

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the British Dental Association will be held at the Manchester Central Convention Complex on Thursday 26 April 2012 at 9.45am for transaction of the following business:

To consider and, if thought fit, to pass the resolutions set out below of which resolutions 1 to 4 will be proposed as ordinary resolutions and resolution 5 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

1. To receive and adopt the Company's financial statements for year ended 30 September 2011, including the directors' and auditors' reports, as included in the 24 March 2012 edition of the *British Dental Journal*.
2. To reappoint BDO Stoy Hayward LLP ("BDO") as the Company's auditors to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration.
3. That Dr Barry McGonigle be elected President for 2013 – 2014.
4. To decide the time and date of the next Annual General Meeting in 2013.

SPECIAL RESOLUTION

5. That the Memorandum and Articles of Association of the Company be amended as follows:
 1. That in Article 3 (B) (7), following the words '....as may be determined from time to time by the....' delete the words 'Representative Body' and insert the words 'Principal Executive Committee'.
 2. That in Article 12 (B), following the words '....shall be entitled to such privileges as....' delete the words 'are Members'.
 3. That in Article 14 (A), following the words 'thereof as the....' delete the words 'Representative Body' and insert the words 'Principal Executive Committee'.
 4. That in Article 17 (A), following the words '....be punishable as aforesaid the....' delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 5. That in Article 17 (B), following the word 'The' at the beginning of the second sentence, delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 6. That in Article 17 (C), following the word 'The' at the beginning of the paragraph, delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 7. That in Article 17 (D), following 'The' at the beginning of the paragraph, delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 8. That in Article 17 (E), following the words '....not less than two thirds of the....' delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 9. That in Article 17 (F), following the words '....but shall, if the....' delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 10. That in Article 18 (A), following the words '....shall, upon enquiry by the....', delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 11. That in Article 18 (B), following 'The' at the beginning of the paragraph, delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 12. That in Article 18 (B) (1), following the words 'The Principal Executive Committee or the....' delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 13. That in Article 18 (C), following 'The' at the beginning of the last sentence, delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
 14. That in Article 18 (D), following the words '....guilty of serious professional misconduct, the....' delete the words 'Ethics,

Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.

15. That in Article 18 (E), following the words 'At the meeting of the...,' delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
16. That in Article 18 (F), following 'The' at the beginning of the paragraph, delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
17. That in Article 18 (G), following the words '...shall accept as conclusive the finding of the...,' delete the words 'Ethics, Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
18. That in Article 34 (E), delete the last bullet point 'to recommend changes to By Laws to the UK Council'.
19. Delete all wording in Articles 35–38 and insert Articles 35–43 under the heading 'Election of members of the Principal Executive Committee' and prior to the heading 'Principal Executive Committee – Disclosure of Interest' as follows:
 - 35 (A) The Principal Executive Committee shall consist of fifteen members elected by members of the Association as follows: one member elected from each of the English regions described in Article 36 (A), one member from Scotland, one member from Wales, one member from Northern Ireland and three members elected on a UK-wide ballot.
 - (B) The Returning Officer for the elections to the Principal Executive Committee shall be the Chief Executive of the Association or a person appointed by him.
 - (C) Any issues of interpretation that arise from these Articles in regard to the election process for the Principal Executive Committee shall be determined by the Returning Officer.
 - 36 (A) England shall be divided into the following regions for the purposes of elections to the Principal Executive Committee, returning one member from each region:
 - Eastern
 - East Midlands
 - Greater London
 - Northern
 - North West
 - South East
 - South West
 - West Midlands
 - Yorkshire and Humberside
 - (B) The precise boundaries of each country and English region shall be determined by the Returning Officer with reference to prevailing postcodes.
 37. (A) Members are entitled to vote in the country or English region as defined by their primary postal address and in the election for the three UK wide positions and they should be required to complete voting papers based on a preferential voting system for these purposes (subject to Article 39).
 - (B) Candidates for election may stand in their primary postal address country or English region, or in the UK wide election, or both.
 - (C) Candidates for election to the Principal Executive Committee must have been an ordinary member of the Association, or else a special member entitled to ordinary membership, continuously for a period of not less than 12 months at the date the Returning Officer invites nomination of candidates.
 - (D) Temporary, student, affiliate members, and members located outside the United Kingdom, are not entitled to vote or stand for election. No special member is entitled to vote or stand for election unless he is for the time being entitled to ordinary membership of the Association.
 - (E) Members of the executive of any standing committee as defined in Article 50, or any other standing committee established by the Principal Executive Committee, must resign their office if elected to the Principal Executive Committee.
 - (F) Any elected or appointed member of a country council and United Kingdom Council must resign as a member of the country council and United Kingdom council if elected to the Principal Executive Committee, though they will be re appointed as an ex officio and non voting member of their local country council by virtue of their membership of the Principal Executive Committee.
 38. Voting papers shall be delivered or sent to each elector by the Returning Officer. The voting papers shall contain the names of those candidates standing in the elector's country or English region, and the names of those candidates standing in the UK-wide election all of whom have been nominated (each by three members entitled to vote in the elections for the Principal Executive Committee) on or before an appointed day of which not less than 28 days' notice has been given in the *British Dental Journal*.
 39. (A) The votes for country and regional seats will be counted first, and these places on the Principal Executive Committee allocated, before proceeding to the count for the UK wide places.
 - (B) Provided that if the number of candidates for election in any country or English region or in the UK wide election is of equal to or less than the number of persons to be elected, the use of voting papers shall not be required and such candidate or candidates shall be deemed to have been elected unopposed by the Returning Officer.

