



edsa

European Dental
Students' Association

CONSTITUTION

European Dental Students' Association

2023

TABLE OF CONTENTS

PAGE

Article 1.	4
Article 2. Fundamental Principles.....	4
Article 3. Objectives.....	4
Article 4. Applications Of Income & Property	5
Article 5. Prohibition Of Amendments Affecting Exemption	5
Article 6. Year of the Association	5
Article 7. Membership	6
Article 8. Full Members	7
Article 9. Honorary Lifetime Members	8
Article 10. Alumni	8
Article 11. Membership Fees.....	9
Article 12. Termination of Membership, Suspension	9
Article 13. Board of Directors.....	11
Article 14. Term. Retirement. Suspension.....	13
Article 15. Decision Making by the Board of Directors	14
Article 16. Duties and Powers of the Board of Directors.....	15
Article 17. Representation	16
Article 18. Management Report – Statement Of Accounts	17
Article 19	17
Article 20. General Meeting.....	18
Article 21. Convocation of and Admission to General Meetings. Electronic Decision-Making	19
Article 22. Voting Right and Decision Making.....	21
Article 23. Delegates.....	23
Article 24. Chair – Minutes	24
Article 25. Committee of Delegates.....	25

Article 26. Supervisory Board.....	26
Article 27. Duties of the Supervisory Board	27
Article 28. Decision Making, Voting Right and Conflict of Interests of the Supervisory Board.....	28
Article 29. Indemnification of the Board of Directors and Officers.....	29
Article 30. Limited Liability Of Members	29
Article 31. Members Contribution On Winding Up	29
Article 32. Distribution Of Assets On Winding Up Or Dissolution	29
Article 33. Committees	29
Article 34. Rules of Procedure.....	30
Article 35. Amendments To The Constitution, Merger, Split-Up And Split-Off	30
Article 36.....	31
Article 37.	31
Article 38. Dissolution.....	31
Article 39. Final Provision	31
Version Control	32

Article 1.

1. The name of the association is: European Dental Students' Association. The association is also indicated with the acronym of "EDSA".
2. The association is a company limited by guarantee, without a share capital registered in accordance with the Companies Act 2014 of Ireland.
3. The official registered office of the association is located at.

European Dental Students' Association | EDSA
International Office
Dublin Dental University Hospital
Trinity College Dublin, The University of Dublin
Lincoln Place
Dublin 2
D02 F859
Ireland.

4. The administrative language of the association is English.

Article 2. Fundamental Principles

1. The association is based on the following basic principles:
2. Independence from external political, corporate, state, religious influences, ensuring autonomy.
3. Democratic decision-making, respecting majority decisions made in accordance with this constitution.
4. Adherence to the general principles of international law and commitment to comply with Irish law and public policy.

Article 3. Objectives

1. The associations objectives, compliant with Irish law, are:
 - a. to promote the interests of dental students within the European region as defined by the World Health Organisation, acting as their regional association within Europe, in alignment with the promotion of education and science.
 - b. to foster exchange programs, create platforms for student innovation, and facilitate networks for collaboration between European dental schools, thereby advancing the arts of dental education and patient care.
 - c. to facilitate a network which permits collaboration between European dental schools on prevention, global health and other student-led projects.
 - d. safeguard and protect the rights of the dental students; and
 - e. to promote oral health throughout Europe, and, furthermore, by using all other lawful means that are considered useful or necessary to achieve the association's objectives.

2. The association shall pursue its objectives by:
 - a. representing its members to the institutions of the European Union, and other European authorities and institutions.
 - b. establishing and developing relations with professional, academic authorities and associations.
 - c. promoting excellence in education and patient care.
 - d. promoting the high standards and harmonisation of undergraduate and postgraduate education.
 - e. promoting and supporting the interests of dental students.
 - f. promoting and supporting the development of member associations on a national and local level.
 - g. producing and distributing appropriate EDSA publications, scientific and otherwise.
 - h. developing and helping initiatives which concern the promotion of oral health, the union of the profession and the teaching of dentistry.
 - i. promoting fellowship among its members and between dental students; and
 - j. encouraging discussions and debates between its members in a purpose of an association lead by democratic principles, and, furthermore, by using all other lawful means that are considered useful or necessary to achieve the association's objectives.
3. The association is committed to public benefit and operates on a non-profit basis, in compliance with the Companies Act 2014 of Ireland.

