



CONSTITUTION OF THE CONSULTANT ORTHODONTIC GROUP

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PREAMBLE

This Constitution is enacted pursuant to Rule 18.2 of the Rules & Bye-Laws and is intended to set out the internal rules that govern the COG Group's Day to day activities.

1 DEFINITIONS

- 1.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the meanings set opposite them:

Articles	the Articles of Association of the British Orthodontic Society, as registered with Companies House and the Charity Commission;
BOS	the British Orthodontic Society;
BOS Board	the BOS Trustees (as defined below) who form the Board of trustees and directors of the British Orthodontic Society;
BOS Executive	the Executive Committee of the BOS consisting of the following trustees: BOS President, the BOS Treasurer, and the BOS Honorary Secretary;
BOS Executive Secretary	the employee who leads the administration function of the BOS from time to time;
BOS Honorary Secretary	the honorary secretary who is a director and trustee of the Board of the British Orthodontic Society and overall responsible for the British Orthodontic Society's finances;
BOS Member	a member of the British Orthodontic Society;
BOS Treasurer	the treasurer who is a director and trustee of the British Orthodontic Society and with overall responsibility for the British Orthodontic Society's finances;
BOS Trustee(s)	the nine trustees and directors of the BOS namely: the BOS President, the BOS Honorary Secretary, the BOS Treasurer, the Director of Professional Development, the Director of Education, the Clinical Practice Director, the Director of Research, the

	Director of Clinical Governance or the External Relations Director;
Business Day	a day, other than a Saturday or Sunday, on which banks are open for normal business in England;
COG	Consultant Orthodontist Group, a group for members in hospital orthodontic practice;
COG Committee	a committee of the COG consisting of the COG Chair, COG Secretary, COG Treasurer and a further six elected committee members in accordance with clause 6.2 below;
COG Symposium	The COG Annual Symposium providing training and education for COG Members;
Group	The Groups of the BOS which comprise The Consultant Orthodontist Group, The Practitioner Group ("PG"), The Orthodontic Specialists Group ("OSG"); The Training Grades Group ("TGG"); and The Orthodontic Teachers and Trainers Group ("OTTG");
Objects	the charitable purposes for which the Society was established as set out more particularly in paragraph 4.1 below;
Rules & Bye-Laws	the rules and bye-laws of the British Orthodontic Society as updated from time to time;
SAC	Specialty Advisory Committee, the intercollegiate body / bodies which advise on higher specialist training in the dental specialties
Society	The British Orthodontic Society

INTERPRETATION

1.2 In this Constitution:

- 1.2.1 the Schedule is incorporated into and forms part of this Constitution;
- 1.2.2 the words "Trustee" and "director" are inter-changeable and a reference to a trustee is a reference to a director of the Society and vice-versa;

- 1.2.3 any reference to this Constitution or to any other document will include its Schedule;
- 1.2.4 any headings in this Constitution are included for ease of reference only and will not affect the construction or interpretation of any provision of this Constitution;
- 1.2.5 any reference to any statute, statutory instrument, order, regulation or other similar instrument (including any EU order, regulation or instrument) will be construed as including references to any statutory modification, consideration or re-enactment of that provision (whether before, on or after this Constitution) for the time being in force, including all instruments, orders or regulations then in force and made under or deriving validity from that legislation;
- 1.2.6 any reference to any organisation or body in this Constitution will be construed as including references to any modification to the title of that body or organisation and/or any successor body or organisation;
- 1.2.7 the words 'include', 'including', 'in particular', or any similar expression will be construed as illustrative and will not limit the sense of the words preceding those terms;
- 1.2.8 the use of the singular includes the plural and vice versa and words denoting any gender will include a reference to each other gender;
- 1.2.9 a reference to 'writing' or 'written' includes any method of reproducing words in a legible and non-transitory form;
- 1.2.10 save as stated otherwise, a reference to a 'person' includes a natural person, corporate or unincorporated body (in each case whether or not having separate legal personality) save as otherwise stated below.

