

**Minutes of an Extraordinary General Meeting of the
Royal College of Speech and Language Therapists
held on 7 July 2021 at 3.00pm
at Breadsall Priory Marriott Hotel & Country Club,
Moor Road, Morley, Derby, DE7 6DL.**

THURSDAY



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22/07/2021

#68

COMPANIES HOUSE

Attendees:	
In the Chair	Mary Heritage – Chair of Board of Trustees
Board of Trustees who are members of RCSLT	Janet Chambers Andrea Robinson Angela Shimada Frances Johnstone Pauline Downie Lisa Chess
RCSLT staff who are members of RCSLT	Kamini Gadhok MBE – Chief Executive Officer
Other RCSLT Members present	12 other members
Other Trustees in attendance	Richard Cryer
RCSLT Staff in attendance	Karen Willis – Director of Finance & Resources/Company Secretary Derek Munn – Director of Policy & Public Affairs Rachel Purkett – Director of Engagement & Communications

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 Chair noted that there were 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 one Special Resolution, which has to be passed by 75% of the members present and eligible to vote.

3. SPECIAL RESOLUTION 1: To add new Articles to the Articles of Association and to make minor amendments pursuant to the above or for clarity

The Chair informed the meeting that the purpose of the Extraordinary General Meeting was to explain, and invite the membership to vote on, an amendment to the RCSLT's constitutional document, the Memorandum and Articles of Association. The current RCSLT Memorandum & Articles only allows for the holding of in-person (physical) general meetings. Following the declaration of the global pandemic in March 2020 government legislation was enacted to allow the holding of virtual or hybrid general meetings irrespective of the provisions in a company's articles. RCSLT held a virtual AGM in December 2020 under these provisions. The provision in the legislation expired on 31 March 2021. RCSLT will not be holding a physical conference in 2021 but wishes to ensure that as many members as possible are able to participate in the governance of the organisation by attending general meetings. RCSLT plans to hold the next AGM in the autumn of this year as a virtual or hybrid meeting.

Having taken legal advice, changes to the Articles of Association are proposed to allow for the holding of virtual and hybrid as well as in-person general meetings. In May 2021 the Board approved, by email, the proposed changes to the Articles of Association. The wording of the Special Resolution is **"To add new Articles 21, 22, 24, 25, 26 and 33 to the Articles of Association to allow for the holding of physical, virtual and hybrid general meetings of members and to make minor amendments pursuant to the above or for clarity"**.

The resolution, to consider and adopt the new Articles to the Articles of Association and to make minor amendments pursuant to the above or for clarity, was proposed by Frances Johnstone and seconded by Lisa Salton and was carried by a unanimous show of hands.

4. ANY OTHER BUSINESS

The Chair asked if there was any other business.

There was no further business.

5. CLOSE OF MEETING

The meeting was closed at 3.20 pm.

Certified as a true record of the proceedings:



Ms Mary Heritage
Chair



Mrs Karen Willis FCA
Company Secretary

Enclosures:

Agenda and explanatory notes to the EGM held on 7 July 2021.

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Enclosure to the minutes of EGM held on 7 July 2021



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 Wednesday 7 July 2021

**at Breadsall Priory Marriott Hotel & Country Club, Moor Road,
Morley, Derby, DE7 6DL**

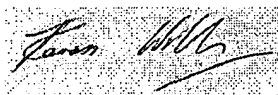
commencing at 3.00pm.

AGENDA

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

SPECIAL RESOLUTION

To add new Articles 21, 22, 24, 25, 26 and 33 to the Articles of Association to allow for the holding of physical, virtual and hybrid general meetings of members and to make minor amendments pursuant to the above or for clarity as set out in the accompanying briefing note.



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

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Appendix

Special Resolution – briefing note

The purpose of this Extraordinary General Meeting is to explain, and invite the membership to vote on, an amendment to the RCSLT's constitutional document, the Memorandum and Articles of Association. The current RCSLT Memorandum & Articles only allows for the holding of in-person (physical) general meetings. Following the declaration of the global pandemic in March 2020 government legislation was enacted to allow the holding of virtual or hybrid general meetings irrespective of the provisions in a company's articles. RCSLT held a virtual AGM in December 2020 under these provisions. The provision in the legislation expired on 31 March 2021. RCSLT will not be holding a physical conference in 2021 but wishes to ensure that as many members as possible are able to participate in the governance of the organisation by attending general meetings. RCSLT plans to hold the next AGM in the autumn of this year as a virtual or hybrid meeting.

Having taken legal advice, changes to the Articles of Association are proposed to allow for the holding of virtual and hybrid as well as in-person general meetings. In May 2021 the Board approved, by email, the proposed changes to the Articles of Association. The wording of the Special Resolution is **"To add new Articles 21, 22, 24, 25, 26 and 33 to the Articles of Association to allow for the holding of physical, virtual and hybrid general meetings of members and to make minor amendments pursuant to the above or for clarity"**.

