

BDA UPDATE

British Dental Association (the 'Company')
(Registered in England and Wales with company number 14161)
Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the British Dental Association will be held remotely at 19:30 on Tuesday 17 November for transaction of the following business:

1. To receive and consider the audited accounts for the financial year ended 30 September 2019 including the Directors' and auditors' reports, as included in the 13 March 2020 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. To elect Professor Elizabeth Kay as President of the Association for 2021 – 2022
4. To consider and, if thought fit, approve (on recommendation of the Principal Executive Committee) the following, as special resolutions of the members of the Company:
 - a. the changes to the Company's Articles of Association set out in Appendix A; and
 - b. that the Company may send or supply documents or information to members by making them available on a website or other electronic means.
5. To confirm the date and venue for the Annual General Meeting in 2021 as determined by the Principal Executive Committee

Members are encouraged to attend and must register beforehand.

Registration details are available on the BDA website www.bda.org/agm

DATED October 2020

BY ORDER OF THE PRINCIPAL EXECUTIVE COMMITTEE

Registered office: 64 Wimpole Street, London W1G 8YS

NOTE: A member entitled to attend, speak and vote at the Meeting is entitled to appoint a proxy who need not be a member to attend and exercise all or any of his rights at the meeting.

Appendix A

Article 9

Remove the whole of Article 9 (C) and Article 9 (E) and insert a new Article 9 (C) as follows:

Fellowship

1. Any ordinary member of the Association who has been for 20 years continuously an ordinary member of the Association (including Life Members) and has given exceptional and distinguished service by:
 - a. a sustained personal commitment to the dental profession and to upholding the values of the Association and has
 - b. gained the high regard and respect of fellow members of the Association
 shall be eligible for election by the Principal Executive Committee, upon the recommendation of the Honours and Awards Committee, as a Fellow of the Association.
2. A Fellow of the Association shall have none of the liabilities of Members as regards subscription but shall have all the rights and privileges of ordinary membership of the Association and shall be eligible to be elected or appointed to any office in the Association
3. A Roll of Fellows shall be maintained
4. Upon admission to the Roll, a Fellow shall be presented to the Members of the Association in General Meeting or other occasion determined by the Principal Executive Committee, and shall receive the Fellowship,

a scroll signed by the Officers of the Association and a Fellowship Medal which he shall be entitled to wear at all General Meetings of the Association and at any Branch meeting which he attends

5. All recipients of the previous Association honour of Distinguished Member are eligible for admission to the Roll of Fellows in place of their existing honour and to receive a Fellowship Medal.

Article 10

Following the words '*...on application in writing to the Chief Executive and...*' remove the words '*...on producing a recommendation from such an approved Association (but subject always to discretion of the Principal Executive Committee)*' insert the words '*...at the discretion of the Principal Executive Committee...*' and following the words '*...the period of his temporary residence...*' place a full stop and remove the words '*...not to exceed six months, but such period may be extended by the Principal Executive Committee on written application*'

Article 12 (A)

Following the word '*Any...*' at the beginning of the paragraph and before the word '*undergraduate*' insert the word '*dental*'

Article 12 (D)

Following the words '*A Student Member shall cease to be a Student Member of...*' remove the word '*Membership*' and insert the word '*the*'

Following the word '*upon*' remove the words '*...admission to the Dentists Register...*' and insert the word '*graduation*' and a full stop and remove the words '*...when conditional on prior payment of the due subscription as a Student Member he shall (subject to By – Law 3 (B)) forthwith be deemed to have been elected a Member of the Association in accordance with By -Law 3(A)*'.

Article 20

Following the words '*...and shall be eligible to be elected or appointed to office only in relation to his branch of choice.*' remove the full stop and add the following words in brackets '*(though note Article 63 (B) regarding elections to the Country Councils.)*'

Article 23

Following the words '*...and shall be under such obligations as shall be prescribed by*' remove the words '*or in accordance with the By- Laws*' and insert the words '*the Principal Executive Committee*'.

In the sentence beginning '*The By- Laws may provide for contributions, grants and subscriptions out of the general funds of the Association...*' remove the words '*By – Laws*' and insert the words '*Principal Executive Committee*'

Article 26 (B)

In the seventh bullet point, remove the words '*...Annual British Dental Association Conference and Exhibition*' and insert the words '*British Dental Conference and Dentistry Show*'

Article 33 (E)

Remove the words '*...in accordance with the By – Laws*' at the end of the first bullet point

Remove the penultimate bullet point beginning with the words '*to agree, upon the recommendation of the Honours and Awards Committee, the bestowing of...*'

Article 39

Remove the following words in brackets '*(except for the period described in Article 40)*'

At the end of Article 39 remove the words '*...except for those members described in Article 40*' and insert the words '*and shall be entitled to stand for re election at the end of their term*' ►►

Article 40 and Article 41

Remove Article 40 and Article 41, and renumber subsequent Articles in consequence

Article 42

Following the words 'If any member of the Principal Executive Committee shall die,...' remove the word 'retire' and insert the word 'resign'

Article 43

Insert a new sentence at the end of Article 43 (A) as follows: 'The quorum of the Interim Principal Executive Committee shall be such number representing at least two thirds of the members of the Interim Principal Executive Committee (and those not eligible to vote in relation to a particular matter shall not count towards such quorum)'

In Article 43 (F), following the words '...the Returning Officer shall allocate terms of office by lot for each member in order to achieve a rotation in which five members stand down each year' remove the full stop, insert a comma followed by the words 'and to accommodate three year terms of office for each member.'

