



ROYAL COLLEGE OF SPEECH & LANGUAGE THERAPISTS

Registered Company No: 518344 Registered Charity No: 273724 Office of Scottish
Charity Regulator Registered No: SC041191

ANNUAL GENERAL MEETING

to be held on Tuesday 9 November 2021

by zoom webinar

https://us02web.zoom.us/webinar/register/WN_pzC_U8svTVuJX4mznHC0-w

commencing at 1.00pm.

AGENDA

1. Notice convening the meeting
2. Acceptance of minutes of AGM (9 December 2020)
3. Presentation, consideration and adoption of the Trustees Annual Report (2020/21)
(given by Chair) (*Vote on ordinary resolution 1*)
4. Presentation, consideration and adoption of the Annual Accounts and auditors' report (2020/21) (given by Honorary Treasurer) (*Vote on ordinary resolution 2*)
5. Appointment of auditors and fixing of their remuneration for 2021/22 (*Vote on ordinary resolution 3*)
6. Ratification of appointment to the Board of Trustees (as required by Article 49)(*Vote on ordinary resolution 4*)
7. Report on Board composition for 2021/22 (as required by Article 46)
8. Explanatory statement by the Chair
9. Special Resolution 1 – amendments to the Memorandum and Articles of Association
(*Vote on Special Resolution 1*)
10. Special Resolution 2 – amendments to the Memorandum and Articles of Association
(*Vote on Special Resolution 2*)
11. Special Resolution 3 – amendments to the Memorandum and Articles of Association
(*Vote on Special Resolution 3*)
12. Special Resolution 4 – amendments to the Memorandum and Articles of Association
(*Vote on Special Resolution 4*)
13. Any other business by leave
14. Close of meeting

ORDINARY RESOLUTIONS

1. To receive the Trustees Report for 2020/21
2. To receive the Annual Accounts for 2020/21
3. To re-appoint Haysmacintyre as auditors for the coming year 2021/22 and that their remuneration be fixed by the Board
4. To ratify the appointment to the Board of one General Trustee, for a further term of one year

SPECIAL RESOLUTION 1

To firstly amend Articles 1, 27, 42 (1), 42 (3), 43, 44, 45, 46, 47, 48, 49, 61 and 73 of the Articles of Association by replacing references to election with appointment, removing references to ballots and referring to the appointment of Trustees in accordance with the Bylaws; secondly to incorporate Articles 42 (6) and 42 (7) within Article 42 (1); and thirdly to delete Article 42 (10).

SPECIAL RESOLUTION 2

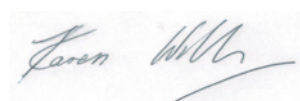
To delete Article 18 and amend Articles 19, 22 and 23 of the Articles of Association by replacing references to Extraordinary General Meeting with General Meeting and making other associated changes including re-numbering all Articles from Article 19 onwards.

SPECIAL RESOLUTION 3

To amend Articles 42 (6), 42 (7) and 52 of the Articles of Association by clarifying the terms of office for co-opted members of the Board.

SPECIAL RESOLUTION 4

To amend clauses 5 and 11 of the Memorandum of Association and Articles 15, 16, 30, 31, 35, 39, 43, 53, 54, 57, 60, 70 and 71 of the Articles of Association by replacing gender specific terms with gender neutral terms.



Karen Willis FCA
Company Secretary
For and on behalf of the Board

Appendix

Special Resolutions – briefing note

The purpose of this briefing note is to explain, and invite the membership to vote on, amendments to the RCSLT's constitutional document, the Memorandum and Articles of Association, as a result of recent discussions and decisions of the Board of Trustees.

The proposed deletion of current Article 18 as set out in Special Resolution 2 will result in the re-numbering of all subsequent articles. All references to Article numbers in the special resolutions refer to the existing numbering in the Memorandum and Articles approved July 2021.

Special Resolution 1

In May 2020, following the murder of George Floyd in the US and the growing momentum of the Black Lives Matter movement, members called on the RCSLT to take urgent action to tackle racism in our own profession. For too long, the profession – including the RCSLT's leadership – have not reflected the diversity of the communities we serve, with profound consequences for social justice and equity of services.

In response, the RCSLT embarked on a broad programme of work, with the aim of embedding anti-racism and diversity in the profession. As one part of this, we took a hard look at the RCSLT's governance and leadership. We commissioned an external review to identify issues and possible solutions.

