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THE SOCIETY OF
RADIOGRAPHERS

The Society of Radiographers Limited

(Company No. 00169483) (“the Company”)

A company limited by guarantee and not having a share capital

Notice of the Annual General Meeting

Of the Company to be held at 6:00pm BST

On Tuesday, 25 April 2023

Held electronically as an online meeting via MS Teams Webinar

Notice is hereby given that the Annual General Meeting of The Society of Radiographers will be held on Tuesday, 25 April 2023, commencing at 6:00pm (18:00h) BST for the following purposes:

Ordinary Resolutions

To consider, and if thought fit, to pass the following Ordinary Resolutions:

- i) To resolve to receive and consider the Company’s consolidated accounts, together with the independent Auditor’s report and the Directors’ report, all for the financial year ended 30 September 2022.
- ii) To resolve to reappoint Crowe UK LLP 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.
- iii) To resolve 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.

General Business

- i) To receive and note the minutes of the Company's 17 May 2022 AGM.

A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of them/him/her.

The meeting should finish by 6.30pm.

Virtual Attendance

This meeting will be held electronically as an online meeting, via Microsoft Teams. Members wishing to attend need to register in advance. Members are requested to notify the Company of their intention to attend by registering for the meeting using [this link](#) by **midday on Monday, 24 April 2023**.

By Order of the UK Council

Ross McGhee
President of The Society of Radiographers

Richard Evans
Chief Executive and Secretary of The Society of Radiographers

Date: 3 April 2023

Registered Office: 207 Providence Square, Mill Street, London SE1 2EW, UK

**** Please refer to the Explanatory Notes Overleaf for Further Information****

Explanatory Notes
The Society of Radiographers Annual General Meeting (AGM)
25 April 2023

Virtual AGM

The Society of Radiographers Annual General Meeting will be held electronically, by way of an online meeting via a Microsoft Teams webinar. The Company is permitted to hold the meeting this way in accordance with its Articles of Association, in particular articles 4.1 to 4.4.

Resolutions

- Resolution i) is a resolution to receive and consider the Company's consolidated accounts, together with the independent Auditor's report and the Directors' report, all for the financial year ended 30 September 2022. This is proposed as an Ordinary Resolution.

- Resolution ii) is a resolution to reappoint Crowe UK LLP 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. This is proposed as an Ordinary Resolution.

- Resolution iii) is a resolution 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 4 years from the end of the Annual General Meeting. This is proposed as an ordinary resolution.

Voting

Voting on the resolutions will be by an electronic show of hands unless a poll is called in accordance with the Company's Articles of Association, when votes cast by both an electronic show of hands and by proxies will be counted. An Ordinary Resolution requires 50% or more of the votes cast to be in favour.

All Members of the Company may vote. Every Member will have one vote, whether voting by an electronic show of hands or by proxy. Student Members may attend but not vote.

Admittance to the AGM

Admittance to the meeting will only be granted to those who can show evidence of current membership.

Registration for the AGM

Members who wish to attend the AGM should register their attendance for the virtual Microsoft Teams meeting by clicking [this link](#). Alternatively, Members may contact the Governance Manager Zoe Willenbrock by email at zoew@sor.org and ask to be sent the meeting registration link.

Proxies

A Member who will not be present is entitled to appoint the Chair of the meeting or another Member of the Company to attend electronically and vote on their behalf. A proxy form is to be found overleaf which contains instructions for Members about how to appoint either the Chair or another Member to act as their proxy.

A Member can use the proxy form to direct their proxy how to vote on the resolutions which will be proposed at the AGM by deleting one of the words "for" or "against" in relation to each resolution. Alternatively, a Member can choose to allow their proxy to vote as they see fit on the resolutions by not deleting either word 'for' or 'against' in relation to each resolution.

To be valid and effective, a completed and signed proxy form must be returned by hand or by post to the Company at 207 Providence Square, Mill Street, London SE1 2EW, UK, or by email to zoew@sor.org, in each case so as to reach **Zoe Willenbrock, the Company's Governance Manager, before 6:00pm BST on Sunday, 23 April 2023.**

If a Member's proxy form needs to be executed by another person on behalf of the Member (e.g. by an attorney), a copy of the document which authorises that person to act on the Member's behalf must also be returned to the Company in accordance with the instructions set out above. If a Member requires any support in relation to this, please contact Zoe Willenbrock at zoew@sor.org.

Meeting Documentation

All meeting papers are attached to the accompanying letter via a link and may also be found [here](#) on The Society of Radiographers website.

Meeting Agenda

The agenda will comprise:

- Chair's opening remarks, introductions.
- An overview of the achievements of The Society of Radiographers 2022/23.
- Receive and note the minutes of the Company's AGM on 17 May 2022.
- Receive the Company's consolidated accounts, independent Auditor's report and Directors' report, year ended 30 September 2022.

- Reappoint Crowe UK LLP as independent Auditor of the Company and authorise UK Council to determine the manner in which their fee is fixed.
- Authorise the Company to make political expenditure from the Company's political fund.
- Chair's closing remarks.

Further Information

For further information please contact Zoe Willenbrock Governance Manager by email zoew@sor.org