2 INTRODUCTION: THE BOS AND ITS GROUPS

- 2.1 The BOS is a charity registered in England and Wales under charity number 1073464.
- 2.2 The BOS is also a private limited company limited by guarantee registered in England and Wales under company number 03695486.
- 2.3 The BOS is managed by a board of trustees who are all registered as directors with Companies House. The directors are the charity trustees as defined by section 177 of the Charities Act 2011.
- 2.4 The BOS' governing document comprises its Articles and there are also Rules & Bye-Laws which set out the rules with which all BOS Members and BOS Trustees must comply.

2.5 Within the BOS, there are five Groups of the Society:

- (a) The Consultant Orthodontist Group (“COG”);
- (b) The Practitioner Group (“PG”);
- (c) The Orthodontic Specialists Group (“OSG”);
- (d) The Training Grades Group (“TGG”); and
- (e) The Orthodontic Teachers and Trainers Group (“OTTG”).

2.6 This Constitution will govern The Consultant Orthodontic Group (“COG”).

3 AIMS OF THE COG

3.1 The COG is a group of Consultant Orthodontists aiming to provide a forum for the support, guidance and education of those working in the hospital orthodontic service to secure optimal care for patients.

3.2 The work of the COG includes but shall not be limited to the following:

- 3.2.1 providing an annual COG Symposium;
- 3.2.2 promoting high quality clinical audits and the publication of an audit newsletter;
- 3.2.3 delivering training for undergraduate and postgraduate teaching in orthodontics;
- 3.2.4 providing advice to and assisting with the training and education of specialist trainees;
- 3.2.5 providing practical support and advice to COG Members who experience difficulties in ensuring a continuation of quality hospital orthodontics because of financial and managerial pressures and decisions; and
- 3.2.6 providing expert advice and support to outside bodies on orthodontics in a hospital setting.

4 THE NEED FOR THE COG TO FULFIL BOS’ CHARITABLE OBJECTS

4.1 A charity’s purpose is known as its Objects. The BOS’ charitable objects (“Objects”) are set out in our Memorandum of Association and are to:

- (i) promote the study and practice of orthodontics;
- (ii) maintain and improve professional standards in orthodontics; and
- (iii) encourage research and education in orthodontics.

- 4.2 BOS must always satisfy the definition of a charity in the Charities Act 2011 which states that a 'charity' is an institution which is established for charitable purposes only and is subject to the control of the High Court's charity law jurisdiction.
- 4.3 As a Group within a charity, the COG must ensure that, at all times, all business it undertakes and everything it does, contributes to its Objects.
- 4.4 It is paramount that no activity is undertaken by the COG that may fall outside of the Objects.
- 4.5 If any member of the COG has any concerns that any activity is outside of the Objects, the matter should be raised in writing with the Executive.
- 4.6 The COG's aims and work are intended to support the following Objects:
 - (i) to promote the study and practice of orthodontics; and
 - (ii) to maintain and improve professional standards in orthodontics.

5 CATEGORIES OF MEMBERSHIP OF THE COG

- 5.1 All members of the COG must be members of the BOS as defined in the Rules & Bye-Laws.
- 5.2 There are three categories of membership of the COG:
 - (a) Consultant Members;
 - (b) Non-Consultant Members and
 - (c) Associate COG Members.
- 5.3 Consultant Members shall be:
 - 5.3.1 those who hold a permanent or locum contract as a Consultant Orthodontist, issued by a recognised health body or NHS Trust in the United Kingdom; and
 - 5.3.2 whose (i) period of higher training has been approved by the relevant SAC or (ii) who are deemed by the COG Committee to be trained to an equivalent level.
- 5.4 Non-Consultant members shall be:
 - 5.4.1 Orthodontists who are not Consultant Orthodontists in accordance with clause 5.3 above but who spend the majority of their working time in hospital practice; and

- 5.4.2 possess an orthodontic qualification
- 5.5 Board approval is required for proposed COG Members who fall within clause 5.3.2(ii) and 5.4 above.
- 5.6 Associate COG Members shall be:
 - 5.6.1 those holding a contract as a Post-CCST Fixed Term Training Appointee in Orthodontics with a recognised health body in the United Kingdom or the Republic of Ireland or;
 - 5.6.2 those who are Senior Specialists in Orthodontics in the Armed Forces Dental Services who are in an orthodontic Additional Hospital Orthodontic Training Programme approved by the SAC in Orthodontics; or
 - 5.6.3 those holding a contract as a Consultant Orthodontist with a recognised health body in the Republic of Ireland and whose period of higher training has been approved by the relevant SAC or who are deemed by the Committee to be trained to an equivalent level.
- 5.7 The BOS Executive shall be ex-officio members of the COG as well as every other Group and may attend COG meetings.

