

**Minutes of an Extraordinary General Meeting of the
Royal College of Speech and Language Therapists
held on 5 December 2019 at 12.30pm at the Royal College of Speech and Language Therapists,
2 White Hart Yard, London, SE1 1NX**

Attendees:

In the Chair Dr Della Money - Chair of the Board of Trustees

Board of Trustees: Mrs Ann Whitehorn – General Trustee

RCSLT staff who are members of RCSLT:

Ms Kamini Gadhok MBE – Chief Executive Officer
Mrs Judith Broll – Director of Professional Development
Mr Amit Kulkarni – Research and Development Manager
Miss Kathryn Moyse – Outcome Measures Project Officer
Miss Katie Chadd – Research Assistant

Other RCSLT Members present: 29 other RCSLT members with voting rights attended

RCSLT Staff in attendance:

Mr Brian Gopsill – Director of Performance and Contracts / Company Secretary
Ms Dilnaz Gorwala – Executive Assistant

Introduction

The Chair read the Notice convening the meeting:

1. NOTICE CONVENING THE MEETING

A notice convening this Extraordinary General Meeting (EGM) of the Royal College of Speech and Language Therapists was read by the Chair. The Chair introduced herself and stated that the calling notice for this meeting, together with the agenda, explanatory notes and proxy voting forms had been circulated to all Members of the RCSLT, either by email or letter, and repeated in the December Bulletin. Hard copies of the agenda and explanatory notes were available to attendees in the room. All Full Members were eligible to vote at this meeting.

There were no apologies for absence.

The Company Secretary informed the meeting that 13 proxy votes had been received.

The Chair noted that there were more than 20 members eligible to vote present, and declared the meeting quorate.

2. EXPLANATORY STATEMENT

The Chair informed the meeting that the purpose of this EGM was to ask members to approve some changes to the RCSLT's constitutional documents. Members would be asked to vote on two Special Resolutions, each of which had to be passed by 75% of the members present and eligible to vote.

3. SPECIAL RESOLUTION 1: AMENDMENT TO THE MEMORANDUM OF ASSOCIATION CLAUSE 7

The Chair informed the meeting that at the Board meeting in July 2019, the trustees stated their adherence to the overall principle that those who apply for Board or Committee roles do so as they would want to "give back to the profession" as volunteers, rather than looking for a paid role. This is in accordance with a long-established general principle, endorsed by the Charity Commission. However, for several years, there has been a dispensation granted by the Charity Commission to allow the employer of the Chair of the Board to be reimbursed for the time spent by their employee as recognition of the considerable time commitment required by the Chair in order to fulfil their many duties, over and above those which would be ordinarily expected of a trustee. In Board discussions in July 2019, the issue of a similar treatment for the employer of the Deputy Chair arose, and the Board agreed to instruct the RCSLT's solicitor to make application to the Charity Commission for permission to amend the RCSLT's Memorandum of Association to allow for reimbursement of the employer of the Deputy Chair during the Deputy Chair's second year of office. This second year of office marks the assumption of greater responsibility in role as deputising for the Chair and preparing to eventually take over as Chair at the end of the second year. The Charity Commission has accepted the RCSLT's request and rationale, and has approved for Clause 7 of the Memorandum to be amended as shown in the wording of Special Resolution #1, which was shown on the agenda paper and is attached to, and forms part of, these minutes. It was noted that the payment is to be made to the *employer* of the Deputy Chair in recognition of the employer's reasonable expenses incurred in releasing the Deputy Chair to perform duties. The Deputy Chair receives no remuneration.

The first resolution, to consider and adopt the amendments to the Memorandum of Association Clause 7, was proposed by Maria Luscombe, seconded by Joyce Cook and was carried by a unanimous show of hands.

4. SPECIAL RESOLUTION 2: AMENDMENTS TO THE ARTICLES OF ASSOCIATION – ARTICLE 38

At an extraordinary meeting of the Board of Trustees on 11 February 2019, the Board approved that the country of England should in future be represented on the Board by two trustees, being the Country Representatives for England (North) and (South) respectively. This was in response to trustee experience that the workload associated with being the Country Representative for the whole of England was too much for one trustee. The Bylaws were amended to reflect this change at the same time, being within the gift of the Board to do so. It was noted that at a convenient time the Articles would require a minor amendment to reflect this change. Having taken legal advice, the minor amendments to Article 38 were proposed, as shown in the text of the Special Resolution #2 on the agenda papers and which are attached to, and form part of, these minutes. These amendments reflect the practical effects of the division of England into North and South regions.

The second resolution, to consider and adopt amendments to the Articles of Association, Article 38, was proposed by Eileen Kelman, seconded by Joyce Cook and was carried by a unanimous show of hands.

5. ANY OTHER BUSINESS

The Chair asked if there was any other business.

There was no further business.

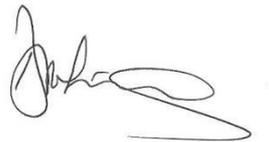
6. CLOSE OF MEETING

The meeting was closed at 12:50.

Certified as a true record of the proceedings:



Dr Della Money
Chair



Brian Gopsill ACIS
Company Secretary

Enclosures:

Agenda and explanatory notes to the EGM held on 5 December 2019.

Enclosure to the minutes of EGM held on 5 December 2019



ROYAL COLLEGE OF SPEECH & LANGUAGE THERAPISTS

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

EXTRAORDINARY GENERAL MEETING

to be held on Thursday 5 December 2019

at RCSLT HQ, 2 White Hart Yard, London SE1 1NX

commencing at 12.30 pm.