Article 4. Applications Of Income & Property

The income and property of EDSA, wherever derived, shall be applied solely towards the promotion of its main objects as outlined in this constitution. No part shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit, to the members of EDSA. However, nothing shall prevent the payment in good faith of reasonable remuneration to any member, officer, or servant of EDSA for services rendered, or interest on money lent, or reasonable rent for premises leased by any member to EDSA.

Article 5. Prohibition Of Amendments Affecting Exemption

No amendments shall be made to the constitution that would alter the effect of the articles pertaining to the application of income and property, or member's liability, such that there would be non-compliance with the requirements of the Companies Act 2014.

Article 6. Year of the Association

The fiscal year of EDSA shall commence on the 1st day of July and conclude on the 30th day of June of each year.

Article 7. Membership

1. Application for membership must be submitted to the board of directors. After approval by the board of directors, the general meeting decides on the admission of members by a simple majority of votes.

If the board of directors does not approve the admission of the candidate member as a member, the general meeting can still decide on the admission of members.

2. The board of directors shall keep a register in which the names and contact information of all members are recorded, adhering to the General Data Protection Regulation (GDPR) and Irish data protection laws. Members are obliged to inform the board of directors immediately of any change of contact information and any change regarding the delegation of the member country.
3. The association has the following categories of members:
 - a. full members.
 - b. honorary lifetime members; and
 - c. alumni.

Any reference in this constitution to membership and members is as a reference to all categories of membership and members, except as otherwise stated.

Only full members are members within the meaning of the law.

Article 8. Full Members

Full members are national dental students' organizations, local dental students' organizations and local dental schools within the European region (defined as those countries included in the World Health Organisation Regional Office for Europe) complying to one of the following conditions:

- a. a national association of dental students, which collectively represent the majority of dental students of the local associations at schools or faculties in a country.
- b. an organisation representing a minority of dental students in a country in which no national dental organisation exists, or where a larger national dental students' association in the country does not want to affiliate to the association; or
- c. local dental students' organisations in countries where no national dental student's association exists. These individual local dental students' organisations are allowed to collectively apply to the association.

Article 9. Honorary Lifetime Members

1. Honorary lifetime members are former members of the association, or other individuals who have been of exceptional and exemplary service to the association.
2. More detailed rules relating to the election as honorary lifetime member and their rights and obligations will be laid down in the rules of procedure.

Article 10. Alumni

1. Alumni can be individuals who have been actively involved with the association, to ensure contact with the association. The alumni network is a platform engaged in the association's work, to help understand the association's past, present and future, and is therefore considered part of the association.
2. More detailed rules relating to the alumni and the alumni network will be laid down in the rules of procedure.

Article 11. Membership Fees

1. The general meeting may decide that full members must pay a membership fee. They may be classified into categories for which different membership fees apply.
2. In exceptional circumstances the board of directors may grant a full or partial exemption from the obligation to pay the membership fee.
3. The general meeting decides to determine the amount of the membership fee or the calculus of the amount of the membership fee with a majority of three-fourths of the votes cast, after proposition by the treasurer.

Article 12. Termination of Membership, Suspension

1. Membership will terminate:
 - a. if a member dies, and in case of a legal entity: in the event of dissolution or if the legal entity ceases to exist.
 - b. if a member resigns from membership.
 - c. if the association terminates a member's membership; and d. if a member is expelled.
2. A full member may resign from membership in writing only with effect from the end of the financial year of the association, by giving four (4) weeks' notice, provided that:
 - a. a member may resign from membership with immediate effect within one (1) month of the date on which the member is notified of a resolution to change the legal form of the association or to effect a merger, split-up or split-off.
 - b. a member may resign from membership with immediate effect within one (1) month of the date on which the member becomes aware of or is informed of a resolution resulting in a restriction of the member's rights or an increase in the member's obligations (other than financial obligations); in that case the resolution will not apply to this member.
3. Notice of termination of membership by the association is given by the board of directors, except the honorary lifetime membership; notice of termination of honorary lifetime membership is given by the general meeting. Giving notice of termination of membership is possible if the member no longer meets the membership requirements, fails to meet the member's obligations to the association, or if the association cannot reasonably be expected to allow membership to continue. Notice of termination of membership as referred to in this paragraph takes immediate effect.
4. If notice of resignation is given in contravention of the provisions of paragraph 2 of this article, membership will terminate with effect from the earliest possible date following the date for which notice has been given.
5. A resolution to expel a member is passed by the general meeting. Members may be expelled only if they act in contravention with the constitution, rules of procedure,

standing orders or resolutions of the association, or unreasonably prejudices the association. In case of expulsion membership terminates with immediate effect.

