f. failure to comply with the By-Laws.

13. Every Member shall be subject to the provisions of the By-Laws in relation to their membership and shall be deemed to have knowledge thereof and to have consented thereto upon or prior to their becoming a Member.
14. Where a person has been accepted for membership, subscriptions and entrance fees are non-refundable and non-returnable except in the Board of Directors absolute discretion.
15. Honorary members (once so elected) have no further obligation to pay subscriptions.
16. Membership is for a period of one calendar year.
17. The rates of subscription shall be determined from time to time by the Board of Directors.

GENERAL MEETINGS

18. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Company's financial year shall end on 31st December and the Annual General Meetings shall be held at such times and places as the Board of Directors shall see fit.
19. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
20. The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings may be convened by requisitions as provided by Section 21 of this document. If at any time there are not within the United States sufficient Directors capable of acting to form a quorum, any Director or any two Members of the Company may convene an Extraordinary General Meeting in the same manner (where possible) as that in which meetings may be convened by the Board of Directors.

NOTICE OF GENERAL MEETINGS

21. An Annual General Meeting or a meeting called for the passing of a Special Resolution shall be called by at least twenty-one days notice in writing, and any other meeting of the Company shall be called by at least fourteen days notice in writing, such notice being exclusive of the day on which the notice is served or deemed to be served and the day for which notice is given, and shall be given in the manner hereinafter mentioned or in such manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are under the By-Laws entitled to receive such notices from the Company. Provided that a meeting of the Company

shall, notwithstanding that it is called by a shorter notice than that specified in the By-Laws, be deemed to have been duly called if it is so agreed;

a. in the case of a meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and

b. in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.

22. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice of it shall not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

23. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and save as herein otherwise provided, ten Members present in person shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in next week, at the same time and place, or to such other day and at such other time and place as President of the meeting shall decide.

25. The President of the Board of Directors shall preside at every General Meeting of the Company, but if there is no such President, or if he is not present within half an hour of the time appointed for holding the meeting, or is unwilling to preside, the Vice-President of the Board of Directors shall preside. but if there is no Vice-President, or he is not present within half an hour of the time appointed for holding the meeting, or is unwilling to preside the Directors present shall choose one of their number to be President for the purposes of the meeting.

26. If at any meeting no Director is willing to act as President, or if no Director is present within half an hour of the time appointed for holding the meeting, the Members of the Company present shall choose one of their number to be President for the purposes of the meeting.

27. The President may with the consent of the meeting (such consent to be given by a simple majority of those attending and entitled to vote) at which a quorum is present (and shall if so directed by a simple majority of any meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which could have been transacted at the meeting from which the adjournment took place. Notice of an adjourned meeting shall be given as in the case of an original meeting except that the length of notice to

be given shall be at least seven days exclusive of the day on which the notice is served or deemed to be served and of the date for which notice is given.

28. Notice shall not be given of any adjourned meeting if the meeting is reconvened within seven days of the adjournment.
29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members of the Company present in person and entitled to vote unless a poll is (before or on the declaration of the result of the show of hands) demanded;
 - a. by the President; or
 - b. by at least five Members present in person or by proxy; or
 - c. by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll is so demanded a declaration by the President that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The holding of, or demand, for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been held or demanded.

The demand for a poll may be withdrawn.

30. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the resolution unless it is pointed out at the same meeting, or at an adjournment thereof, and not in that case unless it shall in the opinion of the President be of sufficient magnitude to vitiate the resolution.
31. No poll shall be demanded on the election of a President of a meeting or on any question of adjournment.
32. If a poll is duly demanded it shall be taken at such time and place and in such manner as the President of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. In the case of an equality of votes, whether on a show of hands or on a poll, the President of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
34. A resolution in writing signed by all the Members for the time being of the Company entitled to receive notice of and attend and vote at General Meetings shall be valid and effective as if the same had been passed at a General meeting of the Company duly convened and held.

VOTING AT GENERAL MEETINGS

35. Save where provided to the contrary herein every Member shall have one vote.
36. The President at any meeting of the Company will not vote on any resolution laid before the meeting;
 - a. except in the case of an equality of votes, whether on a show of hands or on a poll, where a casting vote may be used to resolve the resolution.
37. A Member may vote either personally or by proxy but no proxy may be appointed who is not a Member of the Company.
38. No Member shall be entitled to be present or to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid, but any accidental admission of a vote which is not authorised under this Clause shall not invalidate the resolution upon which it was given.
39. On a poll, votes may be given either personally or by proxy.
40. The instrument appointing a proxy shall be in writing under the hand of the appointee or or his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
41. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified or in some other way approved by the Board of Directors shall be deposited with the Executive Secretary 14 days before the holding of the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
42. No poll shall be demanded on the election of a President of a meeting or any question of adjournment.
43. An instrument appointing a proxy shall be in the following form or a form as near there to as circumstances admit; Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit;

No proxies are to be used for the elections to the Board of Directors.

<p style="text-align: center;">The National Denturist Association, USA</p> <p>“I/We _____ of _____</p> <p>in the state of _____, being a member/members of the above Company,</p> <p>hereby appoint _____ of _____ or</p> <p>failing him _____ as my/our proxy to vote for me/us on my/our behalf</p> <p>at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on the</p> <p>_____ day of _____ 20_____, and at any adjournment</p> <p>thereof.</p> <p>Signed this _____ day of _____ 20_____.”</p>

<p style="text-align: center;">The National Denturist Association, USA</p> <p>“I/We _____ of _____</p> <p>in the state of _____, being a member/members of the above Company,</p> <p>hereby appoint _____ of _____ or</p> <p>failing him _____ as my/our proxy to vote for me/us on my/our behalf</p> <p>at the [annual or extraordinary, as the case may be] general meeting of the Company to be held on the</p> <p>_____ day of _____ 19_____, and at any adjournment</p> <p>thereof.”</p> <p>Signed this _____ day of _____ 19_____.</p> <p>This form is to be used *in favour of/against the resolution. Unless otherwise instructed, the proxy will vote as he thinks fit.</p> <p>* Strike out whichever is not desired.”</p>
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44. The instrument appointing a proxy shall be deemed to confer authority to demand and or join in demanding a poll.
45. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the Registered Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