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

RCSLT Articles of Association – Changes showing full wording

	General Meetings
Article 21	The Board shall determine whether a general meeting (including an Annual General Meeting) is to be held as a physical general meeting, a virtual general meeting or a hybrid general meeting. The Board may call general meetings whenever and at such times and places (including virtual platforms) as it shall determine.
Article 22	The notice shall specify: a) whether the meeting shall be a physical, virtual or hybrid general meeting; b) for physical general meetings, the time, date and place of the meeting; c) for virtual general meetings, the time, date and virtual platform for the meeting; d) for hybrid general meetings, the time, date and place of the meeting and the virtual platform for the meeting and shall set out all proposed special and extraordinary resolutions and describe generally the nature of the business to be transacted.
Article 24	In relation to physical general meetings, the right of members to participate in the business of the meeting shall include without limitation the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have electronic access to all documents which are required by the Act or the Articles to be made available at the meeting.
Article 25	In relation to virtual and hybrid general meetings: (a) the Board and the chair of the meeting may make any arrangement and impose any requirement they regards as necessary to ensure the identification of those participating and the security of the virtual platform; (b) the right of members to participate in the business of the meeting shall include without limitation the right to speak, vote on a poll, be represented by a proxy and have virtual access to all documents which are required by the Act or the Articles to be made available at the meeting;

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	(c) the members present shall be counted in the quorum for the meeting and the meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members may participate as specified in (b) above.
Article 26	If it appears to the chair of a virtual or hybrid general meeting that the virtual platform or facilities at the meeting have become inadequate for the purposes referred to in Article 25, then the chair may, without the consent of the meeting, interrupt or adjourn the meeting. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 31 shall apply to that adjournment.
Article 33	Unless the Board otherwise determines, all resolutions put to the members at a virtual or hybrid general meeting shall be voted on by a poll, which poll votes may be cast by such electronic means as the Board in its sole discretion authorises for the purpose of the meeting.
Other minor non-material amendments	
Definitions and Interpretation section at start of the Articles - Minor amendments to define hybrid, physical and virtual general meetings.	
Other minor, non-material, amendments of clarification or typographical nature and re-numbering in Articles, 18, 21, 24, 26, 27, 28, 31 and 41. Text of amendments follows:	
<p>17. The RCSLT shall hold a general meeting in every calendar year as its Annual General Meeting in addition to any other general meetings in the year. It shall be specified to be the Annual General Meeting in the notice calling it. Not more than fifteen months shall elapse between one Annual General Meeting and the next.</p> <p>20. At least fourteen days' notice in writing of every Annual General Meeting (together with a copy of the Annual Report for the preceding year) and of every other general meeting, shall be given to such persons (including the Auditors) as are under the Articles or under the Act entitled to receive such notice from the RCSLT.</p> <p>23. A meeting may be convened by shorter notice than set out in Article 20 with the consent of all the members having the right to attend and vote in the case of an Annual General Meeting, or with the consent of such proportion of members as is prescribed by the Act in the case of an Extraordinary General Meeting.</p> <p>29. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place or virtual platform or to such other day, time and place or virtual platform as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall form a quorum.</p> <p>31. The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall do so if directed by the meeting), adjourn the meeting from time to time, and from place to place (which shall include virtual platforms), but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting from which the adjournment took place. In addition, the chair of a virtual or hybrid general meeting may adjourn the meeting under Article 26 to such time or place (which shall include virtual platforms) as the chair may in his or her absolute discretion determine, notwithstanding that by reason of such adjournment some members may be unable to be present at the adjourned meeting. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as that of the original meeting. Otherwise, it shall not be necessary to give notice of an adjournment.</p> <p>32. A resolution put to the vote of a physical general meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by the chair of the meeting or by at least three members entitled to vote and present in person or by proxy. Unless a poll is so demanded, a declaration by the chair that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the RCSLT shall be conclusive evidence of the fact without proof of</p>	

the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn before the poll is taken.

34. No poll shall be demanded at any general meeting on the election of the chair of a meeting or on any question of adjournment. A poll demanded on any other question shall be taken either at the meeting or at such time and place or virtual platform and in such manner as the chair of the meeting directs and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

37. Only those members entitled to vote whose subscriptions to the RCSLT are paid up to date may vote at any general meeting either personally or by proxy, or as a proxy for another member.

47. If, after the election of Trustees, there remains for any reason any vacancy among the elected Trustees (other than the Chair or Deputy Chair) at any Annual General Meeting, a by-election for such vacancy shall be held by ballot in accordance with the procedure set out in the Bylaws unless, at the discretion of the Board, it decides either to appoint an existing Trustee to the vacancy (in which case the office of that Trustee shall be filled by means of a by-election in the same manner or by appointment by the Board of an eligible Full Member) or to appoint an eligible Full Member to the casual vacancy which has arisen. Every Trustee elected or appointed in accordance with this Article shall serve until the third Annual General Meeting after his/her election or appointment when he/she shall be eligible for re-election.

END

Other minor, non-material, amendments being re-numbering of the following articles:

Old	New
19	18
20	19
22	27
23	28
25	30
29	35
30	36
32-40	38-46
42-67	48-73

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.

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