6 OFFICERS OF THE COG

- 6.1 The officers of the COG shall comprise:
 - 6.1.1 the COG Chair;
 - 6.1.2 the COG Secretary;
 - 6.1.3 the COG Treasurer; and
 - 6.1.4 six elected members of the COG.

who shall together form the COG Committee.
- 6.2 The role of the COG Committee will be to take leadership decisions in relation to the COG subject always to authority of the BOS Board.
- 6.3 It shall be the duty of the COG Committee to ensure that authority of the COG is limited to those matters that directly affect the interests of the COG and shall not extend to matters that may affect any other Group.

7 APPOINTMENT OF OFFICERS OF THE COG

- 7.1 The COG Chair shall serve for no more than 3 years, subject to clause 7.4 below. The outgoing COG Chair shall temporarily remain on the COG Committee for 12 calendar months post departure / retirement for the role of COG Chair.

- 7.2 The COG Secretary and COG Treasurer shall serve for no more than 4 years, subject to clause 7.4 below.
- 7.3 Each COG elected committee member shall serve not more than 4 years, subject to clause 7.4 below.
- 7.4 Where there are no suitable alternative candidates and with written permission of the Board, the roles of COG Chairman, COG Secretary, COG Treasurer and any of the six elected officers may be eligible for re- election for a period of one further year.
- 7.5 Where a vacancy for a COG Officer arises, nominations will be addressed in writing by COG Members to the COG Secretary but sent to the BOS Executive Secretary for administrative purposes. Where the vacancy is for the role of COG Secretary nominations will be addressed to the COG Chair but sent to the BOS Executive Secretary for administrative purposes. In the case of the role of COG Chair only, it is desirable that they are individuals who already serve on the COG Committee and not ordinary members of the COG.
- 7.6 The Executive Secretary shall keep the BOS Honorary Secretary apprised of all nominations received.
- 7.7 Where there is more than one nomination for the position of a COG Officer, an election is to take place for the appointment of the COG Officer (**COG Officer Election**).
- 7.8 Where a COG Officer Election is necessary, the COG Secretary will prepare ballot papers which will be distributed by the BOS Executive Secretary or any other authorised third party. The ballot papers will set out the deadline for submission of votes by the COG Members.
- 7.9 COG Members may return ballots as follows –
- 7.9.1 by post;
 - 7.9.2 by hand;
 - 7.9.3 by email; or
 - 7.9.4 via any designated online voting website authorised by the Board.
- 7.10 Each candidate for the COG Officer position (**Candidate**) will be entitled to produce an election statement which may include one passport-size photograph of the Candidate and no more than 100 words of text.
- 7.11 All Candidate election statements will be circulated by the COG Secretary with the ballot papers.

- 7.12 A Candidate may not circulate his or her election statement or any other material relevant to the election or his or her nomination or both without the prior written approval of the COG Secretary.
- 7.13 A Candidate may vote for himself or herself.
- 7.14 The election will be conducted on the basis of “first past the post”.
- 7.15 The COG Secretary will take such steps as he or she considers necessary to ensure that the election is conducted so as to secure that the votes given at the election are accurately counted in a secure format.
- 7.16 The COG Secretary will compile a list of the successful candidate(s) of the election and communicate this to the COG either by letter or email as soon as reasonably practicable after the results are known.
- 7.17 The COG Secretary may arrange for the votes to be recounted if any Candidate so requests within 24 hours. Only one recount of all of the votes is permitted.
- 7.18 If insufficient nominations have been received (or if one or more Candidates withdraws their nomination prior to the election, resulting in there being insufficient nominations), the COG Secretary will announce that fact and may, at his/her discretion, either re-start the election process or alternatively invite the Board to make a nomination.
- 7.19 In the event of a tie (i.e. an equal number of votes having been counted for two or more Candidates for one COG Officer position) the COG Chair has a casting vote.
- 7.20 Votes must be received by the closing date specified by the COG Secretary and votes received after this date for any reason will not be counted.
- 7.21 Any attempt to interfere with the fairness of the election by a member or Candidate, for example by forgery of ballot papers, may result in expulsion of the member or Candidate from the Society.
- 7.22 Should the COG Secretary have any issues, concerns (to include any conflict of interest) in carrying out the role in this paragraph 7 the COG Secretary must consult with and seek guidance from the BOS Honorary Secretary.
- 7.23 All appointments of COG Officers whether by nomination or election will require final approval by the Board.