The review advised us to move away from our current approach to choosing trustees and committee members – elections – as these carry a risk of unconscious bias. What's more, the complexity of the process stops too many members from applying for roles. In reality, few RCSLT elections are contested and fewer than 10% of members vote.

Instead, we propose to create a Nominations Committee to take the lead on all Board and committee appointments. It will be responsible to the Board for developing a pipeline of future leaders, advertising roles effectively, and ensuring we have the right mix of skills at Board and committee level to take the RCSLT into the future.

New Board and committee members selected would then be ratified by members at a general meeting.

Having taken legal advice, changes to the Memorandum and Articles of Association are proposed to replace references to election with appointment, to remove references to ballots and to refer to the appointment of Trustees in accordance with the Bylaws. In October 2021 the Board approved the proposed changes to the Articles of Association.

The wording of Special Resolution 1 is **“To firstly amend Articles 1, 27, 42 (1), 42 (3), 43, 44, 45, 46, 47, 48, 49, 61 and 73 of the Articles of Association by replacing references to election with appointment, removing references to ballots and referring to the appointment of Trustees in accordance with the Bylaws; secondly to incorporate Articles 42 (6) and 42 (7) within Article 42 (1); and thirdly to delete Article 42 (10)”**.

Special Resolution 2

The current RCSLT Memorandum and Articles make reference to the terms Extraordinary General Meeting (EGM) and extraordinary resolutions. From 1 October 2007, under the Companies Act 2006, the term "extraordinary general meeting" is no longer applicable and instead the term "general meeting" is used to describe a meeting of company members. A general meeting can be either a non-routine meeting of a company called for a specific purpose or an annual general meeting.

Having taken legal advice, it is proposed to replace all references to EGM and extraordinary resolutions and make other associated changes. In October 2021 the Board approved the proposed changes to the Memorandum and Articles of Association.

The wording of Special Resolution 2 is **“To delete Article 18 and amend Articles 19, 22 and 23 of the Articles of Association by replacing references to Extraordinary General Meeting with General Meeting and making other associated changes including re-numbering all Articles from Article 19 onwards”**.

Special Resolution 3

The current Memorandum and Articles of Association allow the Board to co-opt up to two non-voting members of the Board and three voting members of the Board. The articles did not specify how long these co-options would run for.

Having taken legal advice, changes to the Memorandum and Articles of Association are proposed to clarify the terms of office. In October 2021 the Board approved the proposed changes to the Articles of Association.

The wording of Special Resolution 3 is **“To amend Articles 42 (6), 42 (7) and 52 of the Articles of Association by clarifying the terms of office for co-opted members of the Board”**.

Special Resolution 4

The current RCSLT Memorandum and Articles use gender specific terms throughout, eg his/her.

Having taken legal advice, it is proposed to replace all gender specific terms with gender neutral terms. In October 2021 the Board approved the proposed changes to the Memorandum and Articles of Association.

The wording of Special Resolution 4 is **“To amend clauses 5 and 11 of the Memorandum of Association and Articles 15, 16, 30, 31, 35, 39, 43, 53, 54, 57, 60, 70 and 71 of the Articles of Association by replacing gender specific terms with gender neutral terms”**.

A table showing the full wording of the proposed changes is below.

