



CONSTITUTION OF THE ORTHODONTIC SPECIALISTS GROUP

Contents

PREAMBLE.....	3
1 DEFINITIONS.....	3
2 INTRODUCTION: THE BOS AND ITS GROUPS.....	5
3 AIMS OF THE OSG	6
4 THE NEED FOR THE OSG TO FULFIL BOS' CHARITABLE OBJECTS	6
5 CATEGORIES OF MEMBERSHIP OF THE OSG	7
6 OFFICERS OF THE OSG	7
7 APPOINTMENT OF OFFICERS OF THE OSG	8
8 OSG FINANCES AND ACCOUNTS.....	10
9 CONDUCT OF OSG MEETINGS	10
10 NOTICE OF OSG MEETINGS	11
11 CONTENT OF PROXY NOTICES.....	12
12 DELIVERY OF PROXY NOTICES	12
13 VOTES OF OSG MEMBERS.....	13
14 RESTRICTIONS ON THE AUTHORITY OF THE OSG.....	13
15 PROBITY AND REMOVAL OF OSG OFFICERS	15
16 CONFLICTS OF INTERESTS.	15
17 EQUALITY AND DIVERSITY	16
18 GROUP CHAIR'S FORUM.....	17
19 BRIBERY AND CORRUPTION	17
20 DISCLOSURE AND TRANSPARENCY	19
21 COMPLAINTS	19
22 PUBLICATION OF THIS CONSTITUTION	20
23 DISPUTES.....	20
24 RELATIONSHIP BETWEEN THIS CONSTITUTION AND THE ARTICLES.....	20
25 PROCEDURE FOR AMENDMENTS TO THIS CONSTITUTION	20
SCHEDULE 1	21

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 OSG 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;
OSG	Orthodontic Specialists Group a group consisting of orthodontic specialists working in primary care formerly known as the Specialist Practitioners Group;
OSG Committee	a committee of the OSG consisting of the OSG Chair, OSG Secretary, OSG Treasurer and a further four elected committee members in accordance with clause 6.2 below;
GDC	the General Dental Council;
Group	the Groups of the BOS which comprise: The Consultant Orthodontist Group, The Practitioner Group ("COG"), 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;
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 Orthodontic Specialists Group ("OSG");

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

2.6 This Constitution will govern The Orthodontic Specialists Group (“OSG”).

3 AIMS OF THE OSG

- 3.1 The OSG is a group of orthodontic practitioners who are eligible to be on the GDC's Orthodontic Specialist list.
- 3.2 The work of the OSG includes but shall not be limited to the following:
 - 3.2.1 promoting understanding of the expertise of orthodontic specialists both to colleagues in the dental profession and to the public;
 - 3.2.3 developing excellence among specialist practitioners and their practice teams for the benefits of patients;
- 3.3 organising clinical meetings to support continuing professional development of members to maintain and improve patient care;
- 3.4 supporting / providing guidance to OSG Members both individually and collectively in matters to include but not limited to: practice development and management advice, health & well-being, mentoring for aspiring specialists, PDS contracts and tendering and;
- 3.5 liaising with other representative organisations related to the orthodontic profession regarding the management of patients and their care.

4 THE NEED FOR THE OSG 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 OSG 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 OSG that may fall outside of the Objects.
- 4.5 If any member of the OSG has any concerns that any activity is outside of the Objects, the matter should be raised in writing with the Executive.
- 4.6 The OSG'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 OSG

- 5.1 All members of the OSG must be members of the BOS as defined in the Rules & Bye-Laws.
- 5.2 There are two categories of membership of the OSG:
 - (a) Ordinary Members; and
 - (b) Retired Members
- 5.3 Ordinary Members shall be those who are orthodontic practitioners who are currently in practice and eligible to be on the GDC's Orthodontic Specialist List.
- 5.4 Retired members shall be those who were formerly orthodontic practitioners in practice and who were eligible to be on the GDC's Orthodontic Specialist List but who have since retired from clinical practice.
- 5.5 Board approval is required for proposed OSG Members who do not meet the criteria in 5.3 or 5.4 above.
- 5.6 The BOS Executive shall be ex-officio members of the OSG as well as every other Group and may attend OSG meetings.

6 OFFICERS OF THE OSG

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

who shall together form the OSG Committee.

