

GPDF Limited

This Notice is sent to Members of GPDF listed on the Register of Members at close of business on 9 June 2022

Notice of Election of Directors

At the Annual General Meeting (AGM) in September 2022, the Company will elect one Director who will be elected by members resident anywhere in Great Britain.

Because of ill health G Mahay, the nominee for Wolverhampton LMC, has retired from the Board.

Members of the Company, who wish to offer themselves for election as a director may be resident in any country. Those who are considering standing for election should read “Being a Director” on the GPDF website <https://www.gpdf.org.uk/library/gpdf-being-a-director/>

Nota bene Members of the Company who wish to offer themselves for election to replace Dr Mahay will serve initially for the remainder of the term which Dr Mahay would have served but for the vacancy created by his retirement, namely one year.

The Directors are keen for the Board to reflect diversity of gender, geographic location, language and other considerations of equity. If you require particular support in the application process due to any factor, or wish to discuss how GPDF can support directors once in role, please contact, in confidence, our board lead for ED&I Dr Zoe Norris on zoe.norris1@nhs.net.

Members are reminded that in accordance with Article 15 of the Articles of Association (Articles):

There shall not be more than three GPC Elected (Member) Directors at any one time, of which no more than one shall be a member of GPC England; no more than one shall be a member of the Scottish GPC¹; and no more than one shall be a member of GPC Wales.

As described in Article 19.2 there is a restriction on the election of a member who is a member of the executive team in any of the three countries of Great Britain, or who is an officer of the BMA, RCGP or any similar body or organisation or any person holding an office or position equivalent to any of these, or which replaces in whole or in part any such office or position as may be determined by the Directors.

Members of the Company, who wish to offer themselves for election as a director must submit the information set out in the attached Statement of Interest to Hugh Christie (**email: cosec@gpdf.org.uk**) **by no later than 12 noon on 28 July 2022.**

All candidates must return a statement of qualification to explain why they wish to be elected, and their qualifications to serve as a director. Candidates’ statements of qualification to serve as a director will be circulated together with the formal Notice of the AGM.

The statement of qualification, **in electronic format only**, must include a short biography, a statement outlining the individual’s reasons for wishing to be a director and describing how they would add value to the Board’s deliberations; it should illustrate their experience with the development of corporate objectives and strategies, corporate governance and managing change in a corporate environment.

¹ Keith McIntyre, who was re-elected a director in 2020, is a member of the Scottish GPC

Candidates may wish to know that the Board is keen to assist individuals identify areas for personal development in their role as a director.

This may include corporate governance, public engagement, finance, and the development of corporate objectives and strategies; it is recognised that not all directors require or will be expected to demonstrate all these competencies.

The statement of qualification to serve must not exceed two pages of A4 or 1,200 words and must be received by Hugh Christie (email: cosec@gpdf.org.uk), **by no later than 12 noon on 11 August 2022** in order that all candidates' statements can be included with the Notice calling the Annual General Meeting.

Statements of qualification received after that time or date will not be circulated to members although the candidate will remain eligible to stand for election.

Candidates' names and statements of qualification will be made available on the GPDF's website at the time the Notice of the AGM is circulated to members.

To facilitate this process, electronic submission of all documents, and the Declaration of Eligibility will be accepted.

Following the conclusion of the AGM, there will be a Board meeting which all Directors, including the newly elected Director, will be expected to attend.

A handwritten signature in black ink, appearing to read 'Hugh Christie', with a long horizontal flourish underneath.

J H Christie
Secretary

9 June 2022

Registered Office: C/o Mazars LLP, Tower Bridge House, St Katharine's Way, London E1W 1DD

GPDF Limited

**Candidate form for the Election of Directors to be held
at the Company's Annual General Meeting in September 2021**

Statement of Interest

**Candidate's name
(print in block capitals)**

In the forthcoming election of a director, I wish my name to be put forward to the members of the Company to serve as a director for one year

Candidate to sign below:

Signature

Date:

By signing this form, the Candidate consents to their name being put forward for election to serve as a director of the GPDF Limited and for the information set out in their statement of qualification to serve as a director to be circulated to members of the GPDF and published on the Company's website

GPDF Limited

Declaration of Eligibility

The Company wishes to be assured that those elected are eligible to serve as directors. Under the Company Directors Disqualification Act 1986 a person is disqualified from acting as a director of a company who:

- is an undischarged bankrupt or
- has been disqualified by the courts (This is usually reserved for directors who:
 - have been convicted of a serious criminal offence
 - have persistently breached legislation relating to companies
 - have been convicted of fraudulent or wrongful trading)

I confirm that I am not disqualified from acting as a director of the GPDF.

SIGNED	DATE
[Name in Capital Letters]	
Email address	

Furthermore, I have read the rules regarding eligibility (Article 19) and conflicts of interest (Article 30) and declare the following potential conflicts:

- a. A post holder in and/or the nominee of a LMC paying the voluntary levy to the GPDF and/or has in the past received rebates or refunds from the GPDF
- b. Other perceived conflicts (please specify)

None of these potential conflicts debars you from serving as a director. You will be expected to declare any conflict of interest, whether real or perceived, when the Board discusses items including, but not limited to, future relationships with LMCs, the BMA, the per capita rate set for the voluntary quota, remuneration, honoraria, and grants to various bodies.