RCSLT Memorandum and Articles of Association – Changes showing full wording

Old reference	New reference	New text
Replacement of references to election with appointment, removal of references to ballots, inclusion of references to the appointment of Trustees in accordance with the Bylaws – Special Resolution 1		
Definitions and Interpretations		
1	1	Trustee a person appointed as a member of the Board in accordance with the Articles
Articles		
27	26	The Board shall present at the Annual General Meeting its report for the preceding year, which, with the audited accounts for that year and the Auditors' Report, shall be published in the Annual Report. Other business of the Annual General Meeting shall be to consider the audited accounts and the Auditors' Report, to ratify the appointment of Trustees taking office at the Annual General Meeting (and their re-appointment) and of Trustees appointed to the Board since the previous Annual General Meeting, to appoint and fix the remuneration of the Auditors and to transact any other business which may, consistently with the Articles and the Act, be introduced at an Annual General Meeting.
42	41	<p>(1) The Board shall consist of the following categories of Trustees:</p> <ul style="list-style-type: none"> (a) not less than five and not more than eleven General Trustees appointed in accordance with Articles 42 and 44 to the offices of Chair, Deputy Chair and such other offices with specific responsibilities as the Board shall from time to time determine; (b) Trustees for each of the countries of the British Isles for the time being prescribed by the Board in accordance with Article 43 (Country Representatives) appointed in accordance with Articles 42 and 44; (c) the Honorary Treasurer and not more than two other Trustees appointed in accordance with Articles 42 and 44; <p>and in addition the Board may:</p> <ul style="list-style-type: none"> (d) co-opt for a period of up to twelve months, which may be renewed for further periods of up to twelve months, not more than two persons (who need not be members of the RCSLT). Such co-opted members of the Board shall not be entitled to vote at meetings of the Board; (e) co-opt for a period of up to twelve months, which may be renewed for further periods of up to twelve months, not more than three persons (who need not be speech and language therapists or Certified Members), with specific business, financial, marketing or other skills as the Board may require. Such co-opted members of the Board shall have the right to vote at meetings of the Board. <p>(2) All Trustees shall be resident in the British Isles.</p> <p>(3) All Trustees, other than those in categories (c), (d) and (e) of Article 41 (1), shall normally be Certified Members. Exceptionally, an eligible Full Member who is not a Certified Member may be a Trustee in categories (a) and (b) of Article 41 (1).</p> <p>(4) No Trustee shall hold two offices simultaneously.</p> <p>(5) Unless permitted under the Memorandum of Association, no remuneration shall be payable to Trustees, but they shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the Board or of Committees or general meetings of the RCSLT or otherwise incurred in or about the affairs of the RCSLT.</p>

		<p>(6) Non-members of the RCSLT may comprise not more than 25% of the Trustees entitled to vote at any time.</p> <p>(7) Of the Trustees entitled to vote who are members of the RCSLT, non-practising members may comprise not more than 25% at any time.</p>
43	42	<p>(1) For the purposes of this Article a "year" shall mean the period between the end of one Annual General Meeting and the end of the next Annual General Meeting of the RCSLT.</p> <p>(2) Subject as provided in these Articles, all Trustees, other than the Chair and Deputy Chair, shall be appointed for a period of three years. They may be re-appointed for one further period of three years. At the end of two periods of office, they shall not be eligible for re-appointment to the Board, but shall again be qualified for appointment when they have been out of office for one year.</p> <p>(3) Subject as provided in these Articles, the Deputy Chair shall be appointed for a period of four years and shall serve two years as Deputy Chair, followed by two years as Chair. No-one shall be eligible for appointment as Deputy Chair if they have served as a Trustee for more than three years immediately preceding the appointment. At the end of the Chair's period of office, they shall not be eligible for re-appointment to the Board until they have been out of office for one year.</p> <p>(4) (i) If a vacancy for any reason arises in the office of Chair, the Deputy Chair shall automatically succeed to it, and the Board shall appoint one of its number eligible to do so to serve as Deputy Chair. The vacancy in the Board thus arising shall be filled in accordance with Article 44 unless the Board determines in the particular circumstances either to appoint an existing Trustee to fill the vacancy (in which case, this sub-Article shall apply equally to the filling of the office vacated by that Trustee) or to appoint an eligible Full Member to the vacancy. Trustees who automatically succeed to the office of Chair or are appointed to the office of Deputy Chair in these circumstances shall serve in those offices for the remainder of the year in which the vacancies arose and the next two years (followed in the case of the Deputy Chair by two years as Chair). Trustees appointed to fill vacancies in the Board thus arising shall serve until the vacating Trustee would have retired, when they shall be eligible for re-appointment.</p> <p>(ii) If a vacancy for any reason arises in the office of Deputy Chair, the Board shall appoint one of its number eligible to do so to serve in that office. The vacancy in the Board thus arising shall be filled in similar fashion to Article 42 (4) (i). Trustees who are appointed to the office of Deputy Chair in these circumstances shall serve until the vacating Deputy Chair would have succeeded to the office of Chair, followed by two years as Chair, provided that only those Trustees shall be eligible for appointment who by the time of retirement from the office of Chair will have served no more than seven years continuously on the Board. Trustees appointed to fill vacancies in the Board thus arising shall serve until the vacating Trustee would have retired, when they shall be eligible for re-appointment.</p> <p>(5) If a vacancy for any reason arises in the office of Honorary Treasurer or in any other office under category (c) in Article 41(1), the vacancy shall be filled in accordance with Article 44, unless the Board determines in the particular circumstances to appoint a suitable person to the vacancy. Trustees appointed to fill vacancies in the Board thus arising shall serve in that office for the remainder of the year in which the vacancy arose and the next two years, when they shall be eligible for re-appointment.</p> <p>(6) All appointments made by the Board in accordance with Article 42 (4) and (5) shall be announced in the Bulletin of the RCSLT or otherwise as the Board shall decide, and shall be subject to ratification at the next following Annual General Meeting.</p> <p>(7) If on any occasion the Board determines that for any reason a provision of this Article cannot practically be applied, the Board shall be</p>

