

# Articles

## Our articles

### **§1 - NAME AND REGISTERED OFFICE OF ASSOCIATION**

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1.1 The name of the association is "Tandsundhed Uden Grænser" (hereinafter named "TUG").

1.2 The association's international name is "Dental Health Without Borders"

1.3 The registered office of the association is the municipality of Copenhagen, Denmark.

1.4 The Association is formally founded the 20th of January 2003 under the name "Dental Students Without Borders", but that name was changed into the above-mentioned name simultaneously with the equivalent changes of the articles adopted at the annual general meeting in Copenhagen on 7 January 2004. Informally, the association was founded on 1 May 2002 in connection with the first projects in the summer of 2002. Informally, the association was founded on 1 May 2002 in connection with the first projects in the summer of 2002. TUG is a officially recognized nationwide, non-profit, non-governmental organization (NGO).

### **§2 - AIMS AND OBJECTIVES**

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2.1 The aims and objectives of the Association are to create sustainable dental health in low-income countries through prevention, health promotion and treatment.

- The activities are mainly targeted children and adolescents in populations that are considered to have the greatest need.
- Planning and dissemination is done locally in cooperation with and in respect for the local authorities and organizations.
- Build local skills and capacity for health promotion and the prevention and treatment of oral/dental disease.
- Sending out members to make an active effort within the prevention and treatment of oral diseases.
- Provide financial resources to realize TUG's activities.

### **§3 – MEMBERS**

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3.1 Any person can be admitted as a member if sympathetic to the purposes and activities of the Association.

3.2 Any person working within the oral health sector - or are students within the field – in one of the Nordic countries, that is Norway, Sweden, Finland, Iceland, or Denmark, can be sent out to do active field work.

3.3 Membership subscription and unsubscription takes place by contacting the secretariat in writing. On subscription, members' fees for a whole year are to be paid no matter when subscription actually takes place. Correspondingly no members' fees are paid back when a member unsubscribes/is being expelled.

3.4 If a member acts in opposition to the purpose and interests of the association, the member in question may be expelled from the association on the recommendation of the board if the annual general meeting is in favour by at least 2/3 of the votes given.

### **§4 – MEMBERS' FEES**

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4.1 Members' fees are set in Danish Kroner with effect as from the financial year in question which corresponds to the calendar year. Payment of members' fees by members in other Nordic countries must correspond to the amount set in Danish currency.

4.2 The Board may expel a member if members' fee hasn't been paid 6 months after membership fees collection.

## **§5 – MEMBERS' LIABILITIES**

5.1 Members are not liable for the possible debts and obligations of the association and are not entitled to claim the possible assets and possessions of the association.

5.2 The association can never be liable for more than its deposit.

5.3 In case of dissolution of the association (cf §12) the assets and possible possessions are to be used as far as possible in conformity with the objectives (cf §2) of the association, alternatively for non-profit humanitarian associations based in Denmark or another EU/EØS country - in accordance with the decision adopted by simple majority at the annual general meeting where the dissolution of the association was decided.

## **§6 – ANNUAL GENERAL MEETING**

6.1 The annual general meeting (AGM) is the superior authority in all matters. It is to be held every year before the end of the second quarter of the year, and it is to be convened in writing at no less than 3 weeks' notice.

6.2 Any legally convened AGM is able to make decisions, no matter the number of attendees.

6.3 Proposals to be dealt with at the AGM are to be sent to the President no later than 1 week before the AGM. The board's own proposals are sent out no later than 3 weeks before the AGM.

6.4 Participation in the voting procedures of the AGM may take place by written proxy, to be received no later than the day of the AGM.

6.5 AGM is open to all. Members who have paid their subscription has the right to vote and speaking at the AGM. Dentists, dental hygienists and dental assistants as well as students of the educational programmes in question can be elected as board members. Furthermore three members of the board may be elected among persons with another educational background.

## **§7 – AGENDA**

7.1 The agenda of the AGM has to contain at least the following items in the below mentioned order of sequence.

- Election of chairman and minute-taker
- The President's report
- The annual financial report
- Determination of Members' fees
- Incoming proposals from members and the board
- Election of The Board
- Election of at least two deputy board members
- Election of external auditor
- Election of critical auditor
- Any other business

7.2 The AGM makes its decision by simple majority in relation to:

- exclusion of a member
- changes of the articles
- dissolution of the

7.3 Voting must be in writing if demanded by a member

## **§8 – EXTRAORDINARY AGM**

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**8.1** An extraordinary AGM is to be held in the case that:

- a majority of the board decide this, or
- it is requested by at least 1/10 of the members

**8.2** The request has to be made in writing and documented to the board and has to contain an agenda and documented proposals for decision. Summons of the extraordinary AGM will be effected by the board in accordance with the rules of notice stated in §6 and has to take place at the latest one month after receipt of the members' request. The summons must contain the agenda and documented proposals for decision.