6. If membership ends in the course of a financial year of the association, the annual membership fee for that year will remain due in full.
7. The board of directors may pass a resolution to suspend a member. If no resolution is passed on the termination of membership of a suspended member within three (3) months of the suspension, the suspension will end on expiry of that period.

Article 13. Board of Directors

1. The board of directors shall consist (preferably) of a president, a general secretary, a treasurer, a vice-president of internal affairs, a vice-president of external affairs, a treasurer, a vice-president of public relations, a community manager and a president elect.

If anyone from the board of directors will be appointed as the president elect, they hold their previous position within the board of directors and their position as president elect at the same time.

Only the following persons can be appointed as member of the board of directors:

- individuals who are at the moment of their election member of a full member of the association and also a dental student in an undergraduate or postgraduate program.
- individuals who have graduated up to one (1) calendar year prior to the time of their election, provided they are member of a full member of the association.

A maximum of two (2) members of the board of directors may have their origin in the same country, unless the general meeting decides otherwise at the time of the election.

2. The general meeting appoints the members of the board of directors during the annual meeting, from those who have applied as candidates and meet the requirements as mentioned in paragraph 1.

Members of the board of directors are appointed in their specific position within the board of directors.

3. Every year, ninety (90) days before the annual meeting, the board of directors issues a call for applications as member of the board of directors. Anyone wishing to run for a position in the board of directors must submit an application letter, including a curriculum vitae, to the board of directors, at least three (3) weeks before the annual meeting. At least one (1) week before the meeting, the board of directors distribute the list with candidates for the board of directors to all delegates.
4. By way of derogation from paragraph 2, the president elect shall be appointed in a general meeting to be held in spring. The provisions in paragraph 3 are applicable. By way of derogation from paragraph 2, the president elect is the president of the association as of the annual meeting.
5. Anyone else who meets the requirements as mentioned in paragraph 1 may apply as a member of the board of directors directly during the general meeting without prior notice. The general meeting needs to approve these applications, before the election of the board of directors takes place.
6. All voting on matters concerning persons will be by ballot, unless the General meeting decides to vote by acclamation.
7. The General Meeting appoints the Board of Directors by simple majority election (more than 50% of the cast votes) between candidates for each position. If no candidate receives a simple majority, then the following vote has to be held without the candidate who secured the smallest number of votes. If two candidates have secured the same smallest number of votes, lots will be drawn to decide which of them could pursue the following vote.
Votes continue until a candidate secured the simple majority.
If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them has been elected.

Article 14. Term. Retirement. Suspension

1. Every member of the board of directors, except the president elect, retire from office at the annual meeting following his appointment. Resigning members of the board of directors can apply again for being elected as member of the board of directors, according to article 13.
2. If a member of the board of directors decides to resign before the annual meeting, the board of directors can appoint an individual to take over the position. A person elected to fill a vacancy retires at the following annual meeting.
3. If the president decides to resign before the annual meeting, their position shall be taken over by the general secretary, treasurer or the vice-president of internal affairs, in the indicated order.
4. A member of the board of directors retires from office:
 - a. by their death.
 - b. by written notice.
 - c. if they lose the right to dispose of his personal assets; and
 - d. on the expiry of the term of office for which they were elected.
5. If a member of the board of directors is absent or unable to act, the other members of the board of directors remain in charge of the management of the association. If one or more members of the board of directors are absent, the remaining members of the board of directors or the only remaining member of the board of directors will be a legally constituted board.
6. Each member of the board of directors, may be suspended or removed from office by the general meeting or the supervisory board at any time, even if they have been elected for a fixed period. If no resolution is passed on the removal from office of a suspended member of the board of directors within three (3) months of the suspension, the suspension will end on expiry of that period.

Article 15. Decision Making by the Board of Directors

1. The board of directors shall hold a meeting at least three (3) times in a calendar year and whenever this is necessary pursuant to this constitution or considered desirable by the president or one of the other members of the board of directors.
2. Resolutions may be passed at a meeting only if at least five (5) members of the board of directors are present or represented. Each member of the board of directors has one (1) vote. A member of the board of directors may be represented at a meeting by another member of the board of directors holding a written proxy.
The board of directors may also pass resolutions without holding a meeting (in writing), provided that all the members of the board of directors have been given the opportunity (at least forty-eight (48) hours before) to express their views on the resolutions in writing, including by electronic means of communication.
3. All resolutions by the board of directors must be passed by an absolute majority of votes.
4. The president will preside over the meetings of the board of directors. The general secretary shall take minutes of the proceedings at each meeting. The president and the general secretary sign the minutes as a true and accurate record after approval by the board of directors.
5. The opinion expressed at the meeting by the president regarding the result of a vote is decisive. The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded in writing. However, if the correctness of this opinion is disputed immediately after it is expressed, a new vote will be taken if so required by the majority of the meeting or – if the original vote was not taken by roll call or by ballot – by one (1) person who is present and entitled to vote. The legal consequences of the original vote will become null and void as a result of such a new vote.

