

**British Dental Association Benevolent Fund****136<sup>th</sup> ANNUAL GENERAL MEETING**

13 June 2019 at 3.30pm

Lecture Theatre, 64 Wimpole Street, London, W1G 8YS

**MINUTES**

**Present:** Ros Keeton (Chairman) (RK)                      Angela Ball (AB)                      William Creedon (WC)  
 Austin Banner (Vice Chairman) (AJB)                      Pradeep Vohra (PV)                      Stuart Robson (SR)  
 Allan Franklin (Secretary) (ARF)                      Julie Kirkby (JK)                      Monica Reinach (MR)  
 Chris Hayward (CH)

**In attendance:** Laura Hannon (General Manager) (LH)  
 Susan Dare (Administrator) (SD)  
 Roz McMullan (RM)  
 30 Members of the BDA whose names were recorded on the register

**1. Welcome from the Patron**

RK, Chairman of the BDA Benevolent Fund opened the meeting by introducing RM, President of the British Dental Association and Patron of the Charity. RM gave a warm welcome to everyone at the BDA Benevolent Fund's 136th AGM.

RM highlighted that under the current Rule provisions, the numbers required for the AGM to be quorate is 10. RM requested confirmation from LH that the meeting was quorate who confirmed that it was.

RM proposed an amendment to the agenda and requested to take items 5- Receipt of the Annual Report and Account and- 7 the Treasurer's Report in consecutive order, followed by the Chairman's Report which was agreed by the attendees.

**2. Apologies**

ARF read out apologies from 29 people, which were also detailed on the reverse of the Agenda for information. ABJ requested the late addition of Dr Alison Newlyn and pending this amendment, the apologies were taken as read.

**3. Minutes of the last AGM – held on 18 September 2018 (AGM2/2019)**

RM asked whether it could be taken that the Minutes from the last AGM (AGM2/2019) held on 18 September 2018, could be approved as read. They were signed with no amendments and proposed by Stuart Robson and seconded by Philip Henderson.

**4. Matters arising from the last AGM**

No matters arising were brought forward.

**5. Receipt of the Annual Report and Accounts for 2018 (AGM3/2019)**

The Annual Report and Accounts for 2018 were presented by ARF in the absence of the Treasurer. He confirmed that the accounts were audited and prepared by Kings Mill Partnership for the second year, following a tender in 2016/17. The audit was undertaken in accordance with Charity law, the latest accounting standards and the relevant financial requirements for charities SORP FRS102. They were scrutinised and verified and given a clean bill of health. On behalf of the Trustees, ARF passed on his thanks to Kings Mill Partnership for their ongoing assistance and support. The Charity are pleased to continue working with them throughout the 2019/20 financial years.

He went on to say that whilst the income level remains stable, the profile of income has changed over the last few years. Donations received via support in BDA branches and sections were down £13k in 2018 and from individuals down £5k compared with the previous year. However, donations from other dentistry organisations which includes contributions from the Local Dental Committees were up by £32k. The Trustees continue to be extremely grateful for those that remembered us in their will. The Charity received £7k in legacies in 2018.

There were requests from 42 new applicants in 2018. Throughout the year, the Charity also continued to support between 25 – 35 dentists and their families on a long term basis with regular grants. This was to assist them with daily living expenditure as well as extra costs they could not have otherwise met, such as state school uniforms and fuel. All grants were reviewed and were uplifted above inflation at the beginning of 2018 to ensure the real value was maintained. This uplift and the number of new requests was reflected in the increase in grant making which was £213,870 (up from £150,734 in 2017).

Legal and professional fees were up by £3.5k due to meeting and communicating with Solicitors, Anthony Collins. They helped with the governance requirements, particularly in relation to advice and guidance in drafting the resolutions and the proposed new Rules and the Data Sharing Agreement. The latter allowed the Charity to have arrangements in place with the BDA to access the BDA Benevolent Funds' Membership.