- (C) In the event that the number of candidates for election to the UK wide seats on the Principal Executive Committee is equal to or less than the number of persons to be elected, and the candidates include a candidate or candidates who are also standing in a country or regional seat that is contested, Article 39 (A) shall take precedence and the count for the country or regional seat shall proceed first in order to determine whether the said candidates fill a country or regional seat or a UK seat. If the said candidates are elected to the country or regional seats, then their names shall be withdrawn as candidates in the UK wide ballot.
40. Elections to the Principal Executive Committee shall be conducted each year (except for the period described in Article 41), to accommodate non concurrent three year terms of office amongst its members. Elections shall be completed no earlier than the beginning of October and no later than the end of December in each year. Each member of the Principal Executive Committee shall be elected for a three year term, except for those members described in Article 41.
41. (A) Elections to the Principal Executive Committee in 2012 shall be completed no later than the end of June.
(B) The Returning Officer shall allocate the following terms of office by lot as follows (provided at least one of each of the following group has been elected in the UK wide ballot):
- 5 members to remain in office until December 2014
 - 5 members to remain in office until December 2015
 - 5 members to remain in office until December 2016
- (C) A 'lot' for these purposes is defined as an object, for example a slip of paper or a straw, drawn or thrown out from among a number in order to reach a decision by chance.
- (D) The members of the Principal Executive Committee will elect a chair and then a deputy chair in accordance with the provisions of Articles 45 and 46.
42. The cycle of elections following the period defined in Article 41 (A) shall be as follows:
- 5 members stand down in December 2014, following elections for a further three year term for these appointments. These places are then subject to an election process every three years thereafter (for the avoidance of doubt any member standing down may stand for re-election)
 - 5 members stand down in December 2015, following elections conducted for a further three year term for these appointments. These places are then subject to an election process every three years thereafter (for the avoidance of doubt any member standing down may stand for re-election)
 - 5 members stand down in December 2016, following elections conducted for a further three year term for these appointments. These places are then subject to an election process every three years thereafter (for the avoidance of doubt any member standing down may stand for re-election).
43. If any member of the Principal Executive Committee shall die, retire, move their primary postal address from the country or region in which they were elected or otherwise cease to be a member of the Principal Executive Committee before the expiration of their term of office, or if a vacancy remains following an election, then the Returning Officer shall organise an election for a replacement, or an election to fill the vacancy, unless the remainder of the said term of office on the date the replacement could reasonably assume office is six months or less from its expiration.