Article 16. Duties and Powers of the Board of Directors

1. The board of directors is charged with the management of the association.
2. The general meeting appoints six (6) officers: the Policy Officer, the Mobility Officer, the Research Officer, the Prevention Officer, the Training Officer, and the Volunteer Work Officer. The procedure of the appointment and removal of the officers will be determined in the rules of procedure.
3. The board of directors may delegate one or more of its powers to others, which powers must be clearly specified. The party exercising such delegated powers will act in the name of and on the responsibility of the board of directors.
4. The association may accept inheritances only under benefit of inventory.
5. The board of directors is, after approval of the general meeting, entitled to pass resolutions to enter into agreements for the acquisition, disposal and encumbrance of property subject to compulsory registration, and to enter into agreements by which the association binds itself as surety, guarantor or joint and several debtor, warrants performance by a third party or undertakes to provide security for a debt of another party.
6. The board of directors shall prepare a plan of activities and the accompanying budget each year, before a date to be determined by the general meeting and submit these documents to the general meeting for approval.
7. The board of directors needs the prior authorization or approval by the general meeting to enter into obligations and/or incur expenditure, if such an obligation and/or expenditure is not included in the approved plan of activities as mentioned in paragraph 6, or if the amount of the obligation and/or expenditure exceeds the amount which is included in the associated budget.
8. Without prejudice to paragraph 7, the general meeting may require resolutions of the board of directors to be subject to its authorization or approval, provided that these resolutions shall be clearly specified and notified in writing to the board of directors.
9. A member of the board of directors does not receive any reward. The board of directors may decide to grant to a member of the board of directors a remuneration for the expenses, (within reason) incurred by them in their position as member of the board of directors.

Article 17. Representation

1. The association is represented by the board of directors. The association may also be represented by the president and one (1) of the other members of the board of directors acting together.
2. The board of directors may decide to grant power of attorney to one or more members of the board of directors and to third parties to represent the association within the limits of the power of attorney. The board of directors may also decide to confer a title on holders of a power of attorney.
3. The board of directors shall notify the Company Registrations Office of the grant of any power of attorney to represent the association on a continuing basis.
4. If the interests of one of the members of the board of directors or one of the members of the supervisory board conflicts with the interests of the association, the board of directors may nevertheless represent the association, except if the general meeting designates one or more persons for that purpose.

Article 18. Management Report – Statement of Accounts

1. The financial year is equal to the year of the association.
2. The board of directors is obliged to keep such records of the association's financial position and of everything relating to the activities of the association, in a manner appropriate to those activities, and to keep the corresponding books, documents and other data carriers in such a manner as to ensure that the association's rights and obligations can be ascertained at any time.
3. At a general meeting to be held within six (6) months of the end of the financial year of the association, unless the general meeting extends this period, the board of directors shall present a management report on the affairs of the association and the policies pursued. The board of directors shall present the balance sheet and the statement of income and expenditure with accompanying notes to the general meeting for approval. These documents must be signed by the members of the board of directors and the members of the supervisory board. If the signature of one or more of them is missing, this must be noted along with the reason. After the expiry of the aforesaid period, each of the members of the board of directors may request the court to order the joint members of the board of directors to meet these obligations.
4. The board of directors is obliged to retain the books, documents and other data carriers referred to in paragraphs 1 and 2 for a period of seven (7) years.

Article 19

Furthermore, in compliance with the Companies Act 2014 of Ireland, the board of directors shall ensure that all necessary filings, including annual returns and financial statements, are duly submitted to the Company Registrations Office within the prescribed deadlines. This obligation underscores our commitment to transparency, regulatory compliance, and good governance practices, ensuring that the European Dental Students' Association (EDSA) operates within the legal framework established for entities limited by guarantee and not having a share capital.

Article 20. General Meeting

1. A general meeting – the annual meeting – will be held each year within six (6) months of the end of the financial year of the association.

