



Accompanying notice of meeting for the Annual General Meeting on 13 June 2019

Voting at the AGM in 2019 will be by show of hands. The Chairman will invite each member to vote in respect of each resolution. In accordance with the Rules for 2010, for a quorate at an AGM to amend the Rules, there need to be at least 20 members present. There must be a majority of not less than three-fourths of the members present and voting. There is no clear provision in this Rules for a casting vote and so the resolution will be passed by the majority, or not.

Adoption of new Rules (Agenda item 8)

The explanatory notes below describe the key changes to the Rules proposed for approval by resolution at the AGM on 13 June 2019. These explanatory notes do not purport to explain all material provisions of the Rules or of the proposed amendments to the Rules.

The information is presented in numerical order. References in these explanatory notes to a specific item in the Rules are to that item as amended and numbered in the proposed amended version of the Rules (2019).

Rule item	Explanation of change
1	Name The name of the charity will remain the same but reference in the Rules will be to 'the Charity' for consistency.
2	Objects The objects remain the same with the addition that applicants must be residing in the UK in order to qualify for support.
3	Membership There will be three groups of membership for the BDA Benevolent Fund. <ol style="list-style-type: none">1. All members of the British Dental Association2. Upon appointment, Trustees of the BDA Benevolent Fund automatically qualify as a member of the charity3. Key supporters who are not BDA members or Trustees, which may include Vice-Presidents, current or previous recipients of financial assistance from the charity (i.e. beneficiaries) and donors <p>There will be no charge to be a member of the BDA Benevolent Fund. 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.</p>
4.1	Board Structure The 'Honorary Secretary' position has been removed, as it felt it was no longer required due to work undertaken by staff.

	<p>The pre-determined composition of the Board has been removed as some of the roles i.e. the Dental Practitioner’s Association and the Representative body of the BDA no longer exist. Some branch representative positions have been vacant for a time, as they have been unsuccessfully recruited to and if all the roles were filled the Board would be too big and difficult to manage. Having a fixed model does not allow for transparent recruitment and selection or a diversity of skills on the Board against charity governance guidance. A maximum number of Trustees has been determined. The size of the Board of Trustees has been overall reduced because the structure was not in accordance with Charity Commission guidance.</p>
4.2	<p>Term of Office A term of office for Trustees has been created.</p>
4.3	<p>Appointment of Trustees Trustee recruitment has been changed to be nominated and elected by Members at an AGM to be more democratic and transparent. Appointment of the Officer roles will be by the Trustees ongoing with the exception of in 2019 which will be done via the Members at the 2019 AGM for transparency and due to transition arrangements.</p>
4.4	<p>Removal of Trustees New clause</p>
5	<p>Patron and Honorary Vice-Presidents Clause re: Patron has been moved from clause 4 to a new clause for clarity.</p>
6	<p>Meetings of the Board of Trustees The number of Trustees required to call an Extraordinary meeting of the Board of Trustees has been reduced to 5 (from 8) to reflect the smaller Board. Requirement of the Secretary to call the meeting has been changed to the Chairman. Notice to call an Extraordinary meeting has been amended from 14 days to ‘reasonable notice’. A clause regarding the purpose of Extraordinary meeting has been inserted for clarity.</p>
7.1	<p>Proceedings of the Board of Trustees – Composition and management of meetings Amendment from ‘members of the Board’ to nominate a Chairman at Board Meetings to ‘Trustees’ for clarity.</p>
7.2	<p>Board of Trustees - quorum The quorum number for meetings to has been amended to 5 (from 10) to reflect the reduced size of the Board of Trustees. A clause relating to voting at Board meetings has been inserted for clarity as the previous generic voting arrangements were ambiguous.</p>
7.3 & 7.4	<p>Written resolutions of the Board New clauses have been inserted allowing for written resolutions of the Board of Trustees and for attending and participating in meetings by electronic means to allow for alternative meetings and decision-making options for the future.</p>
9	<p>Scheme of delegation</p>

	Scheme of delegation is a new clause drafted to give the Board options to create committees and delegate powers as well amending this power and revoking it, should it be necessary.
11	Banking The arrangements for banking now reference relevant financial policies to encompass changes towards electronic banking. This previously referred to cheques.
15	Annual General Meeting Sub-numbering has been added in for clarity.
15.4	Participation in a General Meeting by electronic means A new clause for the option of participating in the AGM by electronic means has been inserted to allow for potential alternative meetings and decision-making.
16	Extraordinary General Meeting Renumbered to 16 (from 18)
17	Voting at General Meetings The clause relating to voting at AGM/ EGMs has been amended for clarity.
18	Proxy voting A clause relating to proxy voting has been inserted to allow for alternative voting options to be more democratic and more suitable for a national organisation.
19	Written resolutions of the Members A new clause for written resolution has been inserted allowing for written resolutions of the Members at an AGM/ EGM to allow for alternative decision-making options.
20	Amendment of the Rules The majority of members present has changed from three-fourths to a simple majority. Notice for the alteration for the amendment has been reduced from 60 days to 21 days in line with notice of AGMs generally.

Where there were previously references to ‘members of the Board’ this has been amended to ‘Trustees’ for consistency and comprehensibility.

References to the organisation i.e. BDA Benevolent Fund, the Fund, and British Dental Association Benevolent Fund have been replaced with ‘the Charity’ for consistency.

Where there is a gap in the numbering, this reflects no changes made to a clause in the previous version of the Rules. Therefore, it will be carried forward into the proposed new Rules 2019.