

British Dental Association Extraordinary General Meeting

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An Extraordinary General Meeting of the British Dental Association will be held at 9am on Saturday 9 October 2010 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 11 September 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), changes in the provisions for the John Tomes Medal and Roll of Distinction, Standing Committees of the Representative Body, and Audit 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 9 October 2010, 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 9, insert the following as Article 9 (G) (3) 'A recipient of the Medal who is a dentist shall have all the rights and privileges of membership, but shall not be liable to pay any subscriptions to the Association or to any Branch thereof. This benefit, restricted to dentists, shall apply from 9th October 2010 for all holders of the medal'
2. That in Article 9 (G) (H), insert the following sentence at the end of the paragraph 'Any dentist so honoured shall have all the rights and privileges of membership, but shall not be liable to pay any subscriptions to the Association or Branch thereof. This benefit shall apply from 9th October 2010 for all dentists who are entered on the Roll of Distinction'
3. That in Article 50 (A), insert the following at the end of the list of Standing Committees of the Representative Body: '(15) Northern Ireland Salaried Dentists Committee'
4. That in Article 52, delete all words between the headings 'Audit Committee' and 'The Executive Board – Membership' and insert the following:
 52.
 - (A) There shall be a committee of the Representative Body called the Audit Committee.
 - (B) The Audit Committee shall consist of:
 - (1) A Chair, appointed by the Representative Body on the recommendation of the Chair of Representative Body, who shall have audit and/or financial expertise but who shall not be a member of the Executive Board and who need not be a member of the Representative Body or of the Association
 - (2) One member appointed by the Executive Board from its membership
 - (3) One member elected by the Representative Body from its membership
 - (4) Two members, appointed by the Representative Body on recommendation of the Chair of the Representative Body,

in consultation with the Chair of the Audit Committee, who shall not be members of the Executive Board or its Finance Committee and who need not be members of the Representative Body but who shall be members of the Association.

(C) The Audit Committee shall elect a Vice-Chair from its number.

(D) The Audit Committee shall not have the power to co-opt additional or replacement members.

(E) The quorum shall be three members, one of whom will be the Chair or Vice-Chair.

(F)

- (1) The Chair and members of the Audit Committee shall hold office for a term determined by the Representative Body not exceeding *three* years, provided that the Representative Body may on the expiry of such term determine that they may serve for further terms up to a maximum of *three terms*.
- (2) The Chair and the member elected by the Representative Body shall be appointed at the second meeting in the second year of the three-year term of office ('the triennium') of the Representative Body.
- (3) The two members appointed by the Representative Body in accordance with Article 52(B)(4) shall be appointed at the first meeting in each triennium.
- (4) The member appointed by the Executive Board shall be appointed at the first meeting of the Executive Board in each triennium.
- (5) Any vacancies arising mid-term shall be filled only for the remainder of the term of the vacant office in question.

(G) The Committee may invite such other observers, consultants or assessors as it considers appropriate to its business from time to time. Such persons shall have the right to speak at meetings of the Audit Committee but not to vote.

(H) The remit of the Audit Committee shall be:

- 1) On behalf of the Representative Body and the Executive Board, to carry governance responsibility for matters relating to the auditing of the financial statements, procedures and transactions as set out in the appropriate Statement of Auditing Standards and any other areas of the Association's financial affairs.
- 2) To oversee the discharge of the Association's responsibilities, and those of its Executive Board and of the Association's committees, relating to financial statements, governance, risk management, internal control systems and external audit.
- 3) To consider with the Association's external auditors the nature and scope of the audit, to ensure the independence, objectivity and effectiveness of the audit process, to consider the fee of and any questions of rotation, resignation or dismissal of the external auditors and to make recommendations to the Executive Board, the Representative Body and the Annual General Meeting as appropriate.
- 4) To review the external auditor's post-audit letter and the management response.
- 5) To review the annual financial statements and accompanying reports.
- 6) To keep under review the effectiveness of the Association's governance, risk management and internal control systems.
- 7) To review reports of internal processes and systems.
- 8) To consider such other matters as the Audit Committee, the Representative Body or Executive Board may from time to time consider appropriate.

(I) The Audit Committee shall report to the Representative Body in accordance with any regulations that may from time to time be imposed upon it by the Representative Body

(J) The Audit Committee shall publish each year a report on the discharge of its remit which shall be laid before the Annual General Meeting.