

Changes to SoR's Articles of Association

Guidance Note

Society of Radiographers

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 key changes to the Articles arising from the review which they will be asked to resolve to approve at the 2024 AGM of the Society
- 1.3 The review was prompted by the Presidential inauguration in summer 2023, when the current President began their term of office on a non-voting basis, on the basis that they were not then elected to UK Council.
- 1.4 Whilst updating the Articles to better cater for this scenario, UK Council have also taken the opportunity to make some further amendments to modernise the Articles and improve their clarity and flexibility in a number of respects, including confirming expressly the way in which the Society's Vice-President, President-Elect, President and Immediate Past President (referred to in the draft Articles as the "**Presidential Team**") are appointed in practice. Changes are also proposed to use gender neutral terms throughout.
- 1.5 The proposed changes to the Articles have been drafted in order to ensure that they comply with the provisions of the Trade Union and Labour Relations (Consolidation) Act 1992, which regulates appointments to certain positions within a trade union, including the president. The Society's Articles are already consistent with these provisions, but UK Council has aimed to update and clarify the way in which the Articles apply within the 1992 Act.

The Presidential Team

- 1.6 In summary, the practice adopted by the Society as regards the appointment of the Presidential Team is that the Members elect a Vice-President (who will be a member of UK Council) by way of a ballot carried out by electronic means and that the Vice-President will then typically succeed through the Presidential Teams posts in the following way:
 - 1.6.1 after serving one year as the Vice-President, the Vice-President will become the President-Elect;
 - 1.6.2 after serving one year as the President-Elect, the President-Elect will become the President; and
 - 1.6.3 after serving one year as the President, the President will become the Immediate Past President.
- 1.7 The proposed draft Articles enable UK Council to take a number of steps in response to this scenario, so that, wherever possible, the Society can ensure that it has a President. These steps are outlined in the draft Articles (Article 9.21) and are in summary:
 - 1.7.1 to arrange for the election of a replacement President by the Society's Members;
 - 1.7.2 to "advance" the appointment of the Vice-President or President-Elect to the Presidency; and/or
 - 1.7.3 to appoint the President to act on an "ex-officio" basis.

- 1.8 The draft Articles envisage that an ex-officio President may attend meetings of UK Council to provide factual information or technical or professional advice in respect of the matters being considered. They will not be entitled to vote or count in the quorum at any such meeting.

Immediate Past President

- 1.9 The only member of the Presidential Team not referred to in proposed draft article 9.21 is the Immediate Past President ("**IPP**"), whose appointment is addressed in draft article 9.20. Draft Article 9.20 is very similar to the existing provisions in the Articles relating to the IPP and allow the IPP to continue to act as a member of UK Council as long as their term of office on UK Council continues or, in the event that their term of office on UK Council has ended (and they have not been re-elected to UK Council) to act as an "ex-officio" IPP.

- 1.10 If acting as an ex-officio IPP, they must only attend UK Council meetings to provide information and advice. They will not be entitled to vote or count in the quorum at any such meeting and will not be able to preside as Chair. In this instance, another member of UK Council would be appointed as the Chair.

Handbooks

- 1.11 It is proposed that UK Council will make a number of amendments to the rules of the Society, which are contained in the Handbook for Members (referred to in the draft Articles as the "Members' Handbook") and the Handbook for UK Council (referred to in the draft Articles as the "Governance Handbook"). These changes will be made if the Members approve the proposed draft Articles at the 2024 AGM. The draft Articles also identify the Members' Handbook and the Governance Handbook as rules of the Society.
- 1.12 The key proposed changes are summarised below; this is not a line by line explanation of the proposed changes, but is intended to identify the key points for the Members of the Society.