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

7 APPOINTMENT OF OFFICERS OF THE OSG

- 7.1 The OSG Chair shall serve for no more than 3 years, subject to clause 7.4 below. The outgoing OSG Chair shall temporarily remain on the OSG Committee for 12 calendar months post departure / retirement from the role of OSG Chair.
- 7.2 The OSG Secretary and OSG Treasurer shall serve for no more than 4 years, subject to clause 7.4 below.
- 7.3 Each OSG 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 OSG Chairman, OSG Secretary, OSG Treasurer and any of the four elected officers may be eligible for re- election for a period of one further year.
- 7.5 Where a vacancy for an OSG Officer arises, nominations will be addressed in writing by OSG Members to the OSG Secretary but sent to the BOS Executive Secretary for administrative purposes. Where the vacancy is for the role of OSG Secretary nominations will be addressed to the OSG Chair but sent to the BOS Executive Secretary for administrative purposes. In the case of the role of OSG Chair only, it is desirable that they be individuals who already serve on the OSG Committee and not ordinary members of the OSG.
- 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 OSG Officer, an election is to take place for the appointment of the OSG Officer (**OSG Officer Election**).
- 7.8 Where an OSG Officer Election is necessary, the OSG 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 OSG Members.
- 7.9 OSG 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 OSG 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 OSG 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 OSG 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 OSG 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 OSG Secretary will compile a list of the successful candidate(s) of the election and communicate this to the OSG either by letter or email as soon as reasonably practicable after the results are known.
- 7.17 The OSG Secretary may arrange for the votes to be recounted if any Candidate so requests within 24 hours of the announcement of the result to the membership. 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 OSG 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 OSG Officer position) the OSG Chair has a casting vote.
- 7.20 Votes must be received by the closing date specified by the OSG 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 OSG Secretary, have any issues concerns (to include any conflict of interest) in carrying out the role in this paragraph 7, the OSG Secretary must consult with and seek guidance from the BOS Honorary Secretary.
- 7.23 All appointments of OSG Officers whether by nomination or election will require final approval by the Board.

8 OSG FINANCES AND ACCOUNTS

- 8.1 The OSG's financial year shall commence on 1 January in each year.
- 8.2 The OSG 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 OSG 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 OSG shall produce a financial report to the BOS Treasurer who will then report the contents to the Board.
- 8.5 Any income generated by the OSG shall become part of the BOS' central funds.
- 8.6 The OSG Treasurer shall notify the Board immediately if it seems likely that the agreed budget will be exceeded.
- 8.7 If exceptionally, the OSG is unable to finance its activities in any financial year, the OSG Treasurer may apply to the Board, in writing, addressing its application to the BOS Treasurer to request an increase in the OSG'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 OSG Treasurer will ensure that for each financial year, OSG accounts are prepared to show a true and fair view of the activities of the OSG.

9 CONDUCT OF OSG MEETINGS

- 9.1 The OSG shall hold the following five meetings in each year, four of which shall be OSG Committee meetings and a further OSG AGM at or around September in each year.

Format of meetings

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

Quorum

- 9.3 Six members shall be a quorum for a OSG meeting. No decision may be made by a meeting of the OSG unless a quorum is present at the time the decision is purported to be made.
- 9.4 No OSG Member shall be counted in the quorum present when any decision is made about a matter upon which that OSG Member is not entitled to vote to include due to a conflict of interest.
- 9.5 If the number of OSG Members is less than the number fixed as the quorum, the continuing OSG Members may act only for the purpose of filling vacancies or of calling another OSG Meeting.

Chairing of Meetings

- 9.6 OSG Meetings shall be chaired by the Chair or in his / her absence, the OSG Secretary. In the absence of the OSG Secretary, the meeting will be chaired by any other member of the OSG 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 OSG Member (whether Ordinary or Retried Members) shall be entitled to one vote.
- 9.9 In the case of an inequality of votes, the OSG Chair shall have a second or casting vote.

Minutes

- 9.10 The OSG Secretary shall ensure that proper minutes are made of all OSG meetings to include all appointments of officers made by the OSG 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 OSG MEETINGS

- 10.1 The minimum period of notice required to hold a OSG 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 OSG 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 OSG 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 OSG.

