

29 May 2020

Dear Member

**MDDUS Special General Meeting – 19 June 2020 at 9.45am**

Please find enclosed the Notice of a Special General Meeting (SGM) of MDDUS, which the Board has agreed to convene on Friday 19 June 2020 at 9.45am.

The purpose of the meeting is as 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.

**In accordance with the Corporate Insolvency and Governance Bill and the Scottish Government's social distancing measures, the Board has agreed to prohibit the physical attendance of members and non-member proxies at the SGM. However, you are encouraged to vote by proxy.**

As you will note, the purpose of the SGM is to consider a special resolution to amend the Articles of Association of MDDUS ('the Articles'). I realise that you will rightly be focused now on responding, clinically and personally, to the COVID-19 pandemic. Please be assured, therefore, that this request to support the resolution is necessary to ensure that your Board continues to secure the diverse expertise and experience necessary to deliver the objects and strategic plan of MDDUS.

The amended Articles and related explanatory note, the Notice of the SGM and a proxy form for use by members are available for inspection and printing on the MDDUS website\*.

The proxy form should be returned, by Wednesday 17 June 2020 at 9.45am, to the following address:

MDDUS  
FREEPOST GW3012  
GLASGOW  
G2 4BR

If you have any comments about the proposed amendments to the Articles, which we will be happy to consider, please forward them to [secretary@mddus.com](mailto:secretary@mddus.com).



Dr Jonathan P Berry  
Chair

\*[www.mddus.com/about-us/notice-board/2020/june/notice-of-sgm](http://www.mddus.com/about-us/notice-board/2020/june/notice-of-sgm)

# Notice of Special General Meeting

Notice is hereby given that a Special General Meeting (SGM) of The Medical and Dental Defence Union of Scotland (known as MDDUS) will be held on Friday 19 June 2020 at 9.45am.

**The Board has agreed, in light of the Corporate Insolvency and Governance Bill and the Scottish Government's social distancing measures, to prohibit the physical attendance of members and non-member proxies at the SGM.**

**Members are encouraged instead to vote by proxy (see Note 1).**

The meeting is convened 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 amended 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.

Dated this day 29 May 2020

By order of the Board

**Mr Chris Kenny**

Chief Executive and Secretary

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### NOTES:

1. A Member normally entitled to attend and vote at the SGM convened by the foregoing Notice is entitled to appoint a proxy to 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 17 June 2020 at 9.45am.**

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.

## Explanatory Note

The Board has undertaken a review of the Articles to ensure that they continue to enable the Board to secure the expertise and experience necessary to deliver the objects and strategic plan of MDDUS, subject to the Board's succession planning needs and the principles of 'good governance'.

Following the review, the Board recommends the following changes to the Articles:

Article	Changes
Article 15.8	The Board will be able to recommend the re-appointment of any Director, not just the Chair or Vice-Chair, to serve up to three consecutive terms of one year each, where it is necessary for the Board to fulfil its duties. In general, a Director will generally serve not more than a maximum of three terms of up to three years in office, as recommended by the Association of Financial Mutuals' Corporate Governance Code (January 2019).
Article 15.9	This Article will be deleted in light of the proposed amendment to Article 15.8.
Articles 15.10-16	These Articles will be re-numbered in light of the proposed deletion of Article 15.9.

**Bryan A. Hislop**  
**Head of Governance**  
**21 May 2020**

**The Medical and Dental Defence Union of Scotland**

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Glasgow G2 4EA

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F: 0141 228 1208

E: [info@mddus.com](mailto:info@mddus.com)

[www.mddus.com](http://www.mddus.com)

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.

