

Dr Jonathan P Berry
Chair



UK INDEMNITY, ADVICE & SUPPORT

ESTABLISHED IN 1902

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21 August 2019

Dear Member

MDDUS Annual General Meeting – 6 September 2019 at 12.45pm

I am pleased to circulate the Notice of the Annual General Meeting (AGM) of MDDUS in my first year as Chair.

The Board has agreed to convene the AGM at Mackintosh House, 120 Blythswood Street, Glasgow, on Friday 6 September 2019 at 12.45pm. The purposes of the meeting are detailed on the Notice (see overleaf) and you have agreed to be notified (or are deemed to have agreed to be notified) by written copy whenever documents are available for inspection on the MDDUS website.

The principal purpose of the meeting is to consider a special resolution to adopt new Articles of Association for MDDUS. These Articles are designed to ensure that we have sufficient flexibility to develop and implement new products and services for our current and future members and customers in accordance with our emerging strategic plan. The remaining business includes to re-appoint as non-executive directors Mr Jim Black, Ms Margaret McPhail, Prof. Nairn Wilson and myself. Our biographies are available on the MDDUS website and supporting statements from the Board are included in the Notice.

The MDDUS Annual Report and Accounts 2018, the draft Articles of Association and related explanatory notes, the Notice of AGM and a proxy form for use by members are available for inspection and printing on the MDDUS website*. I commend the former to you and the ongoing excellent work of 'your team' at MDDUS.

The proxy form should be returned, by Wednesday 4 September 2019 at 12 noon, to the following address:

MDDUS
FREEPOST GW3012
GLASGOW
G2 4BR

If it is your intention to attend the AGM, I will be grateful if you will contact us at secretary@mddus.com. This will allow us to make appropriate logistical arrangements for the meeting. We will also welcome your comments on the content and format of the MDDUS Annual Report and Accounts and the draft Articles of Association.

A handwritten signature in black ink, appearing to be 'Jonathan P Berry', written over a horizontal line.

Dr Jonathan P Berry
Chair

* www.mddus.com/about-us/notice-board/2019/august/notice-of-agm

Notice of Annual General Meeting

Notice is hereby given that the One Hundred and Sixteenth Annual General Meeting (AGM) of The Medical and Dental Defence Union of Scotland (known as MDDUS) will be held at Mackintosh House, 120 Blythswood Street, Glasgow, on Friday 6 September 2019 at 12.45pm for the following purposes:

Special Resolution

Articles of Association (i.e. a resolution passed by a majority of not less than 75%)

1. To approve and adopt the draft Articles of Association presented to this meeting as the Articles of Association of MDDUS, in substitution for, and to the exclusion of, all existing Articles of Association.

Ordinary Resolutions (i.e. resolutions passed by a simple majority)

Annual Report and Accounts

2. To receive and consider the Annual Report and Accounts for the year ending 31 December 2018.

Board appointments

3. To re-appoint Mr Jim Black who retires at this time under Regulation 15(10) and offers himself for re-appointment for a term of office of four years as a Member of the Board.

4. To re-appoint Ms Margaret McPhail who retires at this time under Regulation 15(10) and offers herself for re-appointment for a term of office of four years as a Member of the Board.

5. To re-appoint Prof. Nairn Wilson who retires at this time under Regulation 15(10) and offers himself for re-appointment for a term of office of one year as a Member of the Board.

6. To re-appoint Dr Jonathan Berry who retires at this time under Regulation 15(10) and, as the Board intends to re-appoint him as Chair under Regulation 15(12), offers himself for re-appointment for a term of office of two years as a Member of the Board.

Auditor

7. To re-appoint BDO LLP, Chartered Accountants, as Auditor.

8. To authorise the Board to fix the remuneration of the Auditor.

Dated this day 21 August 2019

By order of the Board

Mr Chris Kenny

Chief Executive and Secretary

NOTES:

1. A Member entitled to attend and vote at the AGM convened by the foregoing Notice is entitled to appoint a proxy to attend and vote in the Member's place. A proxy need not be a Member of MDDUS. An instrument of proxy must, together with any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board, be deposited at MDDUS, c/o The Secretary, Mackintosh House, 120 Blythswood Street, Glasgow G2 4EA by **Wednesday 4 September 2019 at 12 noon.**

2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes for or against a resolution.

3. Information about the candidates for re-appointment (as held in the Register of Directors):

Mr Jim Black. Service address: c/o MDDUS. Resident: UK. Nationality: British. Occupation: Actuary. Date of birth: July 1964.

The Board recommends the re-appointment of Mr Black to continue his contributions at the Board as Vice-Chair and as a recent financial services professional, as Chair of the Investment Committee and as a member of the Governance and Nominations Committee (GNC) and the Actuarial Reserving Group (ARG).

Ms Margaret McPhail. Service address: c/o MDDUS. Resident: Scotland. Nationality: British. Occupation: Non-Executive Director. Date of birth: July 1957.

The Board recommends the re-appointment of Ms McPhail to continue her contributions at the Board as an experienced non-executive director (NED) and a recent financial services professional, as Chair of the Audit and Risk Committee (ARC) and as a member of the Remuneration Committee (RemCo), the ARG and the Membership Renewal Review Group (MRRG).

Prof. Nairn Wilson. Service address: c/o MDDUS. Resident: UK. Nationality: British. Occupation: Retired Professor of Dentistry. Date of birth: April 1950.

The Board recommends the re-appointment of Prof. Wilson to continue his contributions at the Board as a dental academic and former regulator, as a member of the ARC and MRRG and as co-Chair of the Dental Advisory Group.

Dr Jonathan Berry. Service address: c/o MDDUS. Resident: England. Nationality: British. Occupation: Doctor. Date of birth: June 1956.

The Board recommends the re-appointment of Dr Berry to continue his contributions at the Board as Chair and as a NED of an NHS Foundation Trust and a retired GP, as Chair of the GNC, as a member of the RemCo and the ARG, and as a NED of MDDUS Insurance Ltd and MDDUS Property Ltd.

Biographies of all Members of the Board are available on the MDDUS website at <https://www.mddus.com/about-us/corporate-governance>

The Medical and Dental Defence Union of Scotland

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The Medical and Dental Defence Union of Scotland,
Registered in Scotland No SC005093 at Mackintosh House,
120 Blythswood Street, Glasgow G2 4EA.

The MDDUS is not an insurance company. All the benefits of membership of MDDUS are discretionary as set out in the Articles of Association.