8 COG FINANCES AND ACCOUNTS

- 8.1 The COG’s financial year shall commence on 1 January in each year.
- 8.2 The COG shall be responsible for managing its own finances within a budget agreed with the BOS Treasurer and subject to the restrictions on authority set out at clause 14 below.

- 8.3 The COG will submit its proposed budget to the BOS Treasurer for approval in September of each year setting out its proposed finances for the forthcoming year and the proposed budget will be placed before the BOS Board for approval.
- 8.4 The COG shall make a financial report to the BOS Treasurer who will then report the contents to the Board.
- 8.5 Any income generated by the COG shall become part of the BOS' central funds.
- 8.6 The COG Treasurer shall notify the Board immediately if it seems likely that the agreed budget will be exceeded.
- 8.7 If exceptionally, the COG is unable to finance its activities in any financial year, the COG Treasurer may apply to the Board, in writing, addressing its application to the BOS Treasurer to request an increase in the COG's annual budget with an explanation as to why a higher budget is required and how the existing budget has been spent.
- 8.8 The COG Treasurer will ensure that for each financial year, COG accounts are prepared to show a true and fair view of the activities of the COG.

9 CONDUCT OF COG MEETINGS

- 9.1 The COG shall hold the following three meetings in each year as follows:

- 9.1.1 March

- 9.1.2 June

- 9.1.3 December

Format of meetings

- 9.2 A COG meeting may be held in person or by suitable electronic means agreed by the COG Committee in which each participant may communicate with all the other participants.

Quorum

- 9.3 Six members shall be a quorum for a COG meeting. No decision may be made by a meeting of the COG unless a quorum is present at the time the decision is purported to be made.
- 9.4 No COG Member shall be counted in the quorum present when any decision is made about a matter upon which that COG Member is not entitled to vote to include due to a conflict of interest.

- 9.5 If the number of COG Members is less than the number fixed as the quorum, the continuing COG Members may act only for the purpose of filling vacancies or of calling another COG Meeting.

Chairing of Meetings

- 9.6 COG Meetings shall be chaired by the Chair or in his / her absence, the COG Secretary. In the absence of the COG Secretary, the meeting will be chaired by any other member of the COG elected for this purpose at the meeting.

Decision-making at meetings

- 9.7 Decisions shall be decided by a majority of votes.
- 9.8 Every COG Member shall be entitled to one vote.
- 9.9 In the case of an inequality of votes, the COG Chair shall have a second or casting vote.

Minutes

- 9.10 The COG Secretary shall ensure that proper minutes are made of all COG meetings to include all appointments of officers made by the COG and all business transacted at such meetings and copies of the minutes shall be sent to the BOS Executive within 3 days of finalising the minutes.

10 NOTICE OF COG MEETINGS

- 10.1 The minimum period of notice required to hold a COG Meeting is thirty days
- 10.2 A meeting may be called by shorter notice if it is so agreed by a majority in number of COG Members having a right to attend and vote at the meeting.
- 10.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted.
- 10.4 The notice must be given to all COG members and to the BOS Board.
- 10.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the COG.

11 CONTENT OF PROXY NOTICES

- 11.1 COG Members may use proxies to vote on their behalf.
- 11.2 Proxies may only validly be appointed by a notice in writing (a **Proxy Notice**) which:

- 11.2.1 states the name and address of the COG Member appointing the proxy;
 - 11.2.2 identifies the person appointed to be the COG Member's proxy and the meeting in relation to which that person is appointed;
 - 11.2.3 is signed by or on behalf of, the COG Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 11.2.4 is delivered to the COG Secretary and sets out the meeting to which they relate.
- 11.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting)
- 11.4 Unless a Proxy Notice indicates otherwise, it must be treated as –
- 11.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 11.4.2 appointing that person as a proxy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.