The Charity's endowment provides 56% of its income and the investments performed exceedingly well in 2017. However, the results of the market for the final quarter in 2018 meant the endowment and dividend income was lower than in previous years. Despite this, the Trustees take a long term view of the portfolio and meet with Investec on a regular basis. The Charity ended with a surplus of £14k in 2018.

Following the presentation, questions were brought forward about the breakdown of expenditure and the decision to move away from making loans which were answered by RK. A copy of the Annual Report and Accounts for 2018 were sent out in advance and available on the chairs for attendees. A proposal to accept the Annual Report and Accounts for 2018 was put forward by RM. They were proposed by Stuart Robson and seconded by Bill Nichols.

## **6. Report from the Treasurer**

Following on from the accounts, ARF highlighted that the Trustees reviewed and agreed all financial policies and governance protocols throughout 2018 in line with best practice standards.

He went on to say that all loans were assessed to ensure that the level of 'debt' for the Charity was appropriate. In 2018, 8 loans were written off. No new loans were made in 2018 (compared with 2 totaling £4,015 in 2017). 1 loan was repaid in full in 2018.

He finished the report by saying that the Charity is grateful for the support of those who give donations, particularly those that allow us to claim Gift Aid increasing the amount received by the Charity by 25%. The BDA Benevolent Fund benefited from the Small Gift Aid Scheme and ARF informed the attendees that from April 2019, charities can claim on individual donations up to £30 without a Gift Aid form – further enhancing funds. The extra effort supporters and Trustees and key supporters go through of asking people to complete the envelopes at events and meetings is appreciated as it really makes a difference. The report was proposed by Philip Sutcliffe and seconded by Susan Graham

## **7. Report from the Chairman**

RK spoke about the purpose of the Charity, and highlighted that there had been an increase in applications received between 2017 and 2018. It was hoped that the need was not greater but that the Charity had improved its methodology and was getting the message out to more and different groups of people.

She said she thought that by engaging in social media channels, this had allowed the Charity to connect with a wider group of dentists. There was already a higher number of applications received in 2019 to date, than in the same period of 2018.

RK went on to say that the focus for helping has been to assist people to regain their financial independence, either in dentistry or in another meaningful occupation. This was why the Trustees felt it was important to offer grants for towards Annual Retention Fees and support with grants towards indemnity costs for up to three months, as well as relocation and deanery costs to enable them to overcome the hurdle of the expense of returning to work. She said that often just giving financial assistance is not always the answer and so the General Manager and Trustees also offer softer support such as a friendly ear and visits when requested.

RK stated that the regulation around charities had significantly changed in the last 4-5 years. Trustees were therefore working hard to ensure the standards detailed in the Charity Governance Code were met, which is why many of the resolutions were being put forward. The Trustees realise how important it is that the profession has confidence in the Charity and therefore, the proposals would help the Charity operate more effectively and efficiently.

RK said that she wanted to emphasise the importance of continuous partnership working with other organisations such as the Dentist Health Support Trust, the General Dental Council and the British Dental Association - the more the sector work together, the greater help can be given to dental families.

RK finished by thanking all the supporters and donors and those who helped to spread the word of the Charity. Thanks were also given to the General Manager and the Administrator for their assistance as she said they made the work of the Trustees easier, as well as being helpful and supportive towards the beneficiaries. LH and SD were presented with bouquets of flowers as a token of appreciation on behalf of the Trustees.

Following the report, there was an opportunities for questions. Queries were raised about the different types of beneficiaries coming forward. RK spoke about how there was not a 'typical' request and that applications were received from dental students in their early twenties as well as dentists still working in their 70s. The average age of someone applying in 2018 was 40 years old. It was raised whether that issues relating to work or involvement with the General Dental Council was the main reason for applying. RK responded by saying that two years ago, this was the case but more recently, people were coming forward due to mental or physical ill health issues. It was also a common theme that there were problems with financial capability and this was something the Trustees were looking at exploring how best to assist further with this.