46.
 - a. The Board of Directors shall consist of 8 Elected Members who will be Directors of the Company.
 - b. Elected Directors shall be Members of the Company elected at the Annual General Meeting of the Company save where the number has fallen below 8 for any reason when a replacement can be co-opted from the Members by majority vote of the Board of Directors provided that;
 - (i). each such Member is proposed by at least three other Members; and
 - (ii). the Executive Secretary has received the Members nomination at least thirty days before the meeting of the Board of Directors at which his appointment is to be considered, or,
 - (iii) a nomination made be made by a Member from the floor of the meeting.
 - c. The Board of Directors shall elect bi-annually a Vice- President, President-Elect, Secretary and Treasurer from amongst its number and shall delegate from amongst its number such persons as are necessary to be Chair of any committee or subcommittee as the Board of Directors may from time to time think fit to appoint except insofar as;
 - (i). The Treasurer will be President of the Standing Finance Committee as hereinafter specified.
 - d. Every Branch of the Company as hereinafter specified under rules made in Appendix B. shall be entitled to appoint one representative to the Board of Directors. The person so appointed shall not be a Director.
 - e. Only Elected Directors and representatives appointed by the Branches can vote at meetings of the Board of Directors.
 - f. A majority decision in a vote of the Board of Directors in relation to Members, eligible persons and recognised qualifications and all other matters in relation to Members or membership and the Board of Directors shall be by simple majority vote of those eligible to vote and attend a meeting of the Board of Directors.
 - g. A Director cannot hold office as an Elected Director and a representative appointed by a Branch of the Company at the same time.
 - h. The Board of Directors shall have the power to co-opt any person in a personal, professional or representative capacity on to the Board of Directors or a committee

or subcommittee but such person shall only be entitled to observe, he shall not have a vote and his position shall only take effect for as long as the Board of Directors see fit.

i. The Board of Directors shall have the power to appoint advisors, who shall not be Directors nor Members of the Board of Directors nor have a vote, to be in regular attendance at meetings of the Board of Directors or its committees or its subcommittees in an advisory capacity only.

POWERS OF THE BOARD OF DIRECTORS

47. The business of the Company shall be managed by the Board of Directors, who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised or done by the Company and as are not by statute or by these By-Laws required to be exercised or be done by the Company in General Meeting, subject, nevertheless, to the provisions of any statute or of these By-Laws and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but
- a. no regulation made by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.
48. Subject to any provisions of the Company's By-Laws, the Board of Directors may make rules with respect to the carrying into effect of all or any of the purposes of the Company or all or any of the provisions of these By-Laws.
49. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

FEES AND ALLOWANCES

50. a. Subject to the provisions of this By-Laws an Elected Director or a Branch representative from the Branches of the Company who makes application to the Finance Committee as specified in Appendix C. in that behalf shall be entitled to be paid a fee to be determined from time to time by the Board of Directors for every day of which a part is spent upon the business of the Company, the Board of Directors or of any committee or subcommittee of the Board of Directors.
- b. An Elected Director or an appointed representative from the Branches of the Company undertaking a journey upon the business of the Company shall be entitled to be paid his fare for travel by road, rail, boat, regular air service or any combination which is agreed, together with an allowance for each night spent away from home and an allowance for incidental expenses at rates to be determined by the Board of Directors.
- c. An elected Director or an appointed representative from the Branches of the Company who is required to attend meetings of the Board of Directors or of committees or sub committees of the Board of Directors or any other such meeting on behalf of the Company on more than one day in the same week may, if the days on which his attendance is required are not consecutive, shall be entitled,

upon application to the Finance Committee, to be paid fees and allowances provided under this Clause as if he had attended a meeting on the intervening day.

d. The Finance Committee shall have the power to authorise the payment of traveling and subsistence allowances at rates set out on paragraphs b. and c. of this Clause to persons not being Directors or representatives appointed from the Branches of the Company who undertake the business of the Company, the Board of Directors or any committee or subcommittee of the Board of Directors at the invitation of the Board of Directors or of any Directors of the Board of Directors who have been requested by the Board of Directors to carry out any special duties on behalf of the Company.

DISQUALIFICATION OF DIRECTORS

51. The Office of an elected Director shall be vacated;
- a. If a receiving order is made against him/her or he/she makes an arrangement or composition with his/her creditors.
 - b. If he/she becomes of unsound mind.
 - b. If by notice in writing signed by him/her and addressed to the Executive Secretary, he/she resigns his/her office, such resignation having effect from such date subsequent to the receipt of the notice as the Executive Secretary may designate for the purpose or, if no date is designated, from the date of receipt of the notice.
 - d. If he/she absents himself/herself from duly convened meetings of the Directors for three consecutive meetings without special leave of absence from the Directors and they pass a resolution that he/she has by reason of such absence vacated his/her office.
 - e. If he/she is removed from office by a resolution passed by a majority of Directors at a meeting of the Directors whereat not less than one-half of the Directors for the time being are present.
 - f. If he/she ceases to be a Member of the Company

REMOVAL OF DIRECTORS

52. In addition to the provision for removal of an elected Director herein before provided the Company may by ordinary resolution of which special notice has been given, remove any Elected Director before the expiration of his/her period of office notwithstanding anything in these By-Laws or any agreement between the Company and such Director to the contrary.

PROCEEDINGS OF THE BOARD OF DIRECTORS

53. a. Except where otherwise provided in these By-Laws meetings of the Board of Directors may be summoned at any time by direction of the Executive Secretary after consultation with the **President** or shall be summoned on a written requisition signed by not less than four of the Directors and addressed to the Executive Secretary or President at the Office.
- b. The Executive Secretary shall summon a meeting of the Board of Directors at least six times in each calendar year.
- c. All meetings of the Board of Directors shall be convened by the Executive Secretary by notice addressed to each Director and Branch Representative, sent by hand or post and stating the purpose of the meeting, whether for general business, or for any (named) special business. At a meeting convened for special business, no business shall be entered on except that named in the notice.
- d. Four Directors in total shall constitute a quorum.
54. a. Directors who have voted for and the number who have voted against the motion or amendment and whether the motion or amendment has been carried or not carried.
- (i) Every decision of the Board of Directors shall be reached by a majority of the Directors present at a meeting and voting upon a motion, or an amendment to a motion, which, unless it be put from the Chair, or by the Chair of a committee in presenting the report of that committee, shall be in writing, or by agreement verbally, and duly proposed and seconded ; provided that: a motion which relates solely to a matter of procedure in the conduct of the business before the Board of Directors, shall not be made in writing unless the Chair so directs; and every amendment shall be framed so as to read as an independent motion.
- ii Except as otherwise provided in these By-Laws any Director present at a meeting of the Board of Directors may propose, speak upon or vote upon a motion or amendment.
- b. In voting on a motion or amendment the procedure shall be as follows:
- (i) The President shall call upon the Directors present to vote for or against the motion or amendments by raising their hands and shall declare that the motion or amendment appears to him to have been carried or not carried, as the case may be.
- (ii) If the result so declared is challenged by any Director the President shall call upon the Secretary to read the roll and as his/her name is read every Director present, except the President, shall say "For" or "Against" according to whether his/her vote is given for or against the motion or amendment. The President shall thereupon declare the number of (iii) If an equal number of votes is given for and against a motion or amendment the President may use his vote as a member of the Board of Directors to resolve the motion or amendment.

