



## The Society of Radiographers

### Minutes of the 2022 Annual General Meeting Held by Teams Webinar on Tuesday 17<sup>th</sup> May 2022 at 6.30pm

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The 2022 Annual General Meeting (AGM) of the Society of Radiographers Ltd. (SoR) commenced at 6.30pm on Tuesday 17<sup>th</sup> May 2022. The meeting was held by webinar and chaired by Claire Donaldson, President of the SoR. Confirmation was made prior to the start of business that there were over 20 members present, which did not include the panel members, or Executive Directors and SoR staff in attendance. This fulfilled the requirement for a quorum, which is 20 members. In the opening remarks, the President set the context for the stated items of business to be transacted. The CEO also explained the webinar format and informed members of their ability to ask questions or vote using a raised hand function.

#### 1. Minutes of the 2021 Annual General Meeting of the Society of Radiographers

**Business item 1:** *To note the minutes of the 2021 Annual General Meeting of the Society of Radiographers held on 9<sup>th</sup> July 2021.*

The President drew the attention of those present to the minutes of the 2022 AGM of the SoR, which had been made available prior to the AGM and were also presented as attachments on the webinar site. It was explained that UK Council had approved these minutes and agreed their inclusion in the agenda for this AGM at its meeting held on 9<sup>th</sup> November 2021. The meeting duly noted the minutes.

#### 2. SoR Annual Report of Council and Accounts for the Year Ended 30 September 2021

**Resolution 1:** *To receive, consider and adopt the audited accounts for the year ended 30 September 2021, together with the reports of the Council and the Auditors*

The President invited the CEO to speak to the 2021 Annual Report and accounts for the year ended 30<sup>th</sup> September 2021. The CEO reported that during the year the Society Council and College Trustees oversaw work to plan their new three-year strategic plan, which had been delayed by the effects of the pandemic into early 2021 but was now published and informing the work of Council and staff. The organisation had responded well to a fast move to online working during the pandemic. He thanked Council Members and staff for their hard work during this challenging time. Referring to the audited accounts, the CEO reported that expenditure had been less than previous years due to there being no meetings or events held during the lockdowns, but that activity was now increasing.

The Report highlighted work streams of the Industrial Relations and Professional teams against the strategic objectives. Workstreams for the College of Radiographers and the Benevolent Fund were also outlined in the Report. The patient voice continues to be a priority for the Society of Radiographers, and to this end there had been a significant amount of collaborative work to increase patient and public involvement in the Society's work.

Turning to the audit of the statutory accounts for the year ended 30<sup>th</sup> September 2020, the Executive Director of Finance and Operations explained that the Auditors had not exercised their right to attend the AGM, as was their established practice. Instead, the Audit Manager had attended the January 2022 meeting of UK Council in order to run through and discuss the audit findings in detail enabling any concerns to be raised. This discussion was reflected in the minutes of the Council meeting in appropriate detail. The EDFO reported that no concerns had been raised and the Auditors had proceeded to sign the Report and Accounts with an unmodified audit opinion.

The full audited Report and Accounts to 30<sup>th</sup> September 2021 were available on the website and were also made available to meeting attendees. The President invited questions; none were raised.

The President then called for a vote for the adoption of the audited accounts for the year ended 30 September 2020 and Reports of the Society Council and Auditors. The resolution was carried by a show of hands showing no objections.

### 3. **Appointment of Auditors**

**Resolution 2:** *To re-appoint Crowe UK as Auditors and to authorise the Council to fix their remuneration.*

The President asked the Executive Director of Finance and Operations (EDFO) to speak to this item of business.

The EDFO noted the longstanding and productive relationship with Crowe UK as Auditors to the Society and College and as the Independent Examiner of the Society of Radiographers Benevolent Fund. During this period The auditors had adapted to remote examination of the Society's financial processes, and it is likely that this form of working will continue.

The EDFO concluded by recommending the re-appointment of Crowe UK as Auditors to the organisation.

The President asked if there were any questions. There were none.

The President called for a vote on the re-appointment of Crowe UK and to authorise Council to determine their fee. The resolution was carried by a show of hands

### 4. **To adopt the Articles of Association**

The President asked members to consider and adopt the following Special Resolution:

*That the draft regulations presented to the Meeting be adopted as articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association including the relevant provisions of the Memorandum of Association that would otherwise be treated as provisions of the Articles of Association under section 28 of the Companies Act 2006.*

The President asked the CEO to speak to this item of business. The CEO informed members the proposed alteration to the Articles had been circulated prior to the meeting and was available as an attachment on the webinar site.

The first proposed change relates to limiting the time that Regional Representatives to Council can serve without standing down. There is currently no limit. It is proposed that Council Members be limited to serving three consecutive three-year terms.

The second proposal relates to the annual election of a Vice President of the Society. Currently this role is decided by standing Council Members. It is proposed that this election be opened up to the Society membership.

The President asked if there were any questions, and there were none.

The President called for a vote on the adoption of the Special Resolution. The resolution was carried by a show of hands with no objections.

There being no other business the AGM concluded at 7.10pm.