

# Changes to SoR's Articles

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## The Society of Radiographers

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## 1 Background

- 1.1 We have been asked to prepare this note for the members (the "**Members**") of the Society of Radiographers (the "**Society**") by UK Council in relation to a review of aspects of the Society's articles of association (the "**Articles**") which UK Council has carried out with our support.
- 1.2 This note is intended to explain the proposed changes to the Articles arising from the review, which the Members will be asked to resolve to approve at the 2026 AGM of the Society.
- 1.3 From time to time the Society receives applications for positions of employment at the Society from members of UK Council and from trustees of the College of Radiographers (the "**College**"), which is the charitable subsidiary of the Society. This has prompted a review of our approach to this situation.
- 1.4 The proposed changes to the Articles have been drafted in compliance with the provisions of the Trade Union and Labour Relations (Consolidation) Act 1992, which regulates appointments to certain positions within a trade union, including appointments to UK Council. The Society's Articles are already consistent with these provisions.

### **Taking up a position of employment at the Society or College**

- 1.5 Following the receipt of applications for employment at the Society from members of UK Council and trustees of the College, the Society considered the challenges arising where an individual acts as both an employee and a Member, or as both an employee and a member of UK Council and raised the following concerns:
  - 1.5.1 Members of UK Council (as the governing body of the Society, responsible for overseeing its operations and making decisions in the best interests of the Society and the Members) may, in certain situations, be involved in governing their own conduct as an employee, which could compromise the objectivity and independence required in their role as a UK Council member. It is the view of UK Council that this creates an inherent and unmanageable conflict of interest for individuals holding such dual positions.
  - 1.5.2 Members of UK Council have access to confidential information that it would not necessarily be appropriate to make available to employees of the Society, other than the executive team.
  - 1.5.3 It would not be appropriate for employees of the Society or College to influence decision making of the Members of the Society.
- 1.6 To address these issues, it was deemed necessary to establish a clear distinction between employees of the Society or College, and members of UK Council. Additionally, given the close relationship between the Society and the College, and considering the additional restrictions imposed on the College and its trustees by charity law, it was determined that employees of the Society or the College should not also serve as trustees of the College.
- 1.7 The proposed amended Articles ensure that, where an individual wishes to take up a position of employment at the Society or at the College, they cannot also be a member of UK Council.

- 1.8 The proposed amended Articles also ensure that, where an individual wishes to take up a position of employment at the Society or at the College, they cannot vote on Member business of the Society.
- 1.9 As mentioned above, it is the view of UK Council that employees of the Society or College have an inherent and unmanageable conflict of interest in being both an employee the Society or College and also being part of the decision making of the Society; whether that is by holding a position on UK Council (i.e. being a director of the Society) or by voting on Member business.

### Handbooks

- 1.10 It is proposed that UK Council will make corresponding amendments to the rules of the Society, which are contained in the Handbook for UK Council (referred to in the Articles as the "**Governance Handbook**") and the Handbook for Members (referred to in the Articles as the "**Members' Handbook**"). These changes will be made if the Members approve the proposed draft Articles at the 2026 AGM.
- 1.11 The key proposed changes are summarised below.

## 2 Key provisions

Article	Key provisions	Summary of effect
1.1	The definition of "Handbooks" has been amended to avoid a duplicated definition.	Amended article 1.1 does not change the position of the Handbooks as the Rules of the Society.
1.1	A "Staff Member" is defined as a Member who is also an employee of the Society or of the College.	This creates a new category of Member.  Further changes to the Articles below alter the way in which a Staff Member can participate in Member business of the Society and their ability to be elected as member of UK Council.
6.7, 7.1 and 8.1	Staff Members may attend but will not be entitled to vote at general meetings of the Society.	This ensures that the challenges identified above do not affect the way in which Members of the Society vote at general meetings.
9.13	The office of a member of the UK Council will automatically be vacated if the individual becomes an employee of the College or of the Society.	This removes the challenges identified above that arise for employees of the Society or College who become UK Council members.  A corresponding amendment in the Governance Handbook will confirm that Staff Members may not stand in or vote

		in the Society's elections of UK Council Members.
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