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Royal College of Speech & Language Therapists

Annual General Meeting

Thursday, 11 October 2007



ITEM 6 Special Resolutions

WEDNESDAY



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A21 31/10/2007 3
COMPANIES HOUSE

Special Resolution 2008/01

THAT the Articles of Association of the College be amended by the insertion of a new article 35(6)
"35(6) The Council may, at its discretion, co-opt on to the Council from year-to-year 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 Council may require. Such co-opted members of the Council will have the right to vote at meetings of Council"

Explanation

Changes in the expectations of the Charities Commission and in Company governance make it important that the Council has the necessary range of expertise to enable them to make effective policy decisions. Council have already agreed that it is important to have the option of bringing lay members onto Council who can augment the skills of Trustees. The role of voting lay members would therefore be to add value to the work of the Council, particularly in the light of a changing external environment.

Special Resolution 2008/02

THAT the Articles of Association of the College be amended by the following amendment of article 57
In the first line, after "Secretary of the College", delete the words "who shall be called the Professional Director,"

Explanation

The Company Secretary is responsible for ensuring that the College complies with the many legal requirements, that effective liaison is maintained with the Charity Commission and Companies House, that statutory reports and returns are rendered as necessary and to act as an unbiased advisor to both Council and the Executive on matters of corporate governance. Historically this role has been undertaken by the Professional Director, but Council have agreed that this role should be delegated to another suitably qualified officer. The proposed change in the Article will give Council the flexibility to appoint a Company Secretary with the necessary training and background.

Special Resolution 2008/03

THAT the Articles of Association of the College be amended by the following amendment of article 20
In the first line, delete "twenty-one" and insert "fourteen"

Explanation

This change results from a change in the Companies Act 2006 (Section 307(1))

Special Resolution 2008/04

THAT the Articles of Association of the College be amended by the following amendment of article 36(5)
In the second sentence, delete "Finance Committee" and replace with "Finance and Organisational Resources Board or any such similar board in the future that may have responsibilities for the financial function"

Explanation

This reflects a change in the RCSLT Governance structure

Special Resolution 2008/05

THAT the Articles of Association of the College be amended by the following amendment of article 1
Between the definitions of "the College Office and the Council", insert "Committee A Committee or Board established by Council to oversee or carry out some specific function or functions of the College governance"

Explanation

This reflects changes in the RCSLT Governance structures

Certified that the above Special Resolutions were passed at AGM on 11 Oct 07.

[Signature]
B K GOSWAMI
Company Secretary