2 Key provisions

Article(s)	Key provisions	Issues for UK Council to note / consider
9.1 - 9.5	<p>The composition of UK Council is made up of:</p> <ul style="list-style-type: none"> • elected members (elected in accordance with article 9.5); • any "ex-officio Immediate Past President"; • any other "ex-officio" member of the Presidential Team; and • any elected replacement President. 	<p>Amended articles 9.1 to 9.5 do not materially change the way that the UK Council is elected.</p> <p>The amendments clarify that the members of the UK Council are elected in accordance with the legal provisions and that:</p> <ul style="list-style-type: none"> • any IPP who loses their seat on UK Council can hold the position on an ex-officio basis (as existing article 9.11 provides); and • any other member of the Presidential Team who loses their seat on UK Council can hold

		<p>the position on an ex-officio basis (this is a new addition to the amended Articles and is in accordance with new article 9.21 - see below for further information), and</p> <ul style="list-style-type: none"> any replacement President elected as a result of the former President losing their seat on UK Council, will be a member of UK Council. <p>The Articles have been amended to allow the Members' Handbook to specify categories of Membership that are excluded from being a member of UK Council. The Handbook excludes Student Members and Overseas Members if they are outside the United Kingdom throughout the period during which votes may be cast, from voting in an election and from being nominated as a candidate for UK Council.</p> <p>The exclusion of those in a category (or "class") of Membership is permitted under legislation, provided that all Members of that category are excluded and provided that the category is not determined by reference to whom the Society wishes to exclude (i.e. by reverse engineering a category, for exclusionary purposes).</p>
9.6	All members of UK Council will take up office on 1 July following their election by the Members of the Society.	<p>All newly elected members of UK Council will be appointed as company law directors of the Society from 1 July.</p> <p>This provides clarity in respect of their appointment and retirement dates.</p> <p>This also ensures consistency in appointment and retirement dates across members of the UK Council (with the exception of any casual vacancies that are filled on different dates).</p>

9.7 - 9.9	<p>Unless a member of UK Council vacates office in accordance with amended article 9.13, they are appointed for a 3 year term of office and may serve (if re-elected by the Members in a qualifying election) for a further 2 consecutive terms.</p> <p>Following 3 consecutive terms of office, a member of UK Council can only be re-elected in the event that (i) at least 12 months has passed since they vacated, or (ii) the UK Council resolves it is in the best interests of the Society for that person to be eligible for re-election for such number of further terms of up to 3 years as UK Council shall decide.</p>	<p>Articles 9.7 to 9.9 do not materially change the provisions in respect of UK Council members' terms of office.</p> <p>Existing references to 1 and 2 year terms have been removed (these are in existing article 9.4) as these terms of office (which were relevant on a previous change to the articles) are no longer relevant.</p>
9.10	<p>Article 9.10 reflect existing article 9.13.</p>	<p>Article 9.10 is unchanged, except for a clarification in respect of the eligibility of the member of UK Council to be re-elected (i.e. in accordance with new article 9.4).</p>
9.11	<p>Article 9.11 is a new article which provides that, in the event that there is a vacancy remaining following elections of UK Council, the other members of UK Council may decide to hold an additional election to fill such vacancy.</p>	<p>Article 9.11 provides flexibility for UK Council to arrange for additional elections of unfilled positions on UK Council, in the event that the initial election of UK Council fails to produce a suitable candidate for any reason. This may be because:</p> <ul style="list-style-type: none"> • a lack of nominations of candidates in that English Region or Country; or • because the elected candidate is prevented from taking office because one of the reasons mentioned in Article 9.13, for example, if after the election, but prior to the Election Date, they are discovered to be bankrupt. <p>Article 9.11 provides that someone appointed to fill an unfilled position will hold office until those in the same "cohort" of members of UK Council are</p>

		due to retire. This is in order to ensure that the relevant cohort's terms of office expire on 30 June in the same year.
9.12	Article 9.12 reflects existing article 9.14	This Article is unchanged.
9.13	Members of UK Council will vacate office if one of the circumstances listed in this draft article applies.	<p>These provisions are in the essentially same form as the existing Articles with the exception of the following:</p> <ul style="list-style-type: none"> • there is now an express reference to the death of a member of UK Council; • there is a new provision that means a member of UK will cease to hold office if they are subject to any sanction as a consequence of any type of fitness to practice or professional disciplinary action; • there are new provisions giving the UK Council a discretion to remove a member of UK Council where their conduct is not considered to be in the best interests of the Society, which may include e.g. conduct that does not comprise a criminal offence but which damages the Society's reputation (e.g. social media activity where the link between the member and the Society is clear); and • the existing provision requiring the vacation of office on attaining 70 years of age has been removed, on the basis that provisions of this kind may be considered discriminatory under equalities legislation.
9.14 - 9.16	The Presidential Team will consist of the Vice-President, President-Elect, President and Immediate Past	There are now express provisions in respect of the composition of the Presidential Team. This is intended to "signpost" the position more clearly.