The matters to be considered at the annual meeting include the following:

- a. the management report and the statement of accounts referred to in article 18, as well as the plan of activities and the accompanying budget for the next financial year of the association.
 - b. the filling of any vacancies; and
 - c. motions proposed by the board of directors or the members, as announced in the notice of the meeting.
2. Other general meetings will be held whenever considered desirable by the board of directors. Besides the annual meeting, at least one (1) general meeting will be held each year.
 3. Moreover, the board of directors is obliged to convene a general meeting at the written request of at least such a number of delegates as are entitled to cast ten per cent of the votes, which general meeting must be held within four (4) weeks of the request.
 - a. If the request is not complied with within fourteen (14) days, the members requesting the meeting may convene a general meeting themselves in accordance with the provisions of article 21.
 4. General meetings are held at a place and date determined by the board of directors. General meetings can be held in Ireland or in another country, provided that all delegates are reasonably offered the opportunity to attend the general meeting.

Article 21. Convocation of and Admission to General Meetings. Electronic Decision-Making

1. The general meetings are convened by the board of directors. Written notices of meeting will be sent to the delegates addresses recorded in the members' register. A minimum of sixty (60) days' notice must be given of a general meeting, not counting the day on which the notice is given and the day of the meeting.

Notice of a general meeting may also be sent by electronic means of communication, in the form of a message that is capable of being read and reproduced, to each delegate who agrees thereto; such notice will be sent to the address notified by the member to the association for that purpose.

2. The notice of meeting includes the agenda for the meeting. If the board of directors has decided to set conditions for the use of the electronic means of communication that may be used to participate in the general meeting, these conditions will be stated in the notice of meeting.
3. The general meeting is open to:
 - the board of directors.
 - the officers as mentioned in article 16 paragraph 2.
 - the supervisory board.
 - all delegates of non-suspended full members; and
 - observers, being members of one of the member-organizations or members of non-member-organizations or non-member-faculties, who have the right to attend to the general meeting and speak during the general meeting if they have the prior approval of the general meeting.

The general meeting will decide on the admission of persons other than those referred to above. They are allowed to speak during the general meeting, if the chair of the general meeting give them the right to speak during the general meeting.

4. The board of directors may decide that a delegate may participate in, address and vote at the general meeting, either in person or through someone holding a written proxy, by using an electronic means of communication. The person who is entitled to vote bears the risk of using an electronic means of communication.
5. For the purposes of paragraph 4, the electronic means of communication must allow the identity of the person who is entitled to vote to be established and must enable the person who is entitled to vote to follow the proceedings at the meeting in real time and to exercise the voting right. The board of directors may set conditions for the use of the electronic means of communication. If the board of directors decides to set such conditions, these will be stated in the notice of meeting.
6. The board of directors may decide that a delegate may cast their votes by electronic means of communication prior to the general meeting. Only those who are registered as delegates in the association's members' register at the time specified in the notice

of the general meeting are entitled to cast their vote in this manner. Votes may be cast in this manner only after notice has been given of a general meeting, but in no event earlier than the fourteenth day prior to the day of the meeting and in no event later than the day prior to the day of the meeting.

The board of directors shall ensure that these votes are recorded and shall inform the chair of the general meeting of the votes cast.

Delegates who have voted in this manner, may not withdraw their vote and may not vote again at the general meeting. If delegates who have voted in this manner are no longer delegates at the time of the general meeting, their vote will be deemed not to have been cast.

7. The board of directors may decide that the delegates, or their proxies, must sign an attendance list and state their name before being admitted to the general meeting. In the case of a proxy, the name of the person represented by the proxy must also be stated.