Article 44

In Article 44 (G) following the words 'Should the Member not agree with the advice given, he may take the matter to...' remove the words 'the Ethics and Professional Conduct Committee' and insert the words 'the Audit Committee'

In Article 44 (H) following the words '...and a personal approach to the Member concerned has not resolved the matter, he should draw it to the attention of ...' remove the words 'the Chair of the Principal Executive Committee and the Chief Executive who may deal with the case or seek the advice of...' and insert the words '...the Principal Executive Committee and the Audit Committee, or the member may refer the matter directly to the Audit Committee.' and remove the following words 'Should the complainant not be satisfied with the outcome, he may go direct to the Ethics and Professional Conduct Committee'

Articles 45 (C) and 46 (C)

Remove Articles 45 (C) and 46 (C)

Article 47

Remove Article 47

Article 50 (6)

Remove the words 'Salaried Dentists Committee' and insert the words 'England Community Dental Services Committee'

Article 51

In Article 51 (G) (2) following the words 'internal control systems', remove the word 'and' insert a comma, and following the words 'external audit' insert the words 'and conflicts of interest.'

Remove Article 51 (I) and insert the words 'which shall include a report on the discharge of its remit at least once a year' following the words 'imposed upon it by the Principal Executive Committee' at the end of Article 51 (H)

Article 52

Remove the last sentence of Article 52 beginning with the words 'The Audit Committee as constituted in February 2012 shall assume...'

Article 58 (C)

In Article 58 (C), remove the following words at the beginning of the paragraph 'The formation of the councils in accordance with Articles 59, 60, 61 and 62 shall be completed in 2012 no later than the end of August. The members of the councils shall remain in office until the end of February 2015, following elections and nominations for a reconstituted council.' and then remove the word 'Thereafter...' at the beginning of the next sentence, with the next sentence, and paragraph, now beginning with the words 'Each council shall serve a three year term...'

Article 59

In Article 59 (A) following the words 'The English...' at the beginning of the first sentence insert the word 'Country', and at the beginning of the second sentence following the words 'The English...' insert the word 'Country'

In Article 59 (B) following the words '...and non voting members of the English...' insert the word 'Country'

Article 60

In Article 60 (A) following the words 'The Scottish...' at the beginning of the first sentence insert the word 'Country'

In Article 60 (B) following the words '...and non voting member of the Scottish...' insert the word 'Country'

Article 61

In Article 61 (A) following the words 'The Welsh...' at the beginning of the first sentence insert the word 'Country'

In Article 61 (B) following the words '...and non voting member of the Welsh...' insert the word 'Country'

Article 62

In Article 62 (A) following the words 'The Northern Ireland ...' at the beginning of the first sentence insert the word 'Country'

In Article 62 (B) following the words '...and non voting member of the Northern Ireland ...' insert the word 'Country'

Article 64

In Article 64 (B) second bullet point insert the word 'Country' after the words '3 members elected from the Scottish...'

In Article 64 (B) third bullet point insert the word 'Country' after the words '2 members elected from the Welsh...'

In Article 64 (B) fourth bullet point insert the word 'Country' after the words '2 members elected from the Northern Ireland ...'

In Article 64 (C) delete the word 'UK' and insert the words 'United Kingdom'

In Article 64 (E) delete the word 'UK' (which appears twice) and insert the words 'United Kingdom'

Article 66

In Article 66 (B) (2), following the words 'If the...' at the beginning of the sentence, remove the words 'United Kingdom Council' and insert the words 'Principal Executive Committee'

Article 68

Following the word 'The...' at the beginning of the sentence, remove the words 'President of the Association' and insert 'Chair of the Principal Executive Committee' and following the words 'or (failing him)...' remove the words 'a Vice President' and insert the words 'the Deputy Chair of the Principal Executive Committee'

Article 74

In Article 74 (A) (1) following the word 'Affiliate' remove the word 'or' and insert a comma, and following the words 'Student Member' insert the words 'or members located outside the United Kingdom'

Article 79 (A)

Remove the words 'shall be deemed to be part of these Articles' and insert the words 'are those current at the date thereof'

Article 82

Insert the words 'electronically (in accordance with section 1168 of the Companies Act 2006)' after the word 'personally' in the first sentence and add the words '(or through a combination of such methods)' after the word 'aforesaid' at the end of the first sentence.

Note. Where the removal of Articles or sub provisions are proposed it is assumed that renumbering or new references will be inserted consistent with the previous ordering.