



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 8 November 2023

by zoom webinar
rslt.info/agm2023.

commencing at 12.00 pm.

AGENDA

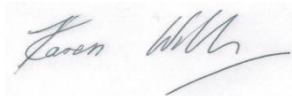
1. Notice convening the meeting
2. Acceptance of minutes of AGM (6 October 2022)
3. Presentation, consideration and adoption of the Trustees Annual Report (2022/23) (given by Chair) (*Vote on ordinary resolution 1*)
4. Presentation, consideration and adoption of the Annual Accounts and auditors' report (2022/23) (given by the Chair of the Finance & Resources Committee) (*Vote on ordinary resolution 2*)
5. Appointment of auditors and fixing of their remuneration for 2023/24 (*Vote on ordinary resolution 3*)
6. Ratification of appointments to the Board of Trustees (as required by Article 48) (*Vote on ordinary resolutions 4 to 8*)
7. Report on Board composition for 2023/24 (as required by Article 45)
8. Special Resolution 1 – amendments to the Memorandum and Articles of Association (*Vote on Special Resolution 1*)
9. Any other business by leave
10. Close of meeting

ORDINARY RESOLUTIONS

1. To receive and adopt the Trustees Report for 2022/23
2. To receive and adopt the Annual Accounts for 2022/23
3. To re-appoint Haysmacintyre as auditors for the coming year 2023/24 and that their remuneration be fixed by the Board
4. To ratify the appointment to the Board of Jemma Haines as a General Trustee
5. To ratify the appointment to the Board of Lauren Edwards as Country Representative for Wales
6. To ratify the appointment to the Board of Ruth Crampton as Country Representative for Northern Ireland
7. To ratify the appointment to the Board of Sundeep Sidhu as Lay Trustee (Digital)
8. To ratify the re-appointment to the Board of Leasil Burrow as Lay Trustee (HR/OD) until AGM 2024

SPECIAL RESOLUTION 1

The wording of Special Resolution 1 is **“To amend Articles 41 (1) (c) and 42 (2) (5) of the Articles of Association by replacing references to Honorary Treasurer with Chair of the Finance & Resources Committee”**.



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

General points

Voting: each Ordinary Resolution requires the approval of 50% 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.

Appendix

Special Resolution – 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.

Special Resolution

In Autumn 2022 the Board commissioned an external review of its governance structure to ensure that this remained fit for purpose. A task and finish working group was established to review the findings and report back to the Board with recommendations. The working group recommended changes to the role of Honorary Treasurer including changing the title to Chair of the Finance & Resources Committee.

Having taken legal advice, changes to the Memorandum and Articles of Association are proposed to replace references to Honorary Treasurer with Chair of Finance & Resources Committee. In September 2023 the Board approved the proposed changes to the Articles of Association.

The wording of Special Resolution 1 is **“To amend Articles 41 (1) (c) and 42 (2) (5) of the Articles of Association by replacing references to Honorary Treasurer with Chair of the Finance & Resources Committee”**.