AGENDA

1. Notice convening the meeting
2. Explanatory statement by the Chair
3. Special Resolution 1 – amendment to the Memorandum of Association (*Vote on Special Resolution 1*)
4. Special Resolution 2 – amendment to the Articles of Association (*Vote on Special Resolution 2*)
5. Close of meeting

SPECIAL RESOLUTIONS

1. To amend the Memorandum of Association, clause 7, by the insertion of the highlighted words shown in ***emboldened, italicised font***:

“7. The income and property of the RCSLT, whencesoever derived, shall be applied solely towards the promotion of the objects of the RCSLT as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the RCSLT. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the RCSLT, or to any member of the RCSLT in return for any services actually rendered to the RCSLT, nor prevent the payment of interest at a rate not exceeding two per cent less than the minimum lending rate prescribed for the time being by the Bank of England or three per cent per annum whichever shall be the greater on money lent or reasonable and proper rent for premises demised or let by any member to the RCSLT nor prevent the gratuitous distribution among or sale at a discount to members of any periodicals, books or other literature published by the RCSLT or the

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admission of members to lectures, refresher courses, conferences and meetings held by the RCSLT free of charge or at a reduced charge; but so that (subject to clause 8) no member of the Board shall be appointed to any salaried office of the RCSLT or any office of the RCSLT paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the RCSLT to any member of the Board, except repayment of out-of-pocket expenses, payments to the employers of the Chair of the Board by way of reimbursement of the reasonable costs related to the loss of the employee, for the time spent carrying out duties as the Chair of the Board, **and payment to the employers of the Deputy Chair of the Board by way of reimbursement of the reasonable costs related to the loss of the employee in respect of the time spent carrying out duties as the Deputy Chair of the Board to a maximum of 26 days in the second year of office** and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the RCSLT, or the benefit of any such distribution or sale of literature as aforesaid or admission to lectures and other gatherings as aforesaid free of charge or at a reduced charge. The above prohibition against giving remuneration or benefits to members of the Board shall not apply to any payment to any company of which a member of the Board may be a member, and in which such member shall not hold more than one hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of any such payment”.

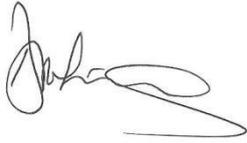
2. To amend the Articles of Association, clause 38, as shown in the tracked changes below:

38. (1) For the purposes of the election 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. **(Clause left unchanged).**

(2) ~~SPARE. Until otherwise prescribed in the Bylaws, one Country Representative shall represent each of the countries: England; Scotland; Northern Ireland and Wales. (Text of this clause deleted, and clause renumbered as “Spare”, as the countries are specified in the Bylaws).~~

(3) Country Representatives must practise within the country, or part of a country, they represent. **(Reflects and allows for the division of England into two parts and so that the Country Representative for England (North) must practice within England (North) region, and the Country Representative for England (South) must practice within England (South) region). The detailed division of England regions are stated in the Bylaws).**

(4) 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 vote for and, if eligible, to be nominated for election as Country Representative for the respective part of England. **(Reflects that the Bylaws now state to which region of England those members with BFPO addresses or who reside in the Channel Islands or the Isle of Man belong).**



Brian Gopsill ACIS
Company Secretary
For and on behalf of the Board

Appendix

Special Resolutions – explanatory notes

The purpose of this Extraordinary General Meeting 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 1

At their Board meeting in July 2019, the trustees stated their adherence to the overall principle that those who apply for Board or Committee roles do so as they would want to “give back to the profession” as volunteers, rather than looking for a paid role. This is in accordance with a long-established general principle, endorsed by the Charity Commission. However, for several years, there has been a dispensation granted by the Charity Commission to allow the *employer* of the Chair of the Board to be reimbursed for the time spent by their employee as recognition of the considerable time commitment required by the Chair in order to fulfil their many duties, over and above those which would be ordinarily expected of a trustee. In Board discussion in July 2019, the issue of a similar treatment for the *employer* of the Deputy Chair arose, and the Board agreed to instruct the RCSLT's solicitor to make application to the Charity Commission for permission to amend the RCSLT's Memorandum of Association to allow for reimbursement of the *employer* of the Deputy Chair during the Deputy Chair's *second* year of office, which marks the assumption of greater responsibility in her role as deputising for the Chair and preparing to eventually take over as Chair at the end of her second year. The Charity Commission has accepted the RCSLT's request and rationale, and has approved for Clause 7 of the Memorandum to be amended as shown in the wording of Special Resolution #1 above. It should be noted that the payment is to be made to the *employer* of the Deputy Chair in recognition of the *employer's* reasonable expenses incurred in releasing the Deputy Chair to perform her duties. The Deputy Chair herself receives *no* remuneration.

Special Resolution 2

At an extraordinary meeting of the Board of Trustees on 11 February 2019, the Board approved that the country of England should in future be represented on the Board by two trustees, being the Country Representatives for England (North) and (South) respectively. The Bylaws were amended to reflect this change at the same time. It was also noted that at a convenient time the Articles would require a minor amendment to reflect this change. Having taken legal advice, the minor amendments to Article 38 are proposed, as shown in the text of the Special Resolution above, to reflect the practical effects of the division of England into North and South regions.

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 EGM. *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.