

# General Practitioners Defence Fund

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26 October 2016

## To the Chair, Chief Executive and/or LMC Secretary

Dear Colleague

The recommendations of the GPC Reform Task Group, chaired by Dr Hamish Meldrum, were presented to the General Practitioners Committee (GPC) of the BMA on 21 April 2016 and subsequently to the Annual Conference of LMCs in May 2016. Amongst its many recommendations, most of which concerned the GPC and England, the Meldrum Report also addressed certain aspects of the future membership and governance of the General Practitioners Defence Fund Ltd (GPDF).

I enclose a copy of the Information Memorandum which provides details of the Company, its directors and employees; its finances, income streams and investment policy; the relationship with the BMA; how we manage risk as well as many other matters, so that you and your committee will be in a better position to appreciate the implications of membership of the GPDF.

In that regard, and as an interim measure, Article 4 of the GPDF's Articles of Association was amended by special resolution at an Extraordinary General Meeting of the Company held on 21 July 2016. Article 4 now states that *"subject to the provisions of Article 31 membership of the Company shall be limited to the voting members for the time being of the General Practitioners Committee of the British Medical Association, the nominees of the Local Medical Committees (as defined in S97 of the National Health Service Act 2006), or their equivalent, recognised for the time being in the United Kingdom, or such other persons as the Company may from time to time determine save that the nominee of a Local Medical Committee will be any natural person who is not also a voting member of the General Practitioners Committee of the British Medical Association and that person may not be the nominee of more than one Local Medical Committee"*.

In order to implement the recommendation regarding the future membership of the GPDF you are invited to nominate a representative on behalf of your LMC. However, there is no obligation for you to do so. If, for the moment, you choose to decline this invitation your LMC may apply to become a member of the Company in the future. You may nominate any individual, but that person cannot already be a voting member of the GPC, nor can he or she be the nominee of another LMC; whom you select as your nominee and how you go about doing so is a matter for your Committee to decide.

Your nominee will receive notice of General Meetings which the Company may hold from time to time, including its Annual General Meeting; he or she will also be sent a copy of the Company's Annual Report & Financial Statements when it is published. As a member of the Company, he or she will be notified of elections to the Board of Directors and being eligible will be entitled to put his or her name forward.

If he or she chooses not to attend a General Meeting (or any adjournment thereof) they may send a proxy to represent them at the meeting, who does not need to be a member of the Company, or they may complete a Proxy Form that will accompany the Notice calling the meeting to nominate a person at the meeting to vote on their behalf, and who may be a voting member of GPC.

An individual appointed as proxy to attend and vote at a General Meeting or at any adjournment thereof can in the absence of instructions vote as he or she sees fit, including on any other business that may properly come before the meeting.

However, Article 25 of the Company's Articles of Association as presently worded says that on a show of hands a member present only by proxy shall have no vote. This Article is subject to clarification in due course, because in company law an individual appointed as proxy to attend and vote at a General Meeting or at any adjournment thereof now has the right to vote on a show of hands but in such circumstances that individual has one vote only irrespective of the number of mandates held or if he/she is voting in his/her own capacity as a member; Articles 23 to 30 explain the current voting process for members of the Company.

In accordance with Article 1 of the GPDF's Articles of Association your nominee will be required to give his or her consent to becoming a member and, as the GPDF is a company limited by guarantee, in accordance with Article 8 of the Memorandum of Association he or she will be required to give an undertaking to contribute to the assets of the Company in the event of the same being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustments of the rights of the contributories among themselves, such amounts as may be required not exceeding £1.

Please write to me with the name, postal address and email address of your nominee. On receipt, our Company Secretary will send your nominee a Letter of Consent to be completed and returned by 30 November 2016. Alternatively, your nominee can use the Consent Letter example included with this document, but you must nevertheless confirm to me the name, postal address and email address of your nominee. Your nominee will be added to the GPDF's Register of Members after a General Meeting of the Company has taken place to admit new members.

You may change your nominee at any time but the restrictions set out in Article 4 (as described above) will apply to any new nominee. For this new person to be recorded as a member of the GPDF he or she will be required to return to the Company a Letter of Consent. Until that time, Company correspondence will be sent to the member of record at the address recorded in the Company's Register of Members. For the avoidance of doubt your LMC can have only one nominee at any time; if that person is unable to attend a General Meeting he or she may appoint a proxy to attend and vote on their behalf, as explained above.

I look forward to hearing from you, but should you wish to discuss any matter set out in this letter or in the documents attached please write to me at the Company's registered address or by email to [drstewartkay@gmail.com](mailto:drstewartkay@gmail.com) or c/o Evita Syrengela [esyrengela@bma.org.uk](mailto:esyrengela@bma.org.uk) . Our Company Secretary's email address is [hughchristie@btinternet.com](mailto:hughchristie@btinternet.com) .

Yours sincerely,



**Stewart Kay**  
**GPDF Chairman**