Renumber Article 39 as Article 44 and renumber succeeding Articles, including correction of references to numbers of Articles in relevant paragraphs.

20. That in Article 44 (F) (as renumbered), following the words '....after each....' delete the word 'triennial'.
21. That in Article 44 (G) (as renumbered), following the words '....he may take the matter to the....' delete the words 'Education and Standards' and insert the words 'Education, Ethics and the Dental Team', and following the words '....may also take a case to the....', delete the words 'Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
22. That in Article 44 (H) (as renumbered), following the words '....who may deal with the case or seek the advice of the....' and following the words '....he may go direct to the....' delete the words 'Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
23. That in Article 44 (I) (as renumbered), following the words '....with the advice given by the....' delete the words 'Education and Standards' and insert the words 'Education, Ethics and the Dental Team'.
24. That in Article 50 (as renumbered), following the words 'In accordance with the provisions of this Article the....' delete the words 'Representative Body' and insert the words 'Principal Executive Committee'.
25. That In Article 50 (as renumbered), following the words '12. Welsh General Dental Practice Committee' insert on the line below the words 'and shall as a minimum appoint the following working group: 1. Education, Ethics and the Dental Team'.
26. That in Article 51 (A) as renumbered, following the words, 'There shall be a....' insert the word 'sub-'.
27. That in Article 51 (B) (1) as renumbered, following the words 'A Chair....' delete the words commencing 'appointed....' and ending '....Deputy Chair of the Principal Executive Committee' and insert the words '....and four ordinary members elected by the Principal Executive Committee, and who shall be members of the Principal Executive Committee'.
28. That in Article 51 (B) (2) as renumbered, following the word 'the' delete the words commencing 'incumbent....' and ending '....shall be appointed in accordance with Article 50 (B) (1)' and insert the words 'Chair of the Principal Executive

Committee, and members of the Finance Committee shall be ineligible to stand for election to the Audit Committee’.