RM asked if anyone would be willing to adopt the Chairman's report. It was proposed by Stuart Robson and seconded by Philip Henderson

## **8. Resolutions to amend the Rules (AGM4/2019)**

RM reminded those present that a paper for the resolutions was provided at the meeting and sent out in advance, along with some guidance notes to help articulate the changes and their rationale.

RM went on to confirm the process around changing the Rules. The current Rules state: *There must be a majority if not less than three fourths of the members present and voting, provided that notice of the motion for alteration of the Rules is proposed and the nature of the alteration at least 60 days prior to the AGM.*

RM confirmed that the latter has been undertaken. She stated that each resolution to amend the rules would be taken in turn and voted on by a show of hands. There is no rule of a casting vote, so the motion will be carried by the required majority, or not. LH confirmed that there were 30 voting members present and therefore the resolutions were allowed to be presented. RK (as the Charity's Chairman) was invited to introduce each motion in turn and invite questions before a vote.

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

RK reported that due to an administration error in 2010, there was no record of the Charity Commission giving prior permission to amend the proposed changes to the objects (relating to 'living in the UK'), which were voted on and agreed by the Members at the AGM in 2010. The Charity Commission had now given prior approval and so it was being put forward to be voted on again. The resolution was:

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*

RM asked the room whether there were any queries prior to the motion. There were none. RM then asked whether the Members agreed to approve the resolution by saying 'aye'.

**The resolution was unanimously agreed with no dissenters.**

## **8.2 Resolution 2: Membership**

RK put forward the second resolution and gave further information for the reasons behind the proposed change. In the current Rules, item 2, it is written that 'membership of the BDA is deemed to be synonymous with the BDA' which will remain but has been reworded for clarity. The proposal was for two new additional clauses be added. The first clause one is that newly appointed Trustees will automatically become members of the charity.

The second clause is to add 'partnership members', which will enable the Charity to ask non-BDA members to become members of the Charity. This would enable current, or previous beneficiaries, supporters, some donors and/ or Vice-Presidents to be involved with the Charity, and attend the AGM, should they wish. The combination of the two additional categories will not exceed 100 members, so that BDA Members remain in the majority.

The resolution was that the Members resolve 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. RM asked the room whether there were any queries prior to the motion. There were none. RM then asked whether the Members agreed to approve the resolution by saying 'aye'.

**The resolution was unanimously agreed with no dissenters.**

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

RK put forward the third resolution and gave further information for the reasons behind the proposed change. She reported that this involved a number of changes. Firstly it was proposed to reduce the number of Officers from 4 to 3, because the position of the Hon

Secretary was no longer required as this was done by the staff. Secondly, there would be a term of office for Trustees which was not detailed in the Rules for 2010 and Trustees will be re-elected every year. Should the Rules be passed Members who wish to be elected will go through a selection process before being eligible for election and then appointed by the Members at the AGM. The number of Trustees on the board would also be reduced. The new Board will consist of the Chairman, Vice-Chairman and Treasurer and no more than seven additional Trustees. The Board will also be able to co-opt up to a further two Trustees until the next AGM.

RK clarified that only a third of Trustees will be replaced at any one time to have continuity. The Board have proposed creating an Advisory Council as a way of keeping in touch with Branches and Sections. Other key partners such as DHST, BDA and LDCs would also be invited to attend.

The resolution was that the Members resolve 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.*

RM asked the room whether there were any queries prior to the motion. There were none. RM then asked whether the Members agreed to approve the resolution by saying 'aye'.

**The resolution was unanimously agreed with no dissenters.**

#### **8.4 Resolution 4: Administration**

RK put forward the fourth and final resolution and gave further information for the reasons behind the proposed change. RK said that some modernisation changes were required as well as detailing situations which were not mentioned or were unclear. These had been brought forwards as a group for a resolution which related to 'admin'. This included; amending the quorum for meetings; written resolutions; and electronic banking. It also inserted; the option to vote alternatively by proxy voting at AGMs and; a resolution to accept the majority of votes and not by three quarters as it currently stands but by a straight majority. These would allow the charity to be more effective and democratic. The resolution was 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*

*propose 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.*

RM asked the room whether there were any queries prior to the motion. There were none. RM then asked whether the Members agreed to approve the resolution by saying 'aye'.

