

# British Dental Association

(the "Company")

(Registered in England and Wales with company number 14161)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 12.30 pm on Friday 21 February 2014 at 64 Wimpole Street, London, W1G 8YS to consider, and, if thought fit, to pass the following resolution, which will be proposed as a special resolution:

### SPECIAL RESOLUTION

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THAT the Articles of Association be amended as follows.

- Articles 45(A) and 46(A) shall each be amended by replacing the words 'for a term of office of three years duration' with the words 'for such period and on such terms as the Principal Executive Committee shall think fit subject always to a maximum term of office of three years duration'.
- That the words ', and subject to Article 45(D)' be inserted at the end of Article 45(A).
- That the reference to 40(B) at the end of Article 45(C) be amended to '45(A)'.
- That the following be inserted as new articles 45(D) and (E):
  - 'To the extent a member of the Principal Executive Committee is elected to a specific office of the Principal Executive Committee (including, without limitation, the Chair, Deputy Chair, Chair of the Education, Ethics and the Dental Team Working Group) any member of the Principal Executive Committee may propose the termination of any such appointment to such specific office and, subject to such proposal being seconded by another member of the Principal Executive Committee, such office shall be vacated immediately if such a motion is carried with the support of two thirds of the Principal Executive Committee present at a quorate meeting and thereupon the Principal Executive Committee shall require the Chief Executive to administer such procedures to elect a replacement as the Principal Executive Committee shall approve;
  - For the purposes of subsequent election, any term of specific office which is terminated before the end of its anticipated term in accordance with Article 45(D) shall be deemed to have been a full term of office.'
- That the words 'the first meeting of the Principal Committee' in each of Article 45(C) and Article 46(C) be replaced by the words 'the first meeting of the Principal Executive Committee'.
- That the words ', and subject to Articles 45(D) and (E)' be inserted at the end of Article 46(A).
- That '41 (B)' at the end of Article 46(C) be replaced by '46(A)'.
- That the following be inserted as Article 55(C): 'Any term of office designated in these Articles of Association or By Laws as being attached to a specific office of the Principal Executive Committee, or country council or the United Kingdom Council (including, without limitation, the offices of Chair and Deputy Chair) shall be automatically terminated if the office holder fails in a re-election process to the relevant body'.
- That the existing Article 55(C) be redesignated Article 55(D).

Dated: 25 January 2014

BY ORDER OF THE PRINCIPAL EXECUTIVE COMMITTEE

Registered Office:  
64 Wimpole Street  
London, W1G 8YS

NOTE: A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy who need not be a Member to attend and on a poll to vote instead of him.