12 DELIVERY OF PROXY NOTICES

- 12.1 A COG Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a COG meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- 12.2 An appointment under a Proxy Notice may be revoked by delivering to the COG Secretary a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the COG meeting or adjourned COG meeting to which it relates.
- 12.4 If a Proxy Notice is not executed by the COG Member appointing the proxy, it must be accompanied by written evidence of the authority of the COG Member who executed it, to execute it on the appointor's behalf.

13 VOTES OF COG MEMBERS

- 13.1 If any COG Member or BOS Member deliberately attempts to vote knowing that they are not entitled to vote, the member may be suspended from the membership of the COG or the BOS.

- 13.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

14 RESTRICTIONS ON THE AUTHORITY OF THE COG

- 14.1 The Board is ultimately responsible for the management of the BOS, and the BOS Trustees can be held to be personally liable for mismanagement of the charity. Accordingly, the Board has set limits on the authority of the COG and the following restrictions which shall be enforced by the COG Chair who will ensure that:

- a) the Board will be kept appraised of all COG activity at least bi-monthly;
- b) the COG will produce any documentation requested by the Board within 3 Business Days of receipt of a request from the Board;
- c) the Board will be informed of any disputes or anything which has potential to affect the BOS' reputation or give rise to concerns by any BOS Member;
- d) the Board will be notified promptly of all nominations received for COG Officers roles;
- e) consent of the Board is required for the confirmation of all COG Officer appointments and all appointments must follow the procedure in clause 7 above;
- f) prior approval from the BOS Treasurer is required for all budgets and anticipated expenditure in accordance with clause 8;
- g) the BOS Treasurer will be notified as soon as it seems likely that the agreed budget may be exceeded;
- h) no external public statement (to include any external post on social media) will be made by any COG Officer or COG Members without the prior written consent of the Board;
- i) no contract, financial commitment or other arrangement which could bind the BOS will be entered into without the written approval of the Board nor will any promise be made to any third party without the written consent of the Board
- j) all contracts entered into by or on behalf of the COG for which Board approval has been given, may only be signed by a current, serving BOS Trustee and no COG Officer or COG Member has authority to sign any contract or other legal documentation on behalf of the Board or BOS;
- k) no external contractor or supplier will be engaged by the COG without consent of the Board;

- l) no employment will be offered to any person to assist the COG or otherwise without the consent of the Board;
- m) every item of expenditure must be compliant with the Board's current BOS Delegated Spending Authority policy;
- n) no COG Officer or COG Member will hold themselves out to any third party as having authority to bind the BOS;
- o) all activity undertaken by the COG must be in line with the Objects and the COG will take no action which could prejudice the BOS' registration with the Charity Commission;
- p) no Member of COG or COG Officer shall be remunerated for any work carried out for the COG and BOS. All work undertaken shall be carried out entirely on a voluntarily basis and entirely without remuneration;
- q) no Member of the COG to include any COG Officer will accept any gift to include hospitality from any third party for carrying out their duties towards the COG / BOS without declaring it in writing to the Board.
- r) no attempt will be made to resolve any dispute (whether internal or external) without the consent of the Board;
- s) any change of name of the COG or to the titles of the COG Officers can only be made with the written consent of the Board;

14.2 Any breach of the above, may lead to removal of the COG Member or COG Officer from the role by the Board or suspension of any agreed budget.

15 PROBITY AND REMOVAL OF COG OFFICERS

15.1 All COG Members owe fiduciary duties to the BOS which means that each COG Member should always act in the best interests of the COG and BOS. COG Members should not take any action which could bring the BOS into disrepute or divert attention from the Objects and charitable work. COG Members must familiarise themselves and abide by the BOS Members Code of Conduct a copy of which is set out in Schedule 1.