(iv) Nothing in this Clause shall be held to prevent a Director from abstaining from voting if he/she considers that he/she has full and sufficient reason for so abstaining.

- c. At any meeting of the Board of Directors and for the purposes only of that meeting these By-Laws may be suspended by means of a motion duly moved and carried without debate by not less than three-fourths of the Directors voting but in any event such suspension shall not be deemed to avoid the necessity of compliance with the rules herein relating to quorum and motions.
- d. In any matter relating to procedure, the decision of the President shall be final.
- e. The rules relating to procedure at meetings of the Board of Directors will equally apply to the meetings of committees and subcommittees of the Board of Directors.
- f. Proceedings at Board meetings shall remain confidential to those present and all Board Members until such times as the Board by adoption of a motion agrees to release the information to Members and third parties.
55. a. The proceedings of the Board of Directors shall be recorded in the form of minutes which shall contain such motions and amendments as have been proposed and adopted or rejected, with the names of the proposers and seconders, and a formal statement of any effect upon these By-Laws of any motion adopted, and shall contain a sufficient record of the Board of Directors debate to reflect accurately the expressions of opinion and procedure of the meeting. The minutes shall be sent to all Directors, Branch Representatives and other persons so decided by the Board of Directors as soon as possible after every meeting.
- b. The names of the Directors and Branch Representatives voting for or against a motion or amendment shall not be entered in the minutes except upon a motion to that effect duly carried, but the name of any Director or Branch Representative voting against a motion which is carried or voting for a motion which is not carried shall be entered at the request of that Director or Branch Representative.
- Branch Representatives shall have a vote.
- c. At the next meeting of the Board of Directors after the minutes have been sent to Directors and Branch Representatives in accordance with paragraph a. of this Clause the President shall move that those minutes be approved as a true record. No discussion of such a motion shall take place except upon a formal amendment to the motion relating only to accuracy of the record. When the minutes, incorporating any amendments which have been carried, have been approved, they shall be confirmed by the signature of the President.
- d. The validity of the proceedings of the Board of Directors shall not be affected by any vacancy amongst the Directors thereof or by any defect in the appointment of a Director thereof.

ELECTION OF DIRECTORS

56. a. All Elected Directors will retire at the third Annual General Meeting subsequent to their original election.
- b. Any Elected Director who retires at an Annual General Meeting will be eligible to be nominated for a further term of office.
57. If the Company, at the meeting at which an Elected Director retires, does not fill the vacancy the retiring Elected Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the elected Directors is put to the meeting and lost.
58. The Executive Secretary shall maintain a book in which shall be recorded the name, the date of appointment or election, the Branch, the term of office and the date of retirement, removal or death of every Director and Branch Representative.
59. The Board of Directors shall procure that an election be held at the Annual General Meeting and to elect so many Directors as may be necessary to replace any Elected Director or Elected Directors retiring at such Annual General Meeting.
60. Upon the appointment or election of a Director or Branch Representative the Executive Secretary shall summon the Director or Branch Representative to the next meeting of the Board of Directors and shall at that meeting read the notification of the appointment or election.
61. a. The election of Directors who are elected to the Board of Directors and who are not appointed from the Branches shall be held in accordance with the following rules.
- b. The Executive Secretary shall act as the Returning Officer or some other person appointed by the Board of Directors for that purpose.
- c. The Returning Officer shall fix the last day on which the nomination papers may be returned and at least fourteen days before that day shall circulate to all Members entitled to vote a notice of the election. The notice shall be in the form given in Appendix D. and shall specify the number of persons to be elected, the place to which nomination papers are to be returned and the last day on which they are to be returned.
- d. Each candidate for election shall be nominated separately by the signatures of not fewer than three Members entitled to vote on numbered voting papers as provided, by the Returning Officer, for in Appendix E of these By-Laws. Nomination forms shall be as nearly as may be given in Appendix E and shall contain the name, address and signature of the nominators, together with a declaration signed by the candidate that he consents to be nominated and will accept office if duly elected.
- e. Any person entitled to vote may sign the nomination paper of any number of candidates not exceeding the number to be elected and if he/she signs more than the

permitted number of papers, his/her signature shall be inoperative in all but those papers up to the permitted number which are first delivered.

f. Every nomination paper shall, on or before the last day fixed for the return of the nomination papers, be delivered, by hand or post, to the place appointed for such purpose in the notice of election. A nomination paper, so delivered may be withdrawn by notice in writing signed by the candidate and delivered to the Returning Officer on or before that day. Every nomination paper which is not received at the appointed place on or before that day, or in respect of which any requirements of these rules has not been complied with, shall be invalid.

g. If a candidate remaining validly nominated dies before the last day fixed for the sending in of nomination papers, his nomination shall be treated as having been withdrawn.

h. If the number of candidates remaining validly nominated at the last day for return of nomination papers does not exceed the number of persons to be elected, the Returning Officer shall forthwith declare the candidate or candidates elected. If the number of candidates remaining validly nominated exceeds the number of persons to be elected, the Returning Officer shall prepare voting papers.

i. At the end of any count, any candidate or his agent, may if present, request the Returning Officer to re-examine and re-count all or any of the papers dealt with during that count, and the Returning Officer shall forthwith re-examine and re-count accordingly the papers indicated. The Returning Officer may also, at his discretion, re-count papers either once or more often in any case in which he is not satisfied of the accuracy of any previous counting of the votes: Provided that nothing herein shall make it obligatory on the Returning Officer to re-count the same papers more than once. On any re-count, subject to such modifications as may be necessary by reason of any error in the original counting of the votes, each paper shall take the same course as the original counting of the votes.

j. No election held under these rules shall be invalidated by reason of any misdescription or non-compliance with the provisions thereof, or by reason of any miscount, or of the nondelivery, loss or miscarriage in the course of post of any document required under these rules to be sent by post, if it appears to the Returning Officer that the election was conducted substantially in accordance with these rules and that the result of such misdescription, non-compliance, miscount, nondelivery, loss or miscarriage did not affect the return of any candidate at the election.

k. The decision of the Returning Officer shall be final on any matter concerning an election held in conformity with these rules, including any matter concerning the validity of a nomination or voting paper.

l. A list of those nominated for election to the Board will be forwarded to all Members entitled to vote with their Notice of the Annual General Meeting. Those attending the Annual General Meeting will vote personally by Ballot Paper, naming only the person or persons to be elected.

m. The person or persons elected being the ones with the largest number of votes cast.

n. In the event of a tied vote the Members present and entitled to vote will re-vote on the candidates involved in the tied vote. The candidate receiving the largest number of votes in any re-vote will be declared elected by the Returning Officer.

