

## British Dental Association Benevolent Fund

### RESOLUTIONS TO BE CONSIDERED AT AN ANNUAL GENERAL MEETING



On Thursday 13 June 2019 at 3.30pm  
At 64 Wimpole Street, London, W1G 8YS

The following resolutions shall be put to the Members:

#### **Resolution 1: Objects**

The Members resolve that clause 2 be deleted and replaced with the words:

*The object of the charity is to give financial or other help when practicable to such necessitous persons resident in the UK who in the opinion of the Board of Trustees may be deserving of assistance and:*

- a. *whose names are or have been on the Dentists Register of the United Kingdom, or*
- b. *are dependants of such dentists, or*
- c. *are students at UK dental schools*

#### **Resolution 2: Membership**

The Members resolve that clause 3 be deleted and replaced with the words:

#### **3. *Members of the Charity***

*“Following the adoption of these Rules, the Members of the Charity shall be:*

- a. *Members of the British Dental Association*
- b. *The Trustees; and*
- c. *Partnership Members i.e. others admitted subsequently to membership of the Charity by the Board of Trustees, in accordance with the Membership Policy.*

*The Board of Trustees may refuse an application for Membership if they believe it is in the best interests of the Charity to do so. It is the intention of the Charity for BDA members to be in the majority and therefore, Partnership or Trustee members (combined) will not exceed more than 100 at any one time.”*

#### **Resolution 3: Board Structure**

The Members resolve that clause 4 be deleted and replaced with the words:

#### **4. *Board of Trustees***

##### **4.1 *The Composition of the Board of Trustees***

*“The Board of Trustees will comprise of the following:*

- a. *Chairman, Vice- Chairman and Treasurer, collectively known as the Officers, and*
- b. *No more than seven additional Trustees*

- c. *Up to two additional Trustees co-opted by the Board at any meeting who may hold office until the next AGM*

*Trustees shall be elected by the Members (detailed in item 3) at a properly convened AGM. At any point in time the majority of Trustees will be members of the British Dental Association”*

#### **4.2 Term of Office**

*Officers shall serve in their Office for a maximum term of six years after which they may not serve in the same Office until they have had an interval of at least 12 months. Trustees who are not Officers shall serve for a term of three years. All Trustees shall be eligible for re-election.*

#### **4.3 Appointment of Trustees**

*The Board of Trustees shall receive and approve candidates from the Members to stand for election as Trustees. A list of nominees shall be circulated with the notice of the AGM.*

*Trustees shall be elected by the majority of Members voting by ballot at a properly convened AGM. Following election, the elected Trustees shall appoint the Officers of the Charity from amongst themselves.*

#### **4.4 Removal of Trustees**

*The Board of Trustees may vote by a simple majority at a properly convened meeting that it is in the best interests of the Charity to remove a Trustee.”*

That clause 5 be renumbered and the following words (previously in clause 4) be inserted;

#### **5. Patron and Honorary Vice Presidents**

*“The President of the British Dental Association shall be the Patron of the Charity. The Patron will not be a Trustee of the Charity.*

That the following words (previously in clause 5) also remain;

*“The Board of Trustees shall have the right to nominate Honorary Vice-Presidents for election at the AGM in recognition of exceptional support or past service to the Fund. They will not be considered to be a Trustee.”*

#### **Resolution 3: Administrative changes**

The Members resolve:

That clause 1 be deleted and replaced with the following words:

**1. Name**

*“The name of the Charity is the British Dental Association Benevolent Fund (“the Charity”).*

That all references to “the Fund” thereafter be deleted and replaced with the words “the Charity” for consistency and clarity.

That clause 6 be deleted and replaced with the following words:

**6. Meetings of the Board of Trustees**

*“The ordinary meetings of the Board of Trustees shall be held at such times, as the Trustees shall determine, but not less frequently than twice in any year. Notice of the date of such meetings shall be sent to the Trustees at least fourteen days before the meeting.*

*Any five Trustees may at any time require the Chairman to convene an Extraordinary Meeting of the Board, and such a meeting shall be convened by notice stating the object of the Meeting to be sent to each member of the Board with reasonable notice.*

*No business shall be transacted at an Extraordinary Meeting or any adjournment thereof other than that specified in the notice convening the same. Any recommendations of such an Extraordinary Meeting must be submitted to the next ordinary meeting of the Board of Trustees.”*

That clause 7 be deleted and replaced with the following words:

**7. Proceedings of the Board of Trustees**

**7.1 Composition and management of meetings**

*“At any meeting of the Board of Trustees in the absence of the Chairman and Vice-Chairman, the Trustees in attendance shall choose a Chairman of the meeting from among themselves. No decision shall be taken at a meeting of the Board of Trustees unless a quorum is present at the time when the decision is taken.*

**7.2 Board of Trustees – Quorum**

*A quorum shall be five Trustees. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote. A majority of the quorum may make grants and do all acts within the powers of the Board.*

*Questions arising at a meeting shall be decided by a majority of those eligible to vote. The Chairman of any meeting of the Board shall have a casting vote. A permanent record shall be kept of the proceedings of every meeting.*

### **7.3 Written Resolutions of the Board**

*A resolution in writing agreed by a simple majority of the Board of Trustees who would have been entitled to vote upon it had it been proposed at a meeting of the Board of Trustees shall be effective provided that:*

- a. A copy of the proposed resolution has been sent to all Trustees; and*
- b. A simple majority of the Trustees have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. A Trustee must indicate their agreement to the resolution by their signature.*

*Rule 7.3 shall not apply to decisions to amend these Rules, to wind up, dissolve or amalgamate the Charity.*