Article 22. Voting Right and Decision Making

1. All delegates from non-suspended full members and the board of directors have the right to vote at meetings. Each delegate may cast one (1) vote. The board of directors may jointly cast one (1) vote.
 - a. Votes cast by electronic means of communication prior to the general meeting are equivalent to votes cast during the meeting.
 - b. Each delegate may arrange for their vote to be cast by another delegate holding a written proxy. A proxy granted by electronic means of communication is equivalent to a written proxy.
2. Resolutions can only be passed if at least fifty (50) percent of the delegates are present or represented at the general meeting and at least four (4) members of the board of directors are present at the general meeting.
3. If during the general meeting it is verified that the quorum set out in paragraph 2 has not been reached, the general meeting will hold a second general meeting after at least fourteen (14) days after the first general meeting, but within three (3) months after the first general meeting. During the second general meeting, resolutions can be taken irrespective of the number of delegates and members of the board of directors present or represented.
4. Resolutions are passed by an absolute majority of the valid votes cast (majority of the votes cast, without taking into account the blank votes), except as otherwise provided in this constitution.
 - a. Blank votes are treated as abstentions. No resolution can be passed if more than fifty (50) presents of the votes cast are blank.
5. If the votes on a motion not concerning an appointment of persons are equally divided, the motion is rejected.
6. All voting on matters concerning persons will be by ballot, unless the general meeting decides to vote by acclamation.
 - a. If none of the candidates receives an absolute majority in case of a vote on election of persons, a second vote will be taken (between the nominated candidates).
 - b. If none of the candidate receives an absolute majority in such a second vote either, revotes will be taken in the general meeting either until one (1) candidate secures an absolute majority of votes or until the vote is between two (2) candidates and the votes are equally divided.
 - c. The aforesaid revotes (not including the second vote) will be held between the candidates voted on in the preceding vote with the exception of the candidate who secured the smallest number of votes in the preceding vote.
 - d. If the smallest number of votes in the preceding vote was received by more than one (1) candidate, lots will be drawn to decide which of those candidates may not participate in the new vote.

- e. If the votes are equally divided in a vote between two (2) candidates, lots will be drawn to decide which of them has been elected.
7. A unanimous resolution passed by all delegates, even if they are not assembled at a meeting, has the same effect as a resolution of the general meeting, on condition that it is passed with the prior knowledge of the board of directors.
 8. The opinion expressed at the general meeting by the chair that the meeting has passed a resolution is decisive. The same applies to the content of a resolution that has been passed insofar as the motion voted on was not recorded in writing.
 9. However, if the correctness of this opinion is disputed immediately after it is expressed, a new vote will be taken if so required by the majority of the meeting or – if the original vote was not taken by roll call or by ballot – by one (1) person who is present and entitled to vote. The legal consequences of the original vote will become null and void as a result of such a new vote.

Article 23. Delegates

1. Full members of every country in the European region (those countries included in the World Health Organisation Regional Office for Europe) appoint one (1) dental student as official national delegate, in this constitution referred to as: delegate.
2. Delegates will be introduced in writing to the board of directors. The board of directors will be notified of every change with regard to a delegate. Delegates should always be members of a full member who is fulfilling its financial obligations towards the association.
3. If several organisations from a country in the Europe region are full members of the association, these full members jointly appoint one (1) dental student as a delegate on behalf of that country. If no agreement is reached between the full member-organizations from the country concerned, the supervisory board will decide who the delegate is on behalf of the country concerned.
4. Members of the board of directors, officers and members of the supervisory board cannot be delegates of a full member or full members.

Article 24. Chair – Minutes

1. General meetings are chaired by the chairman of the meeting committee. If the chairman of the meeting committee is absent, the meeting will be chaired by one of the other members of the meeting committee.
2. The proceedings at each meeting are recorded in minutes taken by or on behalf of the general secretary of the association, which minutes will be signed as a true and accurate record by the chair of the general meeting and the general secretary after they have been approved by the general meeting. The members will be notified of the content of the minutes.
Any attendance list signed at the meeting does not form part of the minutes.
3. If a meeting is convened at the request of members in accordance with the provisions of article 21 paragraph 3 of this constitution, the parties requesting the meeting may instruct others than members of the meeting committee to chair the meeting and may instruct another than the general secretary to take the minutes.
4. The general meeting is authorised to adopt further regulations with regard to the functioning of the meeting committee.

Article 25. Committee of Delegates

1. During every general meeting, the general meeting may decide to have a closed session, in which closed session only the members of the committee of delegates are present.
2. The regulations, duties and powers of the committee of delegates are regulated by the rules of procedure.