PRESIDENT, PRESIDENT-ELECT, VICE-PRESIDENT

62. a. The Board of Directors shall elect a President-Elect for a term of two years. At the end of the President's term of office the President-Elect shall take the Office of President for a period of two years or may postpone the appointment for another two year term. The Governing Body shall elect a President-Elect when each subsequent President retires from Office.
- b. The Executive Secretary shall give notice that an election to the Office of Vice-President will take place at the meeting at which the President vacates Office.
- c. Election of a Vice- President from among candidates proposed and seconded at a duly convened meeting of the Governing Body shall be by secret ballot and every Director present shall be entitled to one vote.

SECRETARY

63. a. The Board of Directors shall elect bi-annually a Secretary from amongst its number.
- b. The Executive Secretary shall give notice that an election to the office of Secretary will be held at the next following meeting of the Board of Directors.
- c. Election of a Secretary from among candidates proposed and seconded at a duly convened meeting of the Board of Directors shall be by secret ballot and every Director and Branch Representative present shall be entitled to one vote.

TREASURER

64. a. The Board of Directors shall elect annually a Treasurer from amongst its number.
- b. The Executive Secretary shall give notice that an election to the office of Treasurer will be held at the next following meeting of the Board of Directors.
- c. Election of a Treasurer from among candidates proposed and seconded at a duly convened meeting of the Board of Directors shall be by secret ballot and every Director and Branch Representative present shall be entitled to one vote.
- e. The Treasurer will be President of the Finance Committee as prescribed in Appendix C.

EXECUTIVE SECRETARY

65. a. The Board of Directors shall appoint the Executive Secretary. He/she will be an Officer of the Company and subject to a contract of employment agreed with the Board of Directors. The Executive Secretary shall not have a vote on motions duly put at Board Meetings or resolutions put at General Meetings
- b. In the event of a vacancy in the Office of Executive Secretary or if the Executive Secretary is unable to act, the Board of Directors shall appoint such other person to act until such time as

the vacancy is filled or take such appropriate action as it deems fit.

- c. The Executive Secretary shall have custody of all the records and other documents and shall be responsible for the keeping of such documents and shall issue certificates of membership and conduct the business of the Company in accordance with the provisions of these By-Laws. He/she shall have control over the office and staff of the Company and shall be authorised to obtain whatever additional assistance may be necessary, subject to the sanction of the Finance Committee and Governing Body. He shall be the Accounting Officer of the Company and shall act as Secretary and Secretary to the Company. He will be authorised to conduct the business of the Company and enter into agreements, contracts and other such things as agreed by the Board of Directors from time to time.

COMMITTEES

66.
 - a. There shall be two standing committees as specified hereinafter;
 - i. The Finance Committee as specified in Appendix C.
 - ii The Education Committee as specified in Appendix G.
 - b. The Board of Directors may appoint and dissolve, except in the case of i and ii in Clause 66 a. above, such committees and sub committees as it may from time to time think fit.
 - c. Subject to the provisions of these By-Laws the Board of Directors may delegate to any duly appointed committee or subcommittee of a committee of the Board of Directors any function properly exercisable by the Board of Directors and may impose conditions upon the exercise of such functions.
 - d. The President shall be *ex officio* a member of every committee and the Treasurer shall be *ex officio* a member of every committee to which has been delegated any power of incurring expenditure on behalf of the Board of Directors.
 - e. Subject to the provisions in these By-Laws all committees and subcommittees shall appoint their own Chair from amongst their numbers unless otherwise determined by the Board of Directors
 - f. The validity of the proceedings of a committee or subcommittee shall not be affected by any vacancy among the members thereof or by any defect in the appointment of a member thereof.
67.
 - a.. Except where otherwise provided in these By-Laws the meetings of every committee shall be held at the discretion of its Chair or on the written requisition of not less than one-half of the members of the committee.
 - b. Reports of the committees shall be put to the Board of Directors in the form of a motion that the report be received and any recommendations therein adopted, and every such report received by the Board of Directors shall be entered in the minutes of the Board of Directors.
 - c. Every committee shall have the power to print and circulate among members of the committee such reports, minutes or other documents as may be necessary to the discharge of their business but such power shall only be exercised after consultation with the Treasurer as to cost.

ACCOUNTS AND AUDIT

68. The Board of Directors shall cause proper books of account to be kept in accordance with respect to;
- a. all sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Company; and
 - c. all assets and liabilities of the Company.
69. For the purposes of Para 68 above the Board of Directors shall delegate this task to the Finance Committee as hereinafter provided for under Appendix C of these By-Laws. Proper books shall not be deemed to be kept if there are not kept such books or computer records as are necessary to give a true and fair view of the state of the Company's affairs and to explain the transactions.
70. The books of account shall be kept at the Registered Office of the Company, or at such other place or places as the Board of Directors shall think fit, and shall always be open to the inspection of the Directors.
71. The Board of Directors shall from time to time determine whether and to what extent and at which times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have the right of inspecting any account book or document of the Company except as conferred by statute or authorized by the Board of Directors or by the Company in General Meeting.
72. For the Annual General Meeting in every year the Directors shall cause to be prepared and laid before the Members such profit and loss accounts, balance sheets, group accounts (if any) and reports as required by the Board of Directors. Every balance sheet (including every document required by law to be annexed thereto) shall be accompanied by proper reports of the Directors and the appointed Accountants and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not be less than fourteen clear days before the date of the Meeting be sent to all persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. Provided that this Section shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or of more than one of the joint holders of any debentures. The appointed Accountants report shall be open to inspection and be placed before the Annual General Meeting.
73. Once at least every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more Accountants appointed by the Board of Directors in General Meeting.