15.2 The Board, in consultation with the COG Committee, may in its absolute discretion remove a COG Officer with immediate effect in the following circumstances:

- (a) where a COG Officer has failed to attend two COG meetings in a period of 12 months without an acceptable explanation;
- (b) where the COG Officer has failed to pay their BOS Member subscription when requested to do so and payment has been outstanding for a period in excess of 30 Business Days;

- (c) where it appears to the Board, acting reasonably, that the COG Officer is incapable or incompetent to act as a COG Officer;
- (d) where it appears to the Board, acting reasonably, that the COG Officer has breached material terms of this Constitution or the Rules & Bye-Laws;
- (e) where it appears to the Board that the continued appointment of the COG Officer has potential to bring the BOS or the COG into disrepute;
- (f) where the Board acting reasonably is of the opinion that the COG Officer is no longer of good-standing or
- (g) where a majority of the COG reports to the Board that it no longer has confidence in the COG Officer to carry out the role,

16 CONFLICTS OF INTERESTS.

- 16.1 All COG Members agree that they will not take part in any decision making or vote in any matter where there is an actual or potential conflict of interest.
- 16.2 A conflict of interest can be defined as: “any situation in which a COG member’s personal interests or responsibilities they owe to another, may, or may appear to influence the COG Member’s decision making or voting.”
- 16.3 Conflicts of interest arise when the interests of COG Members, or connected persons are incompatible or in competition with the interests of the COG and / or BOS. Such situations present a risk that COG Members will make decisions based on these external influences, rather than in the best interests of the COG and/or BOS.

(a) Direct financial interest

- 16.3.1 The most common types of conflict include direct financial interest, for example, the award of a contract to a company with which a COG Member is involved.

(b) Indirect financial interest

- 16.3.2 This arises when a close relative of a COG Member benefits from the charity for example the awarding of an employment contract to a COG Member’s spouse; the making of a grant to a COG Member’s dependent child.

(c) Non-financial or personal conflicts

- 16.3.3 Non-financial or personal conflicts occur where COG Members receive no financial benefit but are influenced by external factors. One example is a COG Member influencing member votes at a COG Committee meeting in favour of a contract that benefits the COG Member.

(d) Conflicts of loyalties

16.3.4 Conflicts of loyalties occur when a COG Member's loyalty or duty to another person or organisation could prevent the COG Member from making a decision purely in the best interests of the BOS and / or COG.

16.4 COG Members must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement to the BOS or in any transaction or arrangement entered into by the BOS which has not previously been declared.

16.5 A COG Member must absent himself or herself from any discussions or meetings in which it is possible that a conflict will arise between his or her duty to act in the interests of the COG and / or the BOS and any personal interest (including but not limited to any personal financial interest).

17 EQUALITY AND DIVERSITY

17.1 The BOS is fully committed to providing a supportive and inclusive culture for everyone to include its Trustees, Members, Committee Members, employees, workers, contractors, Group chairs and anyone working for, and on behalf of, the Society. This also includes patients and members of the public who have dealings with the BOS from time to time.

17.2 The BOS will not permit unlawful discrimination against any employee, worker, job applicant, contractor, Trustee, BOS Member, Committee Member, or member of the public because of any 'protected characteristic', namely:

- i. age;
- ii. disability;
- iii. gender reassignment;
- iv. marriage or civil partnership status;
- v. pregnancy and maternity;
- vi. race (including colour, nationality and ethnic or national origin);
- vii. religion or belief;
- viii. sex; or
- ix. sexual orientation.

17.3 The Society has a policy on Diversity and Equal Opportunities and all COG Members must comply with the policy.

- 17.4 Any COG Member of the Society who is found to have discriminated against a fellow member of the Society, Trustee, employee, worker, or contractor may be expelled from the COG and / or the Society.

18 GROUP CHAIR'S FORUM

- 18.1 The Chairs of the Groups of the Society will take part in a Group Chairs' Forum.
- 18.2 The members of the Group Chairs' Forum shall be:
- (a) The BOS President (who shall be Chair of the meeting)
 - (b) The BOS Honorary Treasurer and the Honorary Secretary
 - (c) The COG Chair or a representative
 - (d) Such other persons as the BOS President may invite to attend.
- 18.3 The Group Chair's Forum shall act as a means for the exchange of information, for the transmission of concerns and for the provision of advice to the Board, its decisions shall not be binding on the Board.
- 18.4 The Forum shall meet not less than twice a year.