	<p>President and any ex-officio office holder.</p> <p>All members of the Presidential Team will hold office as long as they hold their position on UK Council.</p>	<p>There is now an express provision to confirm that a member of the Presidential Team who ceases to be a member of UK Council will also cease to be a member of the Presidential Team unless appointed on an ex-officio basis (see draft Article 9.15).</p>
9.17 - 9.18	<p>Each year, the Society's Members will elect a Vice-President, by electronic ballot, from amongst the members of UK Council.</p> <p>The Vice-President will take up office on 1 July and will, on the first anniversary of their election, take up the position as President-Elect, on the second anniversary take up the position as the President and, on the third anniversary, take up the position as Immediate Past President (if invited to do so by UK Council).</p>	<p>The amended articles expressly provide for the succession of the Vice-President (as happens in practice).</p> <p>The appointment date will be 1 July in each year, to coincide with the commencement of the term of office for members of UK Council.</p>
9.19	<p>The English Region or Country which elected the member of UK Council holding the office of President, will be entitled to elect a substitute representative for the relevant period.</p> <p>This substitute will not be entitled to vote or count in the quorum. The substitute will step down when the relevant member of UK Council ceases to hold office as President.</p>	<p>The proposed draft Articles have been amended to remove the entitlement to appoint a substitute for the Vice-President and President-Elect, so that only a substitute for the President can be appointed.</p>
9.20	<p>If invited to do so by UK Council, a retiring President will become IPP, either as a continuing member of UK Council or, if they are no longer a member of UK Council, as an ex-officio IPP.</p>	<p>The provisions in relation to the appointment of the Immediate Past President have been retained but clarified.</p>
9.21	<p>Please see sections 1.6 to 1.8 above - these are new provisions to cater for the President, Vice-President or President-Elect losing their seat on UK Council.</p>	<p>Please see sections 1.6 to 1.8 above.</p> <p>These new provisions extend to the replacement of the Vice-President and President-Elect in addition to the President. This provides UK Council</p>

		<p>maximum flexibility to ensure these positions can be filled in the event that the relevant person fails to be re-elected to the UK Council.</p> <p>The steps UK Council can take under draft Article 9.21 are all subject to compliance with the 1992 Act.</p>
10	Article 10 outlines how UK Council will conduct its meetings.	<p>The majority of these provisions are unchanged, with the exception of the following:</p> <ul style="list-style-type: none"> • there is a proposed new provision allowing the chair of a meeting of UK Council to declare a resolution passed without a formal vote (i.e. consensus voting). There is however a provision for the chair (or any other member of UK Council) to request a formal vote on a show of hands. In the event of a formal vote, a simple majority is required, as is currently the case; • it has been clarified that no member of the Presidential Team will have any additional voting rights as a member of UK Council as a result of holding the position (except in the event that they chair the meeting of UK Council and are entitled to exercise a casting vote in that capacity); • it has also been clarified that no person invited to attend meetings of UK Council in accordance with draft Article 10.17 (officer, employee, Member or observer) may vote or count in the quorum; • UK Council will select a member of UK council to act as chair of UK Council in each year starting 1 July. This will normally be the IPP, but UK Council has the power to select some other member of UK Council to act as

		<p>chair if they are considered to be more suitable. Article 10 also confirms, in line with the comments at paragraph 1.10 above, that an ex-officio IPP should not act as chair; and</p> <ul style="list-style-type: none">• it is expressly provided that UK Council can appoint one of its members to act as chair at a meeting of UK Council if the person previously appointed as chair is unable or unwilling to act at a particular meeting of UK Council.
--	--	---