NOTICES

74. A notice or other document may be served by the Company upon a Member either personally or by sending it through the post in a prepaid letter addressed to him at the address specified in the register of Members.
75. Any Member described in the register of Members list held by an address not within the United States who shall from time to time give the Company an address within the United States at which notices may be served upon him shall be entitled to have notices served upon him at that address.
77. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and if posted by prepaid first class mail to have been effected at the expiration of 24 hours after the letter containing the same is posted and if posted by any other class of prepaid mail at the time at which the letter would be delivered in the ordinary course of the post.
78. Notice of every General Meeting shall be given in any manner herein before authorized to;
- a. every Member of the Company except those Members who (having no registered address within the United States) have not supplied to the Company an address within the United States for the giving of notice to them; and
 - b. any other person authorised to receive notice of General Meetings of the Company as authorised by the Board of Directors from time to time.
 - c. the appointed Accountant for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY

79. Subject to the provisions of any statute in force at the time the Directors and every officer, servant or employee of the Company shall be indemnified out of the funds of the Company against all costs, charges, losses, damages and expenses which they shall respectively incur or be put on account of any act, deed, matter or thing which shall be executed or done or permitted by them respectively in or about the bona fide execution of their respective offices and shall be reimbursed by the Company all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Company or otherwise in the execution of their respective offices Provided that;
- a. the Governing Body has authorised such acts.
 - b. limitations on costs and instructions authorised by the Governing Body or the Finance Committee have not been exceeded.

FEES AND CHARGES

80. The Company shall levy such fees and subscriptions as the Governing Body may from time to time determine and the Executive Secretary shall not make, maintain in or restore to the register of Members any entry until the appropriate fee or subscription has been paid.

DISSOLUTION

81. Upon receipt of a written requisition signed by not fewer than one-quarter of the Members of the Company proposing a motion for the dissolution of the Company, the Executive Secretary shall call a meeting of the Company to be held not less than four weeks thereafter (of which not less than two weeks written notice shall have been given to each Member) and at which not less than ten Members shall be present. If the motion is carried by a majority of three-fourths of the Members voting thereon, the Board of Directors shall thereupon or at such future date as shall be specified in such resolution, proceed to realise the property of the Company and after the discharge of all liabilities shall transfer the same in accordance with the Articles of Incorporation of the Company.

REGULATIONS

82. a. The Directors shall be empowered to make, suspend or rescind any regulation for the purpose of regulating any matters not mentioned in these By-Laws and in particular but without prejudice to the generality of the above it may make such regulations to regulate the registration of denturists in the Register.
84. The Company in General Meeting shall have the power to alter or repeal the regulations and to make additions to them, and the Governing Body shall adopt such means as it deems sufficient to bring to the notice of Members of the Company all such regulations, which so long as they shall be in force, shall be binding on all Members of the Company provided nevertheless that no regulation shall be inconsistent with or shall affect or repeal anything contained in the By-Laws of the Company.

DISCIPLINARY PROCEDURES

85. The Board of Directors shall have the general duty to investigate any allegation against a Member of the Company or the American College of Denturists to the effect that;
- (i) they have been guilty of conduct which falls short of the standard required of a denturist.
 - (ii) they have been guilty of professional incompetence.
 - (iii) their ability to practice as a denturist is seriously impaired because of their physical or mental condition.
86. On receipt of such allegation against a person referred to in Para 85. the Executive Secretary of the Company shall notify the Board of Directors.

87. The Executive Secretary shall send, by registered mail, to the person accused under Para 85, fourteen days notice of the meeting of the meeting of the Board of Directors at which the allegations will be heard
88. A notice issued under Para 87 shall be addressed to the last known business or home address of the accused and;
- (i) contain the complaint.
 - (ii) contain the date, time and place of the meeting convened to deal with the allegation, and
 - (iii) advise that the accused may attend the meeting, with a representative, to answer the allegation.
89. A notice issued under Para 93. shall be deemed to be served on the day after it was mailed.
90. Any evidence given in support or denial of the allegation before the Board of Directors shall be taken in writing or verbally at the meeting dealing with the allegation.
91. The Board of Directors, on proof of the service of the notice upon the person accused, shall proceed with its inquiry into the allegation and after hearing the evidence in support or denial of the allegation, shall decide whether the person so accused is or is not guilty of the allegation.
92. The Board of Directors will confirm, in writing, to both parties to the allegation, its findings.
93. Where the Board of Directors finds a Member of the Company or the American College of Denturists to be guilty of the allegation it may recommend that;
- (i) in relation to a member of the Company that their membership of the Company be terminated.
 - (ii) in relation to a member of the American College of Denturists that they be removed from the register and/or their membership of the Company be terminated.
 - (ii) they be suspended for an indefinite or fixed term
 - (iv) they be reprimanded and/or be fined in the discretion of the Board of Directors. and the maximum fine be \$1,000 as well as any award to the complainant in terms of refunded money.
94. Any member of the Company or the American College of Denturists may appeal against a decision reached by the Board of Directors.
95. An appeal against a decision reached by the Board of Directors must be in writing within twenty eight days of the decision being reached.

AMERICAN COLLEGE OF DENTURISTS

96. The American College of Denturists as incorporated into The National Denturist Association, USA shall be administered and managed by the Education Committee on behalf of the Board of Directors, as provided by Appendix G of these By-Laws.

REGISTRATION WITH THE AMERICAN COLLEGE OF DENTURISTS

97. The registered members of the College shall be those who fulfill the requirements as set out below;

(a) MEMBER - Any denturist who fulfills the requirements for membership of the Company and is a duly paid up full Member of the Company and has achieved a qualification under the International Federation of Denturists Baseline Competency or other qualification recognized by the Board of Directors.

(b) FELLOW - Any member of the College who is elected to Fellowship in the discretion of the Education Committee on the basis of a thesis or paper relating to any aspect of the provision of dental appliances or related dental technology following an investigative method of study and presented in an acceptable professional manner, OR, who has, in the opinion of the Education Committee made an outstanding contribution to the training and education of denturists.

(c) HONORARY - Any person who, in the discretion of the Education Committee, has made an outstanding contribution to the training and education or recognition of denturists.