29. That in Article 51 delete sub section (3).
30. That in Article 51 renumber sub section (4) as sub section (3).
31. That in Article 51 delete sub section (5).
32. That in Article 51 renumber sub section (6) as sub section (4), and following the words ‘...shall be’ delete the word ‘appointed’ and insert the word ‘elected’.
33. That in Article 51 add sub section (E) as follows: ‘The quorum shall be three members, one of whom shall be the Chair’, and re-label succeeding paragraphs as required.
34. That in Article 52 as renumbered add the following words at the end of the paragraph ‘The Audit Committee as constituted in February 2012 shall assume the responsibilities of the Scrutiny Committee when the Principal Executive Committee is elected in 2012, and until such time as the By Laws prescribe’.
35. That in Article 53 (A) as renumbered, following the words ‘...scrutiny of financial matters’ delete the words ‘appoint a Standing’ and insert the words ‘elect a sub-’, and following the words ‘Such Committee shall be...’ delete the word ‘appointed’ and insert the word ‘elected’.
36. That in Article 53 (A) as renumbered insert a second bullet point ‘the Deputy Chair of the Principal Executive Committee’.
37. That in Article 53 (A) as renumbered, delete the word ‘four’ from the third bullet point and insert the word ‘three’.
38. That in Article 53 (B) as renumbered delete the words ‘The Finance Committee shall elect a Chair from amongst its number who shall not be the Chair of the Principal Executive Committee’ and insert the words ‘The Deputy Chair of the Principal Executive Committee shall chair the Finance Committee’.
39. That in Article 55 (B) as renumbered following the words ‘...mentioned in sub-paragraphs...’ Remove the figure ‘50’ and insert the figure ‘55’.
40. That in Article 56 (B) as renumbered, following the words ‘...constituted by members elected from the branches in each country;’ and insert the words ‘(or, in the case of Wales, sections),’.
41. That in Article 56 (B) as renumbered, following the words ‘...provided for in Articles...’ delete the figures ‘52, 53, 54 and 55’ and insert the figures ‘57, 58, 59 and 60’.
42. That in Article 56 (C) as renumbered, following the words ‘...in accordance with Articles...’ delete the figures ‘51, 52, 53 and 54’ and insert the figures ‘57, 58, 59 and 60’.
43. That in Article 56 (D) as renumbered, following the words ‘...as provided for in Article...’ delete the figure ‘54’ and insert the figure ‘56’.
44. That in Article 57 (A) as renumbered, delete the sentence beginning ‘Total membership...’ and ending ‘...30 members’ and insert the following new sentence: ‘The English Council should not be comprised of more than 30 voting members elected from the branches’.
45. That in Article 57 (B) as renumbered, following the words ‘...elected from...’ delete the word ‘constituencies’ and insert the word ‘regions’.
46. That in Article 58 (B) as renumbered, following the words ‘...elected from...’ delete the words ‘the constituency of’.
47. That in Article 59 (A) as renumbered, following the words ‘...shall as a minimum consist of the following voting members...’ delete the words ‘4 members elected by members in the Welsh branches’ and insert the words ‘one member elected by each section in Wales’.
48. That in Article 59 (B) as renumbered, following the words ‘...elected from...’ delete the words ‘the constituency of’.
49. That in Article 60 (B) as renumbered, following the words ‘...elected from...’ delete the words ‘the constituency of’.
50. That in Article 61 (A) as renumbered, following the words ‘...in accordance with the provisions in Articles...’ delete the figures and letters ‘52 (A), 53 (A) 54 (A)’ and insert the figures and letters ‘57 (A), 58 (A), 59 (A) and 60 (A)’ and following the words ‘...The method of election to the country councils shall be...’ delete the words ‘considered by the Representative Body as part of its responsibility to devise an Initial Electoral Structure in accordance with Article 36’ and insert ‘a preferential voting system’.
51. That in Article 61 as renumbered, insert a new sub paragraph (B) as follows: ‘Candidates for election to the country councils may stand in the branch in which they have their primary postal address or, in the case of Wales, the section in which they have their primary postal address’. Re-label subsequent paragraphs.
52. That in Article 61 (D) as re-labelled following the words ‘...as defined in Article...’ delete the figure and letter ‘56 (D)’ and insert the figure ‘61 (E)’.
53. delete the text in 61 (E) as re-labelled and insert the words ‘Temporary, student, affiliate members, and members located outside the United Kingdom, are not entitled to vote or stand for election to the country councils. No special member is entitled to vote or stand unless he is for the time being entitled to ordinary membership of the Association.’.
54. That in Article 62 (B) as renumbered, delete the words ‘16 members elected from the English Council, from amongst the members elected from the branches in England’ and insert the words ‘one member elected from each of the branches in England’.
55. That In Article 62 (C) as renumbered, following the words ‘...subject to...’ delete the words ‘a total membership of’ and

following the words 'the United Kingdom Council' delete the words '35 members' and insert the words 'comprising a maximum of 35 voting members elected from the branches'.

56. That in Article 62 (H) as renumbered, following the words '...subject to the support of a....' delete the words 'two thirds majority' and insert the words 'simple majority', and following the words '...of its members....' insert the words 'elected from the branches'.
57. That in Articles 64 (A) as renumbered, delete the following words from the beginning of the paragraph 'The United Kingdom Council may, whenever they think fit, convene an Extraordinary General Meeting, and....' and insert the word 'An....' as the first word of the paragraph.
58. That in Article 75 (A) as renumbered, following the words '....and until the conclusion of such meeting of the....' insert the words 'Principal Executive Committee'.
59. That in Article 75 (E) as renumbered, following the words '....determines on a Referendum, the....' delete the words 'Representative Body' and insert the words 'Principal Executive Committee'.
60. That in Article 75 (G) as renumbered, following the words '....as defined in Article....' delete the figure '66' and insert the figure '67'

By order of the Representative Body:

24 March 2012

Registered office:

64 Wimpole Street, London W1G 8YS