

**Minutes of the One Hundred and Sixteenth Annual General Meeting (AGM)  
of The Medical and Dental Defence Union of Scotland (MDDUS)  
on Friday 6 September 2019 at 12.45pm  
held in the Board room, Mackintosh House, 120 Blythswood Square,  
Glasgow G2 4EA**

<b>Present from the Board:</b>	Dr J P Berry	: Chair
	Mr J Black	: Vice-Chair
	Dr J Bayley	
	Prof. I Cameron	
	Dr R M Donald	
	Ms M Glen	
	Mr C Kenny	: Chief Executive and Secretary
	Prof. J Leitch	
	Ms M McPhail	
	Dr L Semple	
Prof. N Wilson		
<b>In attendance:</b>	Mr D Dunning	: Interim Finance Director
	Dr C Godeseth	: Head of Underwriting
	Dr J Holden	: Joint Head of Medical Division / Responsible Officer
	Ms K Johnstone	: Director of People and Corporate Services
	Ms E Parfitt	: Director of Advisory and Legal Services
	Ms D Reid	: Group Director of Governance
	Mr D Sturgeon	: Director of Development
	Mr B Hislop	: Deputy Company Secretary ( <i>minutes</i> )
	Ms D Curnyn	: Senior Audit Manager, BDO LLP
	Mr A Jackson	: Partner, Flint Global
	Plus one other Member	

## Actions

### 1. Welcome, Apologies and Conflicts of interests

- 19/01 The Secretary confirmed that a quorum was present to convene the AGM.
- 19/02 The Chair welcomed those present and in attendance to the one hundred and sixteenth AGM of MDDUS.
- 19/03 There were apologies for absence from Dame Elish Angiolini, Mr P McDonald and Mr C Slevin (Finance Director).
- 19/04 The Secretary advised that:
- a) twenty valid proxy forms were received on time
  - b) two proxy forms were cast against Special Resolution 1
  - c) one proxy form was cast against Ordinary Resolutions 3-6
  - d) two spoilt proxy forms were received on time.
- 19/05 The Chair advised that the Board Members standing for re-appointment to the Board had declared conflicts of interests in relation to Ordinary Resolutions 3-6.

## **2. Notice of Annual General Meeting**

19/06 The Chair advised that the Notice, agreed by the Board and circulated to the membership on 21 August, was to be taken as read. Accordingly, there was no need to 'propose' or 'second' the Resolutions.

## **3. Minutes of the previous meeting**

19/07 The Chair advised that the minutes of the previous AGM, agreed by the Board, were circulated to the membership, via our website, in early 2019.

## **Special Resolution**

19/08 The Chair advised that a majority of not less than 75 percent of votes was required to pass a Special Resolution.

## **4. (Special) Resolution 1 – Articles of Association**

19/09 The Chair advised that the draft Articles of Association was circulated to the membership, via our website, on 21 August.

19/10 **The AGM resolved**, by a majority, 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**

19/11 The Chair advised that a simple majority of votes (50 percent plus one) was required to pass an Ordinary Resolution.

## **5. (Ordinary) Resolution 2 – Annual Report and Accounts for the year ended 31 December 2018**

19/12 The Chair advised that the MDDUS Annual Report and Accounts for the year ended 31 December 2018 was circulated to the membership, via our website, on 21 August.

19/13 **The AGM resolved**, by a majority, to receive and consider the Annual Report and Accounts for the year ended 31 December 2018.

## **6. (Ordinary) Resolutions 3-6 – Board appointments**

19/14 **Ordinary Resolution 3 – The AGM resolved**, by a majority, 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.

19/15 **Ordinary Resolution 4 – The AGM resolved**, by a majority, 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.

- 19/16 **Ordinary Resolution 5 – The AGM resolved**, by a majority, 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.
- 19/17 The Chair congratulated Mr Black, Ms McPhail and Prof. Wilson on being re-appointed by the membership to the Board.
- 19/18 The Chair reiterated his conflict of interests in relation to Ordinary Resolution 6 and passed the chair of the AGM for that Resolution only to the Vice-Chair.
- 19/19 **Ordinary Resolution 6 – The AGM resolved**, by a majority, 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.
- 19/20 The Vice-Chair congratulated Dr Berry on being re-appointed by the membership to the Board.

#### **7. (Ordinary) Resolutions 7-8 – Auditor**

- 19/21 **Ordinary Resolution 7 – The AGM resolved** to re-appoint BDO LLP, Chartered Accountants, as Auditor.
- 19/22 **Ordinary Resolution 8 – The AGM resolved** to authorise the Board to fix the remuneration of the Auditor.

#### **8. Date of next AGM**

- 19/23 The Chair advised that the next AGM is provisionally scheduled for Friday 4 September 2020 at 1.00pm. The venue will be Mackintosh House, Glasgow.
- 19/24 There being no other business, the Chair thanked those present and in attendance and brought the AGM to a close at 1.02pm.

**SIGNED:** ..... **DATE:** .....

**Dr J P Berry**

BH 24.10.19