## **§9 – THE BOARD**

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**9.1** The Board consists of 7 members. After an AGM, the Board elects its own chairman, vice chairman and treasurer. Elections for the Board are for a period of two years, so that respectively four and three members are up for election every two years.

**9.2** 2-5 alternate members are elected to the Board. The order of alternate members is decided by election at the AGM.

**9.3** The elected alternate members are informed as ordinary board member and can participate in board meetings. Alternate members have no voting rights.

**9.4** Does an alternate member enter the Board, because an ordinary board member resigns, the alternate members continue as a board member until the time when the outgoing board member would be up for election at a AGM.

**9.5** The board sets its own order of business.

**9.6** The association is signed by the chairman and a member of the Board, which may grant powers of procurator to individual board members and employees of TUGs Secretariat.

**9.7** The secretariat handles the financial accounts and the work is monitored by the treasurer.

**9.8** The payment of expenses is made by the treasurer in corporation with Secretariat in accordance with the rules laid down by the board. Payments above 50.000 dkk. has to be approved by the chairman.

**9.9** a) Board meetings are held on the summoning by the president or by the request of at least 2 members of the board. b) an extraordinary board meeting can be summoned for board members only by the request of at least 2 members of the board.

**9.10** The board forms a quorum when 4 members are present and decisions are made by simple majority. Nobody can refrain from voting. In the case of parity of votes, the president's vote is decisive.

**9.11** Board decisions can also be made via e-mail without a determined board meeting. In order, for a decision made by email to be valid, 5 board members need vote for the resolution.

**9.12** At every meeting decision minutes are taken which are to be approved in accordance with the 4-day rule. Decisions made via e-mail is added to the minutes at the next coming board meeting.

**9.13** In accordance with the overall aims and objectives of the activities and operations of the association approved by the AGM (cf §2) it is the board which implements the practical negotiations and actions. In this connection the board aims as far as possible at creating uniformity in attitudes and ethics, dedication and quality in connection with the tasks to be performed and the efforts that members are expected to make.

**9.14** The board is responsible for designing and approving projects, for submitting grant applications for the projects, as well as for the administration of the funding received.

**9.15** It is the sole responsibility of the board to decide the appointment/selection/sending out of members to do field work. As a starting point all professional groups – graduates as well as students – should be reasonably represented in the project staff in relation to the number of members as well to the given aims and function of the project. The board is authorized to disrupt the external activities of a single member under the realm of the association.

**9.16** The board members are unpaid, but daily allowances, ordinary travel compensation, etc as well as financial support of trips abroad and possible payment of the coordinator can be made if there is funding for this and if it does not go against the conditions laid down by for example the sponsors of the association.

## **§ 10 – SECRETARIAT**

**10.1** The Associations' daily management is handled by a paid secretariat under supervision of the Board.

## **§11 – ACCOUNTS**

**11.1** The financial year of the association is the calendar year.

**11.2** Annual accounts must be completed and approved by the auditor in compliance with relevant law and presented in writing at the AGM.

**11.3** Profits according to the annual accounts have to be used by the board in accordance with the aims and objectives stated in §2 as early as possible. In special circumstances the board may however defer the amount for later use if deemed appropriate.

**11.4** A budget for the following year must be worked on at the last board meeting of the current year. The final budget is adopted when the annual accounts have been finalised. Budget control is made in writing for each quarter at the first Board meeting in the following quarter.

## **§12 – CHANGES OF THE ARTICLES AND DISSOLUTION OF THE ASSOCIATION**

**12.1** Proposals to change the articles have to appear from the agenda of an AGM, and the proposals have to be sent out together with the summons of the AGM.

**12.2** Changes of the articles can only be adopted if 2/3 of the votes given are in favour.

**12.3** Proposals for the dissolution of the association also have to appear from the agenda of an AGM, and a decision to this effect can only be made if at least 2/3 of the votes given are in favour.

**12.4** In case of dissolution of the association its funds are administered in accordance with §5, subsection 2.

The above is adopted at the AGM of TUG 13/4- 2018