Article 26. Supervisory Board

1. The association has a supervisory board consisting of three (3) natural persons *or delegate (who has been a delegate for at least 2 general meetings.)*. The general meeting shall appoint one of them as chairman. Members of the supervisory board must have been a member of the board of directors, officer or delegate within five (5) years before their appointment. Current members of the board of directors or officers are not eligible for appointment as a member of the supervisory board.
2. All three (3) members of the supervisory board will be elected by the general meeting with an absolute majority of votes cast. Both the Board of Directors and Supervisory Board may nominate one (1) candidate for the supervisory board.
3. Members of the supervisory board will be appointed as follows:
 - a. the board of directors appoints one (1) member.
 - b. the general meeting appoints one (1) member with an absolute majority of votes cast; candidates can apply for being appointed as member of the supervisory board during the general meeting; and
 - c. the supervisory board appoints one (1) member.
4. Applications as mentioned in paragraph 2 sub b need to be accompanied with a curriculum vitae and an oral presentation.
5. Members of the supervisory board shall be appointed for a term with a maximum of two (2) years. Members of the supervisory board may not be reappointed.
6. A member of the supervisory board may be suspended or removed from office by the general meeting with a majority of two-thirds of the votes cast. A member of the supervisory board retires:
 - a. by their death.
 - b. by their written notice.
 - c. if they lose the right to dispose of his personal assets; and
 - d. on the expiry of the term for which they were elected.
7. After the retirement of a member of the supervisory board, the appointment of a new member of the supervisory board takes place at the following meeting of the board of directors, the following general meeting or the following meeting of the supervisory board, depending on which body is authorized to appoint the member of the supervisory board, according to paragraph 2.

Article 27. Duties of the Supervisory Board

1. Without prejudice to the other provisions in this constitution, the supervisory board has as its task:
 - a. the supervision of the policy of the board of directors and the general course of affairs of the association and the connected enterprise.
 - b. to advise the general meeting, the board of directors and the officers
2. The board of directors shall provide the supervisory board in time with all the information necessary for the performance of its duties and powers and provides, upon request of one of the members of the supervisory board, all information regarding the affairs of the association. The supervisory board is authorised to inspect the books, documents and correspondence of the association; each member of the supervisory board has free access to the premises and goods of the association.
3. The supervisory board is authorized to ask for advice at the expense of the association in order to carry out its task effectively and in the interests of the organisation.
4. Members of the supervisory board shall carry out their tasks without instruction from or consultation with others. When carrying out their task, the members of the supervisory board base their actions on the interest of the association, the connected enterprise, and taking into account the special social responsibility of the organisation.
5. The supervisory board presents a summary of their achievements during every general meeting.
6. One of the members of the supervisory board needs to be present at each general meeting.
7. *To fulfil its tasks, the Supervisory Board has the following instruments:*
 - a. *In the event of a violation of the constitution or rules of procedure, the supervisory board may refer decisions back to the board of directors or general meeting. The decision is not considered a rejected decision and shall therefore be rewritten in accordance with both the rules of procedure and the constitution and voted on again in the same session. The decision may be withdrawn by the applicant at any time;*
 - b. *In the event of serious violations and problems deemed as an emergency by the supervisory board, the supervisory board may reject binding decisions that violate the rules of procedure or the constitution. The rejection must be approved by the general meeting in an emergency general meeting, until which point the decision is considered suspended.*

Article 28. Decision Making, Voting Right and Conflict of Interests of the Supervisory Board

1. The supervisory board passes resolutions with an absolute majority of the votes cast. In the absence of two (2) members of the supervisory board, no legally valid resolutions can be passed.
2. Each member of the board of directors is authorized to cast one (1) vote. Blank votes are treated as abstentions. In the votes are equally divided, the chairman of the supervisory board decide the matter.
3. The supervisory board may also pass resolutions without holding a meeting (in writing), provided that all the members of the supervisory board have been given the opportunity to express their views on the resolution in writing. In writing means also messages by electronic means of communication.
4. A member of the supervisory board does not take part in the deliberations of the supervisory board and will abstain from voting on a resolution of the supervisory board if they have a direct or indirect personal interest to the subject of the resolution, which interest conflicts with the interest of the association. The member of the supervisory board does still have the right to attend the relevant meeting of the supervisory board, on the understanding that they are not taken into account to determine the number of members of the supervisory board present or represented with regard to the relevant resolution.
5. If only one (1) member of the supervisory board is in office, this member of the supervisory board shall still have all rights and obligations assigned to the supervisory board and their chairman under or by virtue of this constitution.
6. In the case of absence or other engagements of all members of the supervisory board, the powers and duties, which this constitution assigns to the supervisory board, shall fall to the general meeting.

Article 29. Indemnification of the Board of Directors and Officers

The general meeting shall indemnify and hold harmless each (former) member of the board of directors and each (former) officer from claims and liabilities as a result of alleged acts or omissions during their term of office and shall reimburse such (former) member of the board of directors and such (former) officer for all legal expenses reasonably incurred by them in connection with defending against such alleged claims or liabilities, provided that no (former) member of the board of directors or (former) officer shall be indemnified for any expenses incurred in defending against such claims or liabilities resulting from their own negligence or wilful misconduct.

Article 30. Limited Liability of Members

The liability of the members of EDSA is limited, in line with the provisions set forth in the Companies Act 2014.