11 CONTENT OF PROXY NOTICES

- 11.1 OSG 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 OSG Member appointing the proxy;
 - 11.2.2 identifies the person appointed to be the OSG 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 OSG Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 11.2.4 is delivered to the OSG 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 OSG Member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a OSG 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 OSG 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 OSG meeting or adjourned OSG meeting to which it relates.
- 12.4 If a Proxy Notice is not executed by the OSG Member appointing the proxy, it must be accompanied by written evidence of the authority of the OSG Member who executed it, to execute it on the appointor's behalf.

13 VOTES OF OSG MEMBERS

- 13.1 If any OSG 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 OSG 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 OSG

- 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 OSG and the following restrictions which shall be enforced by the OSG Chair who will ensure that:
 - a) the Board will be kept appraised of all OSG activity at least bi-monthly;
 - b) the OSG will produce any documentation requested by the Board within three 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 OSG Officers roles;
 - e) consent of the Board is required for the confirmation of all OSG 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 OSG Officer or OSG 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 OSG for which Board approval has been given, may only be signed by a current, serving BOS Trustee and no OSG Officer or OSG 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 OSG without consent of the Board;
- l) no employment will be offered to any person to assist the OSG 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 OSG Officer or OSG Member will hold themselves out to any third party as having authority to bind the BOS;
- o) all activity undertaken by the OSG must be in line with the Objects and the OSG will take no action which could prejudice the BOS' registration with the Charity Commission;
- p) no Member of OSG or OSG Officer shall be remunerated for any work carried out for the OSG and BOS. All work undertaken shall be carried out entirely on a voluntarily basis and entirely without remuneration;
- q) no Member of the OSG to include any OSG Officer will accept any gift to include hospitality from any third party for carrying out their duties towards the OSG / 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 OSG or to the titles of the OSG 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 OSG Member or OSG Officer from the role by the Board or suspension of any agreed budget.

15 PROBITY AND REMOVAL OF OSG OFFICERS

- 15.1 All OSG Members owe fiduciary duties to the BOS which means that each OSG Member should always act in the best interests of the OSG and BOS. OSG Members should not take any action which could bring the BOS into disrepute or divert attention from the Objects and charitable work. OSG 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 OSG Committee, may in its absolute discretion remove a OSG Officer with immediate effect in the following circumstances:
- (a) where an OSG Officer has failed to attend two OSG meetings in a period of 12 months without an acceptable explanation;
 - (b) where the OSG 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 OSG Officer is incapable or incompetent to act as a OSG Officer;
 - (d) where it appears to the Board, acting reasonably, that the OSG 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 OSG Officer has potential to bring the BOS or the OSG into disrepute;
 - (f) where the Board acting reasonably is of the opinion that the OSG Officer is no longer of good-standing or
 - (g) where a majority of the OSG reports to the Board that it no longer has confidence in the OSG Officer to carry out the role,

16 CONFLICTS OF INTERESTS.

- 16.1 All OSG 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 OSG member’s personal interests or responsibilities they owe to another, may, or may appear to influence the OSG Member’s decision making or voting.”
- 16.3 Conflicts of interest arise when the interests of OSG Members, or connected persons are incompatible or in competition with the interests of the OSG and / or BOS. Such situations present a risk that OSG Members will make decisions based on these external influences, rather than in the best interests of the OSG 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 OSG Member is involved.

(b) Indirect financial interest

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

(c) Non-financial or personal conflicts

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

(d) Conflicts of loyalties

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

16.3.5 OSG 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.

16.3.6 An OSG 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 OSG 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 OSG Members must comply with the policy.

17.4 Any OSG 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 OSG 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 OSG 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 OSG 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 OSG 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 OSG 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 OSG 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 OSG 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 OSG 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 OSG and of the Society is a guarantee of good professional standing and conduct.
- 20.2 Any OSG 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 OSG Member who is expelled or suspended by the General Dental Council will automatically have their membership of the OSG and BOS removed.

21 COMPLAINTS

- 21.1 If any OSG Member has a formal complaint about any matter concerning the OSG 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 OSG Members and / or the OSG Committee, members of the Society about anything done by the OSG 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 OSG Committee, and sooner if there have been any major changes to the OSG's composition, or if this Constitution no longer properly represents the everyday workings of the OSG.
- 25.2 Any changes that the OSG 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.