		empowered on that occasion to adopt a procedure as close as possible to that provision.
44	43	<p>(1) For the purposes of the appointment of Country Representatives, the Bylaws shall from time to time prescribe the number of Representatives to represent each country and if there is to be more than one Representative for a particular country which part of that country they shall represent.</p> <p>(2) Country Representatives must practise within the country, or part of a country, they represent.</p> <p>(3) Until otherwise prescribed in the Bylaws, a Full Member whose address includes the number of a British Forces Post Office, or who has an address in the Channel Islands or the Isle of Man shall be deemed to have an address within a part of England, as prescribed in the Bylaws, and shall be entitled to apply for appointment as Country Representative for the respective part of England.</p>
45	44	Trustees in categories (a), (b) and (c) of Article 41 (1) shall be appointed in accordance with the procedures prescribed in the Bylaws.
46	45	The Board shall report to every Annual General Meeting the persons who have been appointed or re-appointed as Trustees at the Annual General Meeting and, subject to ratification, the persons so appointed shall assume office at the close of the Annual General Meeting.
47	46	Subject as provided in these Articles, if, after the appointment of Trustees, there remains for any reason any vacancy among the Trustees at any Annual General Meeting, the vacancy shall be filled in accordance with Article 44, unless the Board determines in the particular circumstances to appoint an existing Trustee to the vacancy (in which case, this Article shall apply equally to the vacancy thus arising) or to appoint an eligible Full Member to the vacancy. Every Trustee appointed in accordance with this Article shall serve until the third Annual General Meeting after their appointment when they shall be eligible for re-appointment.
48	47	Subject as provided in these Articles, in the event of a casual vacancy arising for any reason among the Trustees between Annual General Meetings, it shall be filled in similar fashion to Article 46. Every Trustee appointed in accordance with this Article shall serve until the vacating Trustee would have retired, when, if eligible, they shall be eligible for re-appointment.
49	48	All appointments made in accordance with Articles 46 and 47 shall be announced in the Bulletin of the RCSLT or otherwise as the Board shall decide, and shall be subject to ratification at the next Annual General Meeting.
61	60	<p>The Board may from time to time make such Bylaws and regulations as it may think fit and add to, repeal or vary any such Bylaws and regulations. All Bylaws and regulations so made and for the time being in force shall be binding on members and may concern the following subjects:</p> <ul style="list-style-type: none"> (a) the persons and categories of persons eligible for membership of the RCSLT; (b) the conditions on which and the manner in which persons shall be elected to membership of the RCSLT; (c) the subscriptions, fees or other payments to be payable by members and the manner in which such payments are to be made; (d) the rights and privileges of and the qualifications, restrictions and conditions of the different categories of members; (e) the manner in which membership of the RCSLT may be suspended or terminated; (f) conditions governing admission to the list of members and continuance thereon, the erasure of any members therefrom, appeals against such erasure and restoration to the list of members; (g) procedures for Trustees' appointments; (h) the countries referred to in Article 43 and any regulations

