



The Society of Radiographers Ltd
Company No. 00169483
Minutes of the 2023 Annual General Meeting
Held Virtually by Teams Webinar on Tuesday, 25 April 2023

1. Preamble

The 2023 Annual General Meeting (AGM) of the Society of Radiographers Ltd (SoR) commenced at 18:00h on Tuesday, 25 April 2023. The meeting was held virtually by Teams webinar and chaired by Ross McGhee, President of the SoR. There were 71 members attending the virtual AGM, which did not include student members, Panel members or SoR staff in attendance. There were a further two members voting by proxy with the Chair. This fulfilled the requirement for a quorum, which is 20 members present.

The President set the context for the stated items of business to be transacted, introduced CEO Richard Evans and Dilip Manek, Executive Director of Finance and Operations (EDFO) as the Panel, presented member apologies and explained the webinar format. Members were informed of their ability to ask questions or vote using the electronic raised hand function. Members were informed that for the ordinary resolutions to be carried, that 50 % or more of the votes cast were required to be in favour.

The President reminded members that the documentation supporting all items of general and ordinary business had been circulated with the AGM notice and had also been made available on the SoR website. The President invited the CEO to present an overview of the SoR highlights and achievements 2021-22.

2. Items of General Business

Business item 1: *To receive and note the minutes of the 2022 Annual General Meeting of the Society of Radiographers Ltd held on 17 May 2022.*

The President drew the attention of those present to the minutes of the 2022 AGM of the SoR. It was explained that UK Council had approved these minutes at its meeting held on 20 July 2022 and agreed their inclusion in the agenda for the 2023 meeting. The meeting duly noted the minutes.

3. Items of Ordinary Business

Ordinary Resolution 1: *To receive and consider the SoR's audited consolidated accounts for year ended 30 September 2022, together with the independent auditor's report and directors' report for year ended 30 September 2022*

The President invited the EDFO to speak to the 2021-22 statutory accounts and reports for the year ended 30 September 2022. The EDFO reported that the group's financial position continued to be positive, with strong financial performance and a robust investment portfolio. The auditor's report was clean and had raised no material concerns in relation to financial or business process matters. The President invited questions and there was none.

The President called for a vote to receive and consider the SoR audited consolidated accounts for the year ended 30 September 2022, together with the independent auditor's report and directors' report for year ended 30 September 2022. The resolution was carried on a show of hands.

Ordinary Resolution 2: *To re-appoint Crowe LLP UK as independent Auditor of the Company, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise UK Council to determine the manner in which their fee is fixed.*

The President invited the EDFO to speak to this item, who noted the long standing and productive relationship with Crowe LLP UK. Auditor independence and objectivity had been maintained through the rotation of audit partners and the staff deployed on the audit field work each year. The EDFO concluded by recommending their re-appointment as auditors to the company. The President invited questions and there was none.

The President called for a vote to re-appoint Crowe LLP UK as independent Auditor of the Company, to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise UK Council to determine the manner in which their fee is fixed. The resolution was carried on a show of hands.

Ordinary Resolution 3: *to authorise the Company to make political expenditure from the Company's Political Fund up to an amount of £510k pursuant to Part 14 of the Companies Act 2006 for appropriate political campaign expenditure, from the end of the Annual General Meeting to the end of the Annual General Meeting of the Company in 2027 or, if earlier, the expiry of the period of four years from the end of the Annual General Meeting.*

The President invited the CEO to give an overview of this item including the legal and regulatory background supporting the SoR's operation as a trade union. The President invited questions and there was none.

The President called for a vote to authorise the Company to make political expenditure from the Company's Political Fund up to an amount of £510k pursuant to Part 14 of the Companies Act 2006 for appropriate political campaign expenditure, from the end of the Annual General Meeting to the end of the Annual General Meeting of the Company in 2027 or, if earlier, the expiry of the period of four years from the end of the Annual General Meeting. The resolution was carried on a show of hands.

4. Meeting Conclusion

The President thanked members for attending the AGM. There being no further business the AGM concluded at 18:26h.

Ross McGhee