OFFICERS OF THE AMERICAN COLLEGE OF DENTURISTS

98. The Officers of the College shall be members appointed by the Board of Directors to the Education Committee from amongst those provided for in Para 103.
99. For the purposes of these By-Laws all Members of the College are full Members of the Company and are fully paid up. Members of the College are required to register with the College on an annual basis and for such fees as determined, from time to time, by the Education Committee and ratified by the Board of Directors. The Education Committee subject to ratification by the Board of Directors shall appoint a person to be the Secretary for the purposes of this section. The person appointed shall be known as "the Secretary" and shall hold office for such period and on such terms as the Education Committee and board of Directors may determine. The Secretary shall;
- (i) maintain a register of those entitled to register under Para 103.
 - (ii) publish a register of members at intervals specified by the Education Committee.
100. Subject to the provisions of these By-Laws, any person who satisfies the conditions in Para 103 (a) shall be entitled to be registered as a fully registered denturist and use the title MACD (Member of the American College of Denturists).

101. Subject to the provisions of these By-Laws any person who satisfies the conditions in Para 103 (b) shall be entitled to be conditionally registered as a dentist and use the title FACD (Fellow of the American College of Denturists).
102. Subject to the provisions of these By-Laws any person who satisfies the conditions in Para 103 (c) shall be entitled to be registered as a dentist and use the title HMA CD (Honorary Member of the American College of Denturists).
103. Conditions for registration are that an application is made in the prescribed form and manner and that the applicant;
- (a) has paid the prescribed fee.
 - (b) satisfies the Secretary that they are of good character.
 - (c) satisfies the Secretary that they are in good health, both physically and mentally; and
 - (d) holds a registerable qualification.

Any dispute arising between an applicant and the Secretary shall be referred to the Education Committee and Board of Directors for their consideration and ruling.

MEETINGS OF MEMBERS OF THE AMERICAN COLLEGE OF DENTURISTS

104. Meetings of Members of the College shall be convened by the Education Committee, at the same time and place as General Meetings of the Company and under the same rules provided for within these By-Laws or at such other times as the Education Committee sees fit.

APPENDIX A

CODE OF CONDUCT

The National Denturist Association, USA wishes to bring to the notice of all members that in it's view, failure to observe the rules of conduct set out below would be taken as infamous conduct in a professional respect.

1. No registered denturist/clinical dental technician should by any act or omission do anything or cause anything to be done which he or she has reasonable grounds for believing is likely to endanger or affect adversely in a substantial way the health or safety of a patient or patients.
2. It shall be the responsibility of the denturist to perform or supervise the whole task of consultation, examination, design, registration of centric occlusion, setting of teeth, fitting and aftercare for the dental appliance he or she supplies, except that an appliance for immediate insertion shall be supplied in consultation and co-operation with a dental surgeon.
3. Advertising by denturists in respect of professional services and activities shall be accurate. Advertising, whether written or audio-visual, should not be misleading, deceptive, unfair, false or fraudulent. Claims should not be made in respect of superiority of personal skills, equipment or facilities.
4. A denturist shall work in premises appropriate for the performance of health provision to members of the public, including a consulting room separate from the laboratory or workshop. The premises shall be clean, furnished and equipped to professional standards to the satisfaction of the regulatory body.
5. A denturist shall have due regard to current regulations regarding Health & Safety, cross infection control and liability to employees and members of the public. He or she should maintain the premises in good condition and maintain high standards of personal hygiene and appearance.
6. A denturist shall at all times observe the laws and regulations pertaining to his or her profession, uphold the honor and dignity of the profession and not engage in any activity which may bring the profession into disrepute.
7. A denturists prime concern should be to serve the best interests and needs of his or her patients.
8. A denturist shall keep full records of his or her patients and any work he or she performs for or on them. Records shall be kept in accordance with current regulations with particular reference to confidentiality.
9. It will be a requirement for those wishing to use the Company logo in their advertising to submit their proposed advertisement to the Executive Secretary for consideration.

PATIENT CHARTER

MISSION STATEMENT.

This charter is issued by **The National Denturist Association, USA** and is a statement of our intention to ensure that members of the Company provide a flexible, cost effective and quality driven service to the public.

If you, the patient, is in any way dissatisfied with the service you receive from a member, the following statements will help you to arrive at a satisfactory conclusion to any dispute which may arise.

It is our members intention to provide a first class, professional and efficient service to patients. He/she therefore guarantees the following obligations to his/her patients;

- 1.1 Bound by a Code of Conduct, the denturist will care for all patients in complete confidence and will always put the best interests of patients first.

Duty of care.

- 1.2 Denturists have a duty of care to their patients including after care and continuing treatment.
- 1.3 To provide, whenever possible, domiciliary care and emergency cover outside normal hours.
- 1.4 A duty to ensure that patients are provided with full information enabling them to understand the treatment to be carried out and the nature of the contract with the denturist.
- 1.5 To listen and take note of the patients requirements which includes a treatment plan, in writing, with an estimate as to the likely cost of treatment. Any alterations to this plan, especially those related to costs, will be discussed and agreed with the patient.
- 1.6 Not to provide unnecessary treatment.
- 1.7 To provide the patient with their dental appliance using a proper degree of technical and clinical skill.
- 1.8 With constant development in clinical, technical and professional requirements, the denturist will be required to attend regular, certified postgraduate courses so that they may continually update and enhance the services and care they provide.
- 1.9 In the event of preparatory medical or dental treatment being required before work can commence, the patient will be referred to an appropriate practitioner. In such circumstances a denturist will be obliged to refuse continuation of treatment until the preparatory work has been completed and an indication has been received that the patient is sufficiently fit to continue treatment.

PATIENTS RIGHTS

- 2.0 You are entitled to expect a prompt, efficient and courteous service.
- 2.1 To be fully informed about the treatment, any alternatives and the cost.
- 2.2 To expect that the dentist will be competent, experienced and complete the treatment to a satisfactory reasonable standard.
- 2.3 To emergency care, if available. If you are unable to contact your usual dentist, but only to a degree as is immediately necessary.
- 2.4 To expect that adequate precautions have been taken to protect you from the risk of cross infection, that the premises you are treated in are safe, and conform to regulations regarding the provision of a health care service to the public.
- 2.5 The right of access to any manual or computer records kept on you. A fee may be charged for this.
- 2.6 A right to free choice of a dentist. You may consult another dentist, whilst still under the care of another, by mutual agreement.

COMPLAINTS PROCEDURE.

We hope that the high standards we impose on our members will give rise to few complaints. However, we cannot over emphasise that should a complaint arise, we will resolve, in the patients best interest, the matter as soon as possible. We are very much concerned that treatment should be available to all.