**The resolution was unanimously agreed with no dissenters.**

## 9. Election of Officers

RM announced that due to the resolutions, which were now adopted the Charity is in a period of transition from the old Rules in 2010, to the new Rules in 2019. The new rules state under 4.1 that there shall be a Board of Trustees to be elected at the AGM. The Board of Trustees will now comprise of: The Chairman, Vice Chairman and Treasurer and no more than 7 additional elected Trustees and up to 2 co-opted Trustees who may hold office until the next AGM. At any point the majority of Trustees will be members of the British Dental Association.

In addition, 4.2 states that each term of office shall be 3 years other than the Officers, who shall have maximum term of six years. The election of Officers.

The previous Board of Trustees made the following nominations which were read out and taken in turn:

Chairman	Prof Ros Keeton
Vice-Chairman	Dr Austin Banner
Treasurer	Dr Ann Rockey

All positions were elected unopposed on a show of hands. RM congratulated the elected Officers and wished them every success in the coming year. It was noted that the Secretary position had been removed in the resolutions outlined earlier.

**All were elected unopposed on a show of hands.**

RM congratulated the elected Officers and wished the charity every success in the coming year. RM brought to the attendee's attention that there was no separate item to propose, discuss and elect the remaining Board. This is because carrying out an election at the same time as the resolutions and all Trustees would have the same start and end date. Therefore, RM asked RK to outline the position of the remainder of the Trustees.

## 10. BDA Benevolent Fund transition arrangements

RK stated that pending approval of the resolutions and in advance of the AGM, the Board needed to establish who amongst themselves wanted to be part of the new smaller Board, or alternatively be involved in the Advisory Council. Along with the Chairman, Vice Chairman and Treasurer, six existing Trustees came forward and said they would like to remain part of the Board.

A ballot was held so that their term of office would be staggered to save confusion and for continuity. The results of the ballot were as follows:

- Dr Philip Henderson, Dr Stuart Robson, Dr Allan Franklin - 3 years
- Dr Julie Kirkby, Dr William Creedon - 2 years

- Dr Christopher Hayward - 1 year

The inaugural Board of Trustees meeting was confirmed as 11 September 2019. At this meeting the Trustees would establish the preliminary arrangements of how the Board will run. Trustees were asked to complete a skills audit to understand their skillsets and determine if there were any gaps. It was suggested that the day to day business of the Charity would be managed under existing arrangements until September 2019, when the new Board of Trustees becomes established with their first meeting.

It was anticipated the first Advisory Council meeting would take place in early – to spring 2020. It is hoped the Advisory Council would support the charity with; awareness raising; networking and extending communication; providing a mechanism for feedback to the charity; and being involved with discussions on the charity's strategic priorities

RM asked whether there were any queries prior to the motion. None were put forward. RM then asked whether the Members agreed to the propositions including the composition of the inaugural Board of Trustees. The plans were unanimously agreed.

**The plans were unanimously agreed by Members with no dissenters. All Trustees outlined above were elected to the Board with the relevant terms of office.**

## 11. Any other business

RK reported that Dr Monica Reinach was retiring as a Trustee previously representing the BDA's Essex Branch and that the AGM was her last meeting. She thanked her for being a great supporter of the Charity and her passion and enthusiasm in fundraising.

RK thanked everyone for coming and their engagement.

### **Date of next AGM**

RM confirmed that the BDA Benevolent Fund's 137<sup>th</sup> Annual General Meeting was scheduled to take place on Thursday 11 June 2020 but asked those present to speak to the office or Trustees either today or at a later date should they have any queries about the date or time as the Charity wanted to accommodate as many people as possible.

There being no other business, RM thanked everyone for attending and closed the meeting at 5pm.