

A General Meeting of the Association will be held at ABDO NRC, Aqueous 11, Aston Cross Business Village, Chester Street, Birmingham B6 5RQ on Wednesday 9th October 2019 at 2.15 pm to consider, and if thought appropriate, to pass the following resolution as a Special Resolution.

SPECIAL RESOLUTION

That the Articles of Association of ABDO be amended as follows:

- 1** In article 2.1 insert the following definition in alphabetical order
Chair the chair of the Board of Directors appointed in accordance with the Articles;
- 2** In Article 14 insert "and the Chair" after "The President or Vice President"
- 3** In Article 77 insert "and the President and Vice-President appointed in accordance with Article 81.2" before "shall be entitled to"
- 4** In Article 78:
 - (i) delete "and" after "Adviser" and substitute ","
 - (ii) insert "and the President and Vice-President appointed in accordance with Article 81.2" before "are not Directors"
- 5** In Article 80:
 - (i) substitute the heading as follows "**PRESIDENT, VICE-PRESIDENT AND CHAIR**"
 - (ii) in the first sentence insert "and the Chair" after "The President and Vice-President"
 - (iii) in the second sentence insert "or Chair" after "President or Vice President"
 - (iv) in the third sentence substitute "President, Vice-President and Chair" for "President and Vice-President"
- 6** Renumber Articles 81 and 82 as respectively Articles 84 and 87 and Articles 83 to 118 as respectively Articles 89 to 124 and make all consequential amendments required to references to the renumbered Articles.
- 7** Insert new Articles 81, 82 and 83 as follows:

"81. If there are no candidates for election as President under Article 80:

81.1 a Chair shall be elected in accordance with Article 80; and

81.2 the President and Vice-President shall be appointed by the Board of Directors at a meeting in accordance with the requirements of Article 83. Such President and Vice-President shall only perform the Representational Role (as defined in the Regulations).

82 If the person elected to be President under Article 81.2 declares prior to election, or afterwards at any time up to a date specified in the Regulations, that he or she wishes to undertake the post of President solely in a Representational Role (as defined in the Regulations) a Chair shall be elected in accordance with Article 80 to take office from the same date as the person takes office as President.

83 A person shall only be eligible to be appointed President and Vice-President if:

83.1 he or she is a Full Member; and

83.2 he or she is not a Director; and

83.3 he or she is registered with the General Optical Council on the dispensing opticians register; and

83.4 he or she is not a director, trustee, officer or member of the primary management committee of a body involved in optics listed in the Regulations; and

83.5 he or she would not be disqualified from acting under the provisions of Article 91 if he or she were a Director;

Any other eligibility criteria and the procedure for filling vacancies shall be defined in the Regulations."

8 In Article 84 (as renumbered):

- (i) insert after "The person elected" the words "or appointed under Article 80 or 81.2 "
- (ii) insert "or re-appointment" before "to that office"

9 New Articles 85, 86 and 88 shall be inserted:

"85 The Chair shall serve for such term, and shall be eligible (if at all) for re-election for such term, as set out in the Regulations.

- 86 A person at the same time cannot hold the office of Chair and President but may hold the office of Chair and Vice-President.
- 88 The office of Chair shall be vacated on a President taking office who has declared he or she does not wish their role to be limited to a Representational Role."
- 10** In Article 87 (as renumbered) insert after "Vice-President" the words "(elected under Article 80) or Chair"
- 11** In Article 91 (as renumbered):
- (i) substitute for the heading "**DISQUALIFICATION, REMOVAL AND RESIGNATION OF DIRECTORS AND OFFICERS**"
 - (ii) insert ", or the Vice-President or President appointed under Article 81.2," after "The office of a Director"
 - (iii) in sub paragraph 91.4 insert ", in the case of a Director," before "if the number of Directors necessary"
 - (iv) insert "(being a Director)" at the start of Articles 91.7, 91.8, 91.9 and 91.10
 - (v) renumber paragraphs 91.11 and 91.12 as 91.12 and 91.13
 - (vi) insert paragraph 91.11 as follows:

"(being the Vice-President or President appointed under Article 81.2) he or she is removed from that office by a resolution approved by all the Directors;"
- 12** In Article 97 (as renumbered):
- (i) substitute for the first sentence "The Chair, or if there is no Chair, the President shall be entitled to preside at all meetings of the Board of Directors."
 - (ii) in the second sentence for "no President" substitute "no such person in office"
 - (iii) in the second sentence insert ", (where there is no Chair in office)" before "the Vice-President shall act as chairman of the meeting"
- 13** In Article 98 (as renumbered):
- (i) in paragraph 98.2 insert "Chair or, if there is no Chair, from" before "the President or Vice-President"
 - (ii) insert "Chair," after "A meeting which takes place by a series of video conferences or telephone calls from the"
- 14** Delete Articles 108 to 111 (as renumbered) and substitute as follows:

“CONSULTATION MEETING

108 A Consultation Meeting shall be held once in each calendar year.

109 The Regulations will specify who is entitled to attend a Consultation Meeting.

110 A Consultation Meeting shall advise the Board of Directors, through the President (or if not present at the meeting, through the Chair), on professional matters of concern or of consequence to the Members. A Consultation Meeting is not a committee of the Board of Directors and has no authority to take any decisions binding on the Association or the Board of Directors.

111 The Regulations may set out procedures at Consultation Meetings.”

15 In Article 115 (as renumbered) delete paragraph 115.3 and renumber paragraph 115.4 as 115.3

A member of The Association of British Dispensing Opticians is entitled to appoint a proxy to exercise any or all of his or her rights to attend, speak and vote at the general meeting of the Association. A proxy does not need to be a member of the Association.