Article 31. Members Contribution on Winding Up

In the event of EDSA being wound up, every director is required to contribute an amount not exceeding €1 for payment of the company's debts and liabilities incurred before ceasing to be a director, and the costs, charges, and expenses of winding up.

Article 32. Distribution Of Assets on Winding Up or Dissolution

Upon winding up or dissolution, any remaining assets after satisfying debts and liabilities shall not be distributed among members but shall be transferred to another company or charitable institution with similar objectives to EDSA, as determined by the members at or before the time of dissolution. This transfer shall comply with the requirements of the Companies Act 2014, ensuring that the recipient organisation prohibits the distribution of its income and property among its members to a degree at least as great as is imposed on EDSA.

Article 33. Committees

1. The board of directors may establish and disband one or several committees.
2. The board of directors defines the duties and powers of the committees.
3. The board of directors appoints and removes the members of the committees, either from its number or otherwise.
4. The board of directors is authorized to determine rules governing the functioning of one or more committees.

Article 34. Rules of Procedure

1. Matters requiring further regulation may be regulated by rules of procedure. Rules of procedure may not contain provisions that are contrary to the law or this constitution.
2. The rules of procedure are adopted and amended by the general meeting. The provisions of the following two articles relating to amendments to the constitution apply by analogy to the adoption of and any amendments to the rules of procedure.

Article 35. Amendments To the Constitution, Merger, Split-Up and Split-Off

1. The constitution of the association may be amended only by a resolution passed by the general meeting convened by means of a notice stating that a motion to amend the constitution will be considered at that meeting.
2. A copy of the motion, containing the exact wording of the proposed amendment, must be available at an appropriate location for inspection by the delegates at least sixty (60) days before the day of the general meeting until the end of the day on which the meeting is held.
3. A resolution to amend the constitution may be passed only by a majority of at least three-fourth of the valid votes cast.
Article 22 paragraphs 2 and 3 applies to a general meeting at which a motion to amend the constitution is considered.
4. The provisions of this article apply by analogy to a resolution to effect a merger, a legal split-up or a legal split-off.
5. No amendment shall be made to this constitution that would conflict with Article 5. Specifically, amendments must not alter the effect of the articles related to the application of income and property or member's liability in such a way that would result in non-compliance with the Companies Act 2014.

Article 36.

The provisions of article 35 do not apply if all those who are entitled to vote are present at the general meeting and the resolution to amend the constitution is passed by unanimous vote.

Article 37.

The amendment to the constitution becomes effective only after it has been approved by a special resolution of the members and filed with the Companies Registration Office (CRO). The board of directors is responsible for ensuring that the necessary filings are made with the CRO in accordance with the Companies Act 2014.

Article 38. Dissolution

1. The association may be dissolved by a resolution passed by the general meeting.
A resolution to dissolve the association must be passed by a majority of three-fourth of the votes cast in a general meeting where at least three-fourth of the delegates are present or represented.
The provisions of articles 35 paragraph 1 and 2 and article 36 apply by analogy.
2. After its dissolution, the association will continue to exist insofar as this is necessary for the liquidation of its assets.
The words 'in liquidatie' (in liquidation) must be added to the association's name in documents and notices issued by the association. The liquidation will end when there are no longer any assets of which the liquidators are aware.
3. The members of the board of directors will be the liquidators of the association's assets. The provisions relating to election, suspension, removal from office and supervision of members of the board of directors remain applicable to them. The other provisions of this constitution also remain in force as far as possible during the liquidation.
4. The surplus on winding up will be applied for a public benefit organization with similar objectives as the association or a foreign organization whose objectives are similar and exclusively or almost exclusively focused on the public benefit, determined by the general meeting.
5. After the liquidation, the books and documents of the dissolved association will remain in the custody of the person designated for that purpose by the general meeting, for a period of seven (7) years.

Article 39. Final Provision

The board of directors has all powers within the association that are not conferred upon other governing bodies by law or this constitution.

Version Control

Document Name	CONSTITUTION REBRANDED
Version Reference	04.06.2025.V1
Document Owner	<i>Vice-President of Internal Affairs</i>
Approved by	<i>Filip Galo (EDSA Vice-President of Internal Affairs) after approval at a general meeting on 01/04/2025</i>
Date	<i>4th of June 2025</i>
Review Date	As required



European Dental Students' Association
International Office - Dublin Dental University Hospital
Trinity College Dublin, The University of Dublin
Lincoln Place Dublin 2
Ireland D02 F859