19 BRIBERY AND CORRUPTION

- 19.1 The BOS has a legal obligation to comply with the Bribery Act 2010. The Society runs its charity with integrity and in an honest and ethical manner. All COG Members must work together to ensure that our Society remains untainted by bribery or corruption.
- 19.2 A 'bribe' is a financial or other advantage offered, promised, requested, or given to induce a person to perform a relevant function or activity improperly, or to reward them for doing so. In this context, a 'financial or other advantage' is likely to include cash or cash equivalent, gifts, hospitality and entertainment, services, loans, preferential treatment in a tendering process, discounts etc. The timing of the bribe is irrelevant, and payments made after the relevant event will still be caught, as will bribes that are given or received unknowingly. It is not necessary for the individual or organisation actually to receive any benefit as a result of the bribe.
- 19.3 Bribes may be disguised as charitable donations. When donations are made the BOS Treasurer will be informed and will undertake checks to make sure that the Society is aware of the true source of the donation and that the donation is legitimate.
- 19.4 'Bribery' includes offering, promising, giving, accepting, or seeking a bribe.

- 19.5 All forms of bribery and corruption are strictly prohibited. If any Trustee or member is unsure about whether a particular act constitutes bribery, they should raise it with the BOS Honorary Secretary.
- 19.6 No COG Member will:
- give or offer any payment, gift, hospitality or other benefit in the expectation that a business advantage will be received, or to reward any business received;
 - accept any offer from a third party to include a charitable donation that he/she knows, or suspects is made with the expectation that the Society will provide a business advantage for them or anyone else; and/or
 - give or offer any payment (sometimes known as a 'facilitation payment') to a government official in any country to facilitate or speed up a routine, or necessary procedure or, gain any other advantage.
- 19.7 No COG Member will threaten or retaliate against another person who has refused to offer or accept a bribe or who has raised concerns about possible bribery or corruption.
- 19.8 Bribery and corruption are criminal offences in most countries and UK-incorporated companies, including the Society, are subject to the Bribery Act 2010. Under the Act, it is illegal:
- i. to pay, or offer to pay a bribe;
 - ii. to receive, or agree to receive a bribe;
 - iii. to bribe a foreign public official; and/or
 - iv. for a commercial organisation, to fail to have adequate procedures in place to prevent bribery.
- 19.9 It does not matter whether the bribery occurs in the UK or abroad. A corrupt act committed abroad may well result in a prosecution in the UK. Nor does it matter whether the act is done directly or indirectly.
- 19.10 Involvement in bribery and corruption exposes the Society and relevant individuals to a criminal offence. It will also damage our charity's reputation and the confidence of those who make donations to our charitable funds, our members, suppliers, and business partners.
- 19.11 The Society's position is simple: the Society conducts its business and charitable work to the highest legal and ethical standards. The Society will not be party to corruption or bribery in any form. Such acts would damage the charity's reputation and expose the Society, and its employees and representatives, to the risk of fines and imprisonment.

- 19.12 Any COG Member of the Society found to have been involved in bribery or corruption will be referred to the Board which may result in expulsion from the Society's membership.
- 19.13 Each COG Member has a responsibility to speak out if he/she discovers anything corrupt or otherwise improper occurring in relation to the Society. The Society cannot maintain its integrity unless we do that. If any COG Member or Trustee is offered a bribe, or are asked to make one, or if he/she discovers or suspects that any bribery or corruption has occurred or may occur, you should notify the BOS Honorary Secretary immediately.

20 DISCLOSURE AND TRANSPARENCY

- 20.1 Being permitted membership of the COG and of the Society is a guarantee of good professional standing and conduct.
- 20.2 Any COG Member of the Society who is subject to an investigation by the General Dental Council, an investigation by a regulatory body or an investigation by the police or NHS Counter-fraud must notify the BOS Honorary Secretary in writing and keep the BOS Honorary Secretary informed of the progress of the investigation.
- 20.3 Any COG Member who is expelled or suspended by the General Dental Council will automatically have their membership of the COG and BOS removed.

21 COMPLAINTS

- 21.1 If any COG Member has a formal complaint about any matter concerning the COG or the Society, the prospective complainant must follow the Society's Complaints Policy.

