

British Dental Association Extraordinary General Meeting

Ian Morley,
Human Resources and Operations

Tel: 020 535 5841
Email: i.morley@bda.org

An Extraordinary General Meeting of the British Dental Association will be held at 9am on Saturday 5 February 2011 at the British Dental Association's Headquarters, 64 Wimpole Street, London W1G 8AL. Notice of the meeting and the business to be transacted was given by order of the Representative Body in the *British Dental Journal* edition of 18 December 2010.

WELCOME

Welcome and introduction from the Chair of the Representative Body, Stuart Johnston

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

To consider and, if thought fit, approve (on recommendation of the Representative Body), the insertion of the requirement for a Senior Staff Terms and Conditions Committee as set out in Appendix A.

APPENDIX A

Pursuant to Sections 21 (1), 283 (1) and 283 (4) to (6) of the Companies Act 2006 and Article 79 of the Articles of Association of the British Dental Association, notice is hereby given that a special resolution will be proposed at the Extraordinary General Meeting at 9am on Saturday 5 February 2011, to consider (on recommendation of the Representative Body) and if thought fit, pass the following changes to the Memorandum and Articles of Association:

1. That in Article 32, delete all words between 'The Chief Executive..' and '....shall be removable by the Representative Body' and insert the following:
 - (A) There shall be a Senior Staff Terms and Conditions Committee
 - (B) The Senior Staff Terms and Conditions Committee shall consist of:
 - (1) the Chair of the Representative Body
 - (2) the Chair of the Executive Board
 - (3) the Chair of Finance Committee
 - (4) 2 members appointed by the Chair of the Representative Body in consultation with the Chair of the Executive Board, who must be directly elected members of the Representative Body, including one who must be a member of the Executive Board
 - (C) The remit of the Senior Staff Terms and Conditions Committee shall be:
 - (1) To determine, and review from time to time, the terms and conditions of the Chief Executive, Finance Director, and all senior staff appointed at the Director grade, and to consider recommendations on remuneration from the Finance Committee for all these staff;
 - (2) To manage the recruitment process for the Chief Executive and Finance Director, and to recommend to the Representative Body suitable individuals for appointment;
 - (3) To be responsible for disciplinary procedures in regard to the Chief Executive or Finance Director;
 - (4) To recommend the removal of the Chief Executive or Finance Director to the Representative Body
2. That in Article 33, delete all words between 'The Finance Director..' and '...shall be removable by the Representative Body' and insert the following:

The Chief Executive of the Association shall be appointed by the Representative Body, and shall be the most senior member of staff with the responsibility of ensuring the implementation of the strategic and operational objectives set

AGENDA

by the Representative Body. The Chief Executive shall also have responsibility for the financial integrity, operational efficiency and legal compliance of the Association. In discharging these duties the Chief Executive shall be regarded as the most senior adviser to the Executive Board and Representative Body. The Chief Executive shall be removable by the Representative Body subject to the terms of any agreement between the Chief Executive and the Association

3. That in Article 34, delete all words between 'The Representative Body...' and '...to be offered for the relevant appointment' and insert the following:

The Finance Director shall be appointed by the Representative Body and shall be responsible for financial planning and reporting financial performance to the Executive Board and Representative Body; providing all necessary advice and support to the Executive Board and Representative Body in regard to financial planning and performance; managing the financial risks of the organisation; and ensuring the effectiveness of financial control systems. The Finance Director shall be removable by the Representative Body subject to the terms of any agreement between the Finance Director and the Association.