		<p>appertaining to them; and</p> <p>(i) such other matters as the Board may think fit;</p> <p>(j) provided that no Bylaw or regulation shall contravene any of the provisions of the Memorandum of Association of the RCSLT, the Articles or the Act.</p>
73	72	The accidental omission to give a notice (including notice of a meeting) or to send papers to any member eligible to receive them or the non-receipt of any such documents shall not invalidate the resolutions passed or proceedings at any meeting.
Removal of references to Extraordinary General Meetings – Special Resolution 2		
18	n/a	Article deleted
19	18	The Board may, whenever it thinks fit, convene a general meeting. In accordance with the provisions of the Act, the Board shall proceed to convene a general meeting if a requisition of members having the right to attend and vote is duly served upon the RCSLT at the RCSLT Office. If the Board fails to do so, the members who have served the requisition may themselves convene the meeting.
22	21	<p>The notice shall specify:</p> <p>(a) whether the meeting shall be a physical, virtual or hybrid general meeting;</p> <p>(b) for physical general meetings, the time, date and place of the meeting;</p> <p>(c) for virtual general meetings, the time, date and virtual platform for the meeting;</p> <p>(d) for hybrid general meetings, the time, date and place of the meeting and the virtual platform for the meeting</p> <p>and shall set out all proposed special resolutions and describe generally the nature of the business to be transacted.</p>
23	22	A meeting may be convened by shorter notice than set out in Article 19 with the consent of such proportion of members having the right to attend and vote as is prescribed by the Act.
Clarification of provisions in respect of co-opting Board members – Special Resolution 3		
42	41	<p>(1) The Board shall consist of the following categories of Trustees:</p> <p>(a) not less than five and not more than eleven General Trustees appointed in accordance with Articles 42 and 44 to the offices of Chair, Deputy Chair and such other offices with specific responsibilities as the Board shall from time to time determine;</p> <p>(b) Trustees for each of the countries of the British Isles for the time being prescribed by the Board in accordance with Article 43 (Country Representatives) appointed in accordance with Articles 42 and 44;</p> <p>(c) the Honorary Treasurer and not more than two other Trustees appointed in accordance with Articles 42 and 44;</p> <p>and in addition the Board may:</p> <p>(d) co-opt for a period of up to twelve months, which may be renewed for further periods of up to twelve months, not more than two persons (who need not be members of the RCSLT). Such co-opted members of the Board shall not be entitled to vote at meetings of the Board;</p> <p>(e) co-opt for a period of up to twelve months, which may be renewed for further periods of up to twelve months, not more than three persons (who need not be speech and language therapists or Certified Members), with specific business, financial, marketing or other skills as the Board may require. Such co-opted members of the Board shall have the right to vote at meetings of the Board.</p> <p>(2) All Trustees shall be resident in the British Isles.</p> <p>(3) All Trustees, other than those in categories (c), (d) and (e) of Article 41 (1), shall normally be Certified Members. Exceptionally, an eligible Full Member who is not a Certified Member may be a Trustee in</p>

		<p>categories (a) and (b) of Article 41 (1).</p> <p>(4) No Trustee shall hold two offices simultaneously.</p> <p>(5) Unless permitted under the Memorandum of Association, no remuneration shall be payable to Trustees, but they shall be entitled to be reimbursed proper and reasonable travelling and other out-of-pocket expenses incurred in attending meetings of the Board or of Committees or general meetings of the RCSLT or otherwise incurred in or about the affairs of the RCSLT.</p> <p>(6) Non-members of the RCSLT may comprise not more than 25% of the Trustees entitled to vote at any time.</p> <p>(7) Of the Trustees entitled to vote who are members of the RCSLT, non-practising members may comprise not more than 25% at any time.</p>
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52	51	<p>The Board shall meet together, adjourn and regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one third of the number of Trustees in office and entitled to vote at meetings of the Board shall form a quorum. The Board may act even though there are vacancies in its number. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes, the chair shall have a second or casting vote. Proxy votes shall not be acceptable at Board meetings. In addition, the Board may reach decisions by any suitable means of communication between Trustees (including electronic communications).</p>
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Replacement of gender specific words with gender neutral words in both the Memorandum and Articles of Association – Special Resolution 4

Old	New
Memorandum	
Clause 5	n/a
Clause 11	n/a
Articles	
15	n/a
16	n/a
30	29
31	30
35	34
39	38
43	42
53	52
54	53
57	56
60	59
70	69
71	70

Other minor, non-material, amendments being re-numbering of the following articles consequent to the Special Resolution 2:

Old	New
20	19
21	20
24	23
25	24
26	25

28	27
29	28
32	31
33	32
34	33
36	35
37	36
38	37
40	39
41	40
50	49
51	50
55	54
56	55
58	57
59	58
62	61
63	62
64	63
65	64
66	65
67	66
68	67
69	68
72	71

General points

Voting: each Special Resolution requires the approval of 75% of those members present and eligible to vote. Voting will be on a show of hands unless a poll is demanded by the Chair, in which case proxy votes will be taken into consideration.

General:

Please note that:

- only Full Members are entitled to vote at the AGM. *The Full Members category consists of: Certified Members, Newly Qualified Members, Overseas Qualified Members, Non-Practising Members, Returners to Practice, Retired Members, Student Members.*
- under Section 324 of the Companies Act 2006, a member of a company is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at a meeting of the company. The RCSLT Articles require that any proxy appointed must be a Full Member of the RCSLT.