- 3.1 Initially you should inform your dentist that you are not satisfied with the treatment provided and why. You should also remind him/her of their commitment to you.
- 3.2 If you remain unhappy with the treatment plan or treatment provided you have the right to seek a second opinion. Your dentist is under an obligation not to object to this.
- 3.3 If the complaint still remains unresolved you may then complain to the Board of Directors of the Company or any other appropriate body. Your complaint will be investigated thoroughly with strict impartiality and we guarantee to implement a investigation within seven working days.
- 3.4 If necessary your complaint will be referred to an independent, lay arbitration panel, Company advisors as observers only, whose decision will be final in any dispute.
- 3.5 You are entitled to attend any hearing, accompanied by a friend or legal advisor, and give evidence in relation to your complaint.

HELPING US TO HELP YOU.

You can help us to work efficiently by being;

- 4.1 Honest in all that we ask of you.
- 4.2 Attending appointments on time.
- 4.3 Notifying your denturist of any change of name and address or telephone number.
- 4.4 To be aware that the artificial replacement of your natural teeth is seldom a better one.
- 4.5 Aware that when making comparisons, no two mouths or appliances are identical, and that your own, following loss of natural teeth, is continually changing.
- 4.6 Aware that in denturism there is considerable scope for differing opinions.
- 4.7 Be patient and allow enough time to receive and adjust to your new appliance before that important engagement.

Issued by:

The National Denturist Association, USA

as part of it's continuing commitment to patient care.

Any correspondence entered into should be addressed to the Company's headquarters.

APPENDIX B

Rules for Branches of the Company

1. Not less than six Members of the Company shall constitute a Branch of the Company.
2. The boundaries of Branches of the Company and the number of Branches shall be determined by the Board of Directors.
3. Each Branch of the Company shall hold a minimum of three meetings annually at least one of which shall be an open meeting for membership recruitment purposes at which non members of the Company may be present. At least one of the remaining meetings shall be an Annual General Meeting of Branch Members.
4. All Branch Meetings of the Company shall comply with the By-Laws in relation to meetings and their conduct.
5. At the inaugural meeting of the Branch and at each subsequent Annual General Meeting of the Branch the Members of the Branch shall elect a President and a Secretary/Treasurer together with any other Members of the Branch to form a Branch Committee. Elected Branch Members shall hold office until the next Annual General Meeting of the Branch and will be eligible for re-election.
6. Branch Committees may appoint publicity or other officers in their own discretion.
7. Branch President and Secretary/Treasurer will at all times familiarise themselves with the Constitution and Rules and policies of the Company and ensure that these are accurately conveyed at Branch level.
8. Every Branch of the Company shall appoint one of its Members as its representative seat on the Board of Directors and such appointed Branch Representative shall be responsible for reporting on behalf of the Branch to the Board of Directors and back to the Branch Committee on behalf of the Board of Directors.
9. No Member of the Company shall be a Member of more than one Branch.
10. Branches may raise funds by way of a levy on their Members or on a voluntary basis, no levy or charge shall be compulsory except by way of admission charges for particular meetings or events.
11. Application may be made to the Board of Directors for funds or grants in relation to projects or special business. The Board of Directors shall not be responsible for any debt incurred by the Branches.
12. A statement of Branch income and expenditure shall be made to all Members of the Branch at each Annual General Meeting of the Branch. Copies of the income and expenditure statement of the Branch will be provided to the Board of Directors.

13. Upon the winding up of a Branch any assets, after realization, will become the property of the Company.
14. The objects of a Branch of the Company shall be;
 - i. to recruit new Members into the Company.
 - ii. to provide a forum for the exchange of information and views between Members of the Company.
 - iii. to hold meetings for the promotion of the policies of the Company.
 - iv. to engage in all other activities consistent with the Memorandum of the Company and subject to the By-Laws.

APPENDIX C

Rules for Finance Committee

1. The Finance Committee shall have the general duty of superintendence over the income and expenditure of the Company.
2. The Finance committee shall consult and advise the Board of Directors on matters relating to all financial transactions of the Company. The Board of Directors will have authority over any decisions reached.
3. The Finance Committee shall be empowered to issue cheques, bank drafts and electronic transfers on behalf of the Company and enter into financial agreements and any other transactions within limits set by the Board of Directors and ratified by the Members in General Meeting from time to time.
4. The Finance Committee shall cause proper records of account to be kept with respect to;
 - a. all sums of money received and expended by the Company and the matters in respect of which receipt and expenditure takes place;
 - b. all sales and purchases of goods by the Company;
 - c. the assets and liabilities of the Company.
5. The Finance Committee shall before each meeting of the Board of Directors cause to be prepared and laid before the Board such profit and loss accounts, balance sheets and reports as required by the Board.

MEMBERS OF THE FINANCE COMMITTEE

6. The Finance Committee shall consist of;
 - a. Three members appointed from the Board of Directors;
 - b. A Secretary, for the purposes of this clause the Executive Secretary will normally serve as Secretary to the Committee;
 - c. The Finance Committee may co-opt persons to the committee in relation to their specialist knowledge, subject to the approval of the Board of Directors and for such period as the Board sees fit.
7. For the purposes of this Clause the Treasurer of the Company will normally act as Chair of the Finance Committee. The Chair of the Finance Committee

will have the responsibility of reporting all financial matters to the Board of Directors and to Members in General Meeting.

8. In the absence of the Treasurer of the Company the members of the Finance Committee may appoint a Chair from amongst themselves until such times as the Treasurer becomes available.
9. The Finance Committee shall cause a mandate to be lodged with the Company's bankers such mandate requiring two out of three signatures attached to all financial transactions of the Company, except those transactions carried out electronically which shall require the approval of the Treasurer of the Company, such signatories being drawn from the members of the Finance Committee and subject to the mandate being approved by the Board of Directors.
10. The Finance Committee will meet at such times and places as necessary for the conduct of the Company's financial affairs and in any case if so instructed by the Board of Directors.

APPENDIX D

FORM OF NOTICE OF ELECTION REQUIRED UNDER PARAGRAPH 61 c. OF THE RULES FOR CONDUCT OF ELECTION OF DIRECTORS.