22 PUBLICATION OF THIS CONSTITUTION

- 22.1 The Board and the Executive Secretary shall retain a copy of this Constitution, and a copy will be placed on the Society's website and sent to any BOS Member electronically on request.

23 DISPUTES

- 23.1 If a dispute arises between the COG Members and / or the COG Committee, members of the Society about anything done by the COG Committee, the parties to the dispute must refer the matter to the BOS Honorary Secretary, who will try to resolve the dispute by mediation.

24 RELATIONSHIP BETWEEN THIS CONSTITUTION AND THE ARTICLES

- 24.1 Where there is any conflict between anything stated in this Constitution and (i) Articles or (ii) the Rules & Bye-Laws, the Articles and Rules & Bye-Laws will take precedence over anything stated in this Constitution.

25 PROCEDURE FOR AMENDMENTS TO THIS CONSTITUTION

- 25.1 This Constitution shall be reviewed every three years by the COG Committee, and sooner if there have been any major changes to the COG's composition, or if this Constitution no longer properly represents the everyday workings of the COG.
- 25.2 Any changes that the COG Committee deems to be reasonable must be raised in writing with the BOS Honorary Secretary.
- 25.3 No amendment can be made to this Constitution without the prior written consent of the Board and any requests for any amendment must be made in writing to the BOS Honorary Secretary.

SCHEDULE 1

Members Code of Conduct

The British Orthodontic Society is a Charity registered with the Charity Commission under registration number 1073464. In consideration for being permitted membership of the British Orthodontic Society ("the Charity"), members agree to abide by the fundamental values that underpin all activities of the Charity and agree to the following:

Support the Charity's Objectives

Members will support and further the objects of the British Orthodontic Society which are: (i) to promote the study and practise of orthodontics, (ii) maintain and improve professional standards in orthodontics, and (iii) to encourage research and education in orthodontics.

Members must, at all times, support the objects and mission of the British Orthodontic Society and act as their guardian and champion.

Disclosure Duties

The Charity requires high standards for its members and membership of the Charity is a badge of professional recognition. Members must remain a registrant of the General Dental Council at all times and must notify the Society, in writing and without delay, should the member become the subject of any investigation whether by an employer / former employer, NHS Trust, regulatory body or the police regarding misconduct or negligence. Members must further notify the Charity if they receive any caution, or restrictions are placed on the member's ability to practise dentistry.

Fiduciary Duties

Members agree and accept that (following the Supreme Court judgment in Lehtimäki v Cooper [2020] UKSC 33) members owe fiduciary duties to the Charity. This means the member agrees to use any powers and votes, conferred upon the member by the Charity or by statute, appropriately and will always vote in the interests of the Charity's purposes. Members owe a duty of single-minded loyalty to the Charity's purposes and objects even where these conflict with the member's personal views.

Integrity and Honesty

Members will act with honesty and integrity at all times. These will be the hallmarks of all conduct when dealing with colleagues within the British Orthodontic Society and equally when dealing with individuals and institutions outside of it.

Law, Mission and Policies

Members must familiarise themselves with and act within the Rules and Bye-Laws and Articles of Association of the Charity and abide by the policies and procedures of the Charity.

Conflicts of Interest

Members will always strive to act in the best interests of the Charity as a whole. Members will put the best interests of the Charity, what is best for Charity and its present and future beneficiaries first.

Members must declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as this arises, to include at committee meetings, Group meetings or in any correspondence or discussions between the member and the Charity.

Members must submit to the judgment of the Board and do as the Board requires regarding potential conflicts of interest.

Personal Reputation

Members must not break the law, act against Charity regulations or act in disregard of organisational policies in relationships with fellow members, trustees, staff, volunteers, members, or contractors.

Members will strive to establish respectful, collegial, and courteous relationships.

Protecting the Organisation's Reputation

Members will not make derogatory public remarks about the Charity which will or could have the potential to lower the Charity's reputation.

When speaking as a private citizen, members must strive to uphold the reputation of the Charity and those who work in it.

Members must respect organisational, Board and individual confidentiality.

Suspension and Expulsion of Members

Members must familiarise themselves with the Charity's Rules and Bye-Laws regarding suspension and expulsion of members.