### **7.4 Participation in meetings by electronic means**

*A meeting may be held by suitable electronic means agreed by the Board of Trustees in which each participant may communicate with the other participants.*

*Any Trustee participating at a meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at a meeting.*

*Meetings held by electronic means must comply with rules for meetings including chairing and the taking of minutes.”*

That clause 9 and 10 be deleted and replaced with the following words:

### **9. Scheme of Delegation**

*“The Board of Trustees may delegate any of their powers or functions to a committee or committees and, if they do, they shall determine the terms and conditions on which the delegation is made. The Board of Trustees may at any time alter those terms and conditions or revoke the delegation.*

*A committee may consist of two or more persons but at least one member of each committee must be a Trustee. The acts and proceedings of any committee must be brought to the attention of the Board of Trustees as soon as is reasonably practicable.*

*The Board of Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.”*

That clause 11 (Investment of Funds) be renumbered clause 10 and the following clauses be renumbered accordingly.

That clause 11 (previously clause 12) be replaced with the following words:

**11. Banking**

*“All monies of the Charity remaining uninvested shall be kept in the name of the Charity at a Bank to be nominated by the Board of Trustees and all monies received on account of the Charity shall be promptly paid into such account. Banking shall be conducted in accordance with the relevant financial policies.”*

That at clause 16 be deleted, renumbered clause 15 and replaced with the following words:

**15 Annual General Meeting**

**15.1 Governing of General Meetings**

*“A General Meeting shall be held annually, at a time and place to be determined by the Board of Trustees. The President of the British Dental Association or the Chairman or Vice Chairman of the Board of Trustees shall preside at the Annual General Meeting and at all other meetings of Members of the Charity. In the absence of the afore-mentioned, the Members shall appoint a Chairman.*

**15.2 Quorum**

*No business may be transacted at any General Meeting unless a quorum is present when the meeting starts. A quorum shall be ten Members of the Charity.*

**15.3 Order of Business**

*The Board of Trustees shall present a Report at the Annual General Meeting. Such report shall cover the work of the Board for the year ending December 31 immediately preceding the meeting. The Report shall also contain the accounts for the same period.*

*The order of business at the Annual General Meeting shall include:*

- a. Minutes of the previous AGM and any other General Meeting held since the last AGM;*
- b. Reception of Annual Report of the Board of Trustees with Statement of Accounts;*
- c. Election of board of Trustees (in accordance with Rule 4);*
- d. Consideration of further business of which notice shall have been given;*
- e. Any other business which may be properly transacted;*
- f. Date of the next Annual General Meeting”*

That a new clause 15.4 be inserted with the following words:

**15.4 Participation in a General Meeting by electronic means**

*“A General Meeting may take place on a suitable electronic platform as agreed by the Board*

*of Trustees in which each participant may hear and communicate with the other participants.*

*Any Member participating at a General Meeting by suitable electronic means agreed by the Board of Trustees in which a participant or participants may hear and communicate with all the other participants shall qualify as being present at the General Meeting.*

*Meetings held by electronic means must comply with rules for meetings including chairing and the taking of minutes.”*

That clause 18 of the current Rules be deleted, renumbered to 16 and replaced with the following words:

#### **16. Extraordinary General Meeting**

*“An Extraordinary General Meeting may be called at the discretion of the Board of Trustees, or whenever the Board shall be required to do so in writing by twenty Members specifying the object for which such Members desire the Meeting to be called.*

*No business shall be transacted at such a Meeting or any adjournment thereof other than that specified in the requisition.*

*At least fourteen days' notice shall be given of any Extraordinary General Meeting, such notice to be in the same form as that for the Annual General Meeting. The quorum shall be ten Members of the Charity.”*

Clause 19 of the current Rules be deleted, be renumbered to 17 and replaced with the following words:

#### **17. Voting at General Meetings**

*“Decisions at a General Meeting shall be taken by a simple majority of votes cast at the meeting including proxy votes. Each Member has one vote. Resolutions put to the vote of a meeting shall be decided on a show of hands. In the case of elections of Trustees, votes shall be cast by ballot. “*

That a new clause 18 be inserted with the following words:

#### **18. Proxy Voting**

*Any Member may appoint another person as a proxy to exercise all or any of that Member's rights to attend, speak and vote at a General Meeting of the Charity. Proxies must be appointed by a notice in writing (“a proxy notice”) which:*

- a. States the name and address of the Member appointing the proxy;*
- b. Identifies the person appointed to be that Member's proxy and the General Meeting in relation to which the person is appointed;*
- c. Is signed by or on behalf of the Member appointing the proxy;*

- d. Is delivered to the Charity in accordance with any additional instructions contained in the notice of the General Meeting to which it relates.”*

That a new clause 19 be inserted with the following words:

**19. Written Resolutions of the Members**

*“A resolution in writing agreed by a simple majority of the Members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:*

- a. A copy of the proposed resolution has been sent to all Members; and*
- b. A simple majority of the Members have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. A Member must indicate their agreement to the resolution by their signature.*

*Eligibility to vote on a resolution is limited to Members who are Members on the circulation date. Rule 19 shall not apply to decisions to amend these Rules, to wind up, dissolve or amalgamate the Charity.”*

That clause 20 be replaced with the following words:

**20. Amendment of Rules**

*“These Rules may be amended at an Annual General Meeting consisting of not less than twenty Members present and voting by simple majority. Notice of the motion for alteration of the Rules shall be given by the Board of Trustees at least twenty-one days before the Annual General Meeting and shall state that an alteration of the Rules is proposed and the nature of the alteration. No alteration shall be made to the Rules, which would cause the Charity to cease to be a charity at law.”*