ELECTION OF MEMBERS TO THE NATIONAL DENTURISTS ASSOCIATION, USA BOARD OF DIRECTORS

1. Notice is hereby given that an election of _____ Directors of the National Denturists Association, USA is about to be held.
2. Any Full Member of the Company is entitled to be nominated as a candidate.
3. Any person entitled to vote may take part in the nomination of any number of candidates not exceeding the number too be elected.
4. Each candidate must be nominated separately by the signatures of not fewer than three Full Members of the Company on not more than two nomination papers to be obtained from the Returning Officer, and every nomination paper shall contain the name and registered address of both the candidate and all the nominators, together with a declaration signed by the candidate that he/she consents to be nominated and will accept office if duly elected.
5. The nomination paper or papers for each candidate must be delivered by hand or by registered post to the Returning Officer on or before the ___ day of _____
6. A nomination in respect of which these rules has not been complied will be invalid.

(Signed)
Returning Officer

APPENDIX E

**FORM OF NOMINATION TO BE USED UNDER PARAGRAPH 61 d. OF THE
RULES FOR CONDUCT OF ELECTION OF DIRECTORS**

**ELECTION OF MEMBERS TO
NATIONAL DENTURISTS ASSOCIATION, USA
BOARD OF DIRECTORS**

We, the undersigned, being Full Members of the Company hereby nominate
_____ being a Full Member of the Company,
as a proper person to be elected to **The National Denturist Association, USA**
Board of Directors.

Full name of Nominator *	Address	Signature
(Block Letters)		

1.

2.

3.

* To be signed by not fewer than three Members of the Company.

I hereby declare that I am the person nominated on this form and that I consent
to be so nominated and will accept office if I am duly elected.

Full name of Nominated Candidate (Block Letters)	Signature
_____	_____

Address

Signature _____
—

APPENDIX F

MEMBERSHIP APPLICATION

Please read carefully, sign, date and return to:

The National Denturist Association/ USA Office with your application to join the Company.

You will be notified, in due course, of acceptance into Membership.

I, _____.
(print or type your name)

of _____.
(street address or po box, city, state/prov. zip or postal code, country)

confirm that I have read the Memorandum and By-Laws (including the Code of Conduct and Patient Charter) and agree to abide by the document. I understand that this Memorandum and By-Laws may be amended, from time to time, by Members in General Meeting.

In signing this document it is deemed that I have read and understood the By-Laws of the Company.

Signature: _____.

Date: _____.

APPENDIX G

Rules for the Education Committee

THE EDUCATION COMMITTEE

1. The Education Committee shall have the general duty under the provisions of these By-Laws of the Company of promoting high standards of training and education.
2. The Education Committee shall consult with the Board of Directors on matters relating to education, training, examinations or tests of competence prior to their introduction. The Board of Directors will have authority over any decision reached.
3. It shall be the duty of the Education Committee to give advice to the Board of Directors on the matters mentioned in Para 1.
4. The Education Committee may appoint persons to visit any place at which or institution by which or under whose direction -
 - (a) any relevant course of study is, or is proposed to be, given;
 - (b) any examination is, or is proposed to be, held in connection with any such course;
 - (c) any test of competence is, or proposed to be, conducted.
5. In Para 4(a) "relevant course of study" means any course of study which forms, or is intended to form, part of -
 - (a) the complete course of study required in order to obtain a recognised qualification or a qualification for which recognition is being sought; or
 - (b) any training which a dentist may be required to undergo after registration.
6. No person appointed as a visitor may exercise their functions under this section in relation to -
 - (a) any place at which they regularly give instruction in any subject; or
 - (b) any institution with which they have a significant connection.
7. A person shall not be prevented from being appointed as a visitor merely because they are a member of -
 - (a) the Board of Directors; or
 - (b) any of its committees.
8. Where a visitor visits any place or institution, in the exercise of their functions under this section, they shall report to the Education Committee -
 - (a) on the nature and quality of the instruction given, or to be given, and the facilities provided or to be provided, at that place or by that institution; and
 - (b) on such other matters (if any) as they are required to report on by the Committee.
9. Requirements of the kind mentioned in Para 8(b) may be imposed by the Education Committee -

- (a) generally in relation to all visits;
- (b) generally in relation to all visits made to a specified kind of place or institution; or
- (c) specifically in relation to a particular visit.

Where a visitor reports to the Education Committee under Para 8 the Committee shall on receipt of the report-

- (a) send a copy of it to the institution concerned; and
 - (b) notify that institution of the period within which it may make observations on, or raise objections to, the report.
10. The period specified by the Committee in a notice given under Para 9(b) shall not be less than one month beginning with the date on which a copy of the report is sent to the institution under Para 9(a).
 11. The Education Committee shall not take any steps in light of any report made under Para 9 before the end of the specified period.
 12. The Board of Directors may pay fees, allowances and expenses to persons appointed as visitors at its discretion.
 13. Where the Education Committee is satisfied that a qualification granted by an institution outside the United States is evidence of having reached the required standard of proficiency, or of reaching a comparable standard, it may, with the approval of the Board of Directors, instruct the Secretary to allow for the registration of that qualification.
 14. The Education Committee shall make rules requiring registered denturists to undertake further courses of training. The rules may, in particular, make provision with respect to registered denturists who fail to comply with any requirements of the rules, including provision for their registration to cease to have effect. Before making, or varying, any rules under this section the Education Committee shall take such steps as are reasonably practicable to consult those who are registered denturists and such other persons as the Committee considers appropriate.

MEMBERS OF THE EDUCATION COMMITTEE

15. The Education Committee shall consist of;
 - (i) three members appointed by the Board of Directors.
 - (ii) a Secretary, for the purposes of this section the Executive Secretary will normally serve as Secretary to the Committee.
 - (iii) a Chief Examiner appointed by the Board of Directors. The Chief Examiner will be responsible for the content and structure of examinations and the awarding of qualifications.
 - (iv) any other person co-opted by the Education Committee in relation to their specialist knowledge.
16. The Chair of the Education Committee will be appointed by the Board of Directors for such length of time it sees fit.

APPENDIX H

**APPLICATION FOR MEMBERSHIP
AMERICAN COLLEGE OF DENTURISTS**

I, _____ .
(print or type your name)

of _____ .
(street address or PO box, city, state/prov. zip or postal code, country)

confirm that I have read the Memorandum and By-Laws of the NDA/USA
(including the Code of Conduct and Patient Charter) and agree to abide by the document.
I understand that this Memorandum and By-Laws may be amended, from time to time, by
Members in General Meeting.

Enclosed with this application is proof of my qualification for admittance into the
American College of Denturists.

In signing this document it is deemed that I have read and understood the By-Laws of the
Company.

Signature: _____ .

Date: _____ .