



Professor Iain Cameron

Chair

2 September 2024

Dear Member,

**MDDUS Annual General Meeting (AGM)
Friday 20 September 2024 at 10.00am**

Thank you for choosing to be a member of MDDUS.

I'm pleased to advise that the Board has agreed the attached Notice of AGM. As Chair of the Board, I encourage you to consider and vote in favour of the nine resolutions.

Please note that references to our website are to this page:

www.mddus.com/about-us/corporate-governance/agm-2024

Articles of Association

A principal purpose of this year's AGM is to consider a recommendation to update the governing Articles of Association of MDDUS. These updates are designed to:

- modernise the Articles to allow virtual or hybrid general meetings and electronic voting
- enable minor changes to improve clarity
- ensure the Articles remain 'fit for purpose'.

The draft Articles and an explanatory note about the updates are available on our website.

Director and auditor re-appointments

The Board also recommends re-appointing Mr Satya Bhattacharya, Mr Ian Craig, Ms Marian Glen, Mr Andrew McKee and Dr Rebecca Sadler as non-executive directors of MDDUS, and BDO LLP as our external auditor. Biographies for all directors are available on our website and statements supporting their re-appointments are included in the Notice.

This will be the final AGM for Ms Margaret McPhail, Vice-Chair of the Board and long-term Chair of the Audit and Risk Committee. I take this opportunity to thank her for her dedicated, nine-year service to MDDUS and to wish her all the best for the future.

We're on your side - a year in review

The MDDUS Annual Report and Accounts 2023 and a summary 'Year in Review' are available on our website. I commend these to you, highlighting that:

- our membership increased in the year by almost six per cent
- our membership services team achieved a customer satisfaction rating of 94 per cent
- we managed almost 7,300 cases on behalf of doctor members, an increase of five per cent
- the number of dental cases was over 3,400, an increase of 14 per cent
- almost 99 per cent of delegates would recommend our online development and training courses.

Attendance and voting

I understand that you may not be able to attend the AGM in person, however, you may still vote by completing the enclosed proxy form; this is also available on our website. The form should be returned, by Wednesday 18 September 2024 at 10.00am, to: [MDDUS, FREEPOST GW3012, Glasgow G2 4BR](#)

If you have any questions about the Annual Report and Accounts, and/or plan to attend the AGM, please contact: secretary@mddus.com. This will allow us to make appropriate arrangements for the meeting.

Finally, on behalf of the Board, I thank you for the work that you do. We exist to support and protect you, our members, throughout your careers. We're on your side.



Professor Iain Cameron
Chair

Notice of Annual General Meeting

Notice is hereby given that the one hundred and twenty first Annual General Meeting (AGM) of The Medical and Dental Defence Union of Scotland (known as MDDUS) will be held on **Friday 20 September 2024 at 10.00am.**

The AGM is convened for the following purposes:

Special Resolution

A resolution passed by a majority of not less than 75 percent

Ordinary Resolutions

Resolutions passed by a simple majority of 50 percent

Articles of Association

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

Annual Report and Accounts

2. To receive and consider the Annual Report and Accounts for the year ending 31 December 2023.

Board appointments

3. To re-appoint Mr Satya Bhattacharya, who retires at this time under Article 15.6 and offers himself for re-appointment, as a Director for a term of office of three years.

4. To re-appoint Ms Marian Glen, who retires at this time under Article 15.6 and offers herself for re-appointment, as a Director for a term of office of three years.

5. To re-appoint Dr Rebecca Sadler, who retires at this time under Article 15.6 and offers herself for re-appointment, as a Director for a term of office of three years.

6. To re-appoint Mr Ian Craig, who, having been appointed by the Board since the last AGM, ceases to hold office under Article 15.15 and offers himself for re-appointment, as a Director for a term of office of three years.

7. To re-appoint Mr Andrew McKee, who, having been appointed by the Board since the last AGM, ceases to hold office under Article 15.15 and offers himself for re-appointment, as a Director for a term of office of three years.

Auditor

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

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

By order of the Board

Mr Bryan Hislop
Company Secretary
2 September 2024

Notes:

1. A Member entitled to attend and vote at the AGM convened by this 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 Company Secretary, 206 St Vincent Street, Glasgow G2 5SG by Wednesday 18 September 2024 at 10.00am. A freepost address has also been provided.
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 Satya Bhattacharya

Service address: c/o MDDUS. Resident: UK. Nationality: British. Occupation: Consultant surgeon. Date of birth: November 1962.

The Board recommends the re-appointment of Mr Bhattacharya so that he may continue to contribute to the Board as a senior clinician in the public and independent sectors; and member of the Audit and Risk Committee.

Ms Marian Glen

Service address: c/o MDDUS. Resident: UK. Nationality: British. Occupation: Non-executive director. Date of birth: February 1960.

The Board recommends the re-appointment of Ms Glen so that she may continue to contribute to the Board as an experienced non-executive director and lawyer; Chair of the Remuneration and Nominations Committee; and member of the Audit and Risk Committee.

Dr Rebecca Sadler

Service address: c/o MDDUS. Resident: UK. Nationality: British. Occupation: Dentist. Date of birth: August 1973.

The Board recommends the re-appointment of Dr Sadler so that she may continue to contribute to the Board as a practising dentist; Chair-elect of the Audit and Risk Committee; and director of MDDUS Services Ltd.

Mr Ian Craig

Service address: c/o MDDUS. Resident: UK. Nationality: British. Occupation: Non-executive director. Date of birth: July 1959.

The Board recommends the re-appointment of Mr Craig so that he may continue to contribute to the Board as an experienced non-executive director; member of the Audit and Risk Committee; and director of MDDUS Services Ltd.

Mr Andrew McKee

Service address: c/o MDDUS. Resident: UK. Nationality: Irish. Occupation: Non-executive director. Date of birth: September 1964.

The Board recommends the re-appointment of Mr McKee so that he may continue to contribute to the Board as an experienced non-executive director; and member of the Investment Committee.

Biographies of all directors are available on our website.
