

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 Monday, 15 April 2024

As a hybrid meeting online and at

Queens Hotel, City Square, Leeds LS1 1PG

The SoR President Dave Pilborough will be in the chair

Notice is hereby given that the Annual General Meeting of The Society of Radiographers will be held on Monday, 15 April 2024, commencing at 6:00pm (18:00h) BST for the following purposes:

Ordinary Business

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

- i) **THAT** the Company’s consolidated accounts are considered and received, together with the independent Auditor’s report and the Directors’ report, for the financial year ended 30 September 2023.
- ii) **THAT** Crowe UK LLP is re-appointed 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.

Special Business

To consider and if thought fit, to pass the following Special Resolution:

- iii) **THAT** the draft regulations presented to the Meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's 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).

General Business

- iv) To note the minutes of the Company's 25 April 2023 Annual General Meeting.

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.

It is anticipated the Meeting will finish by 6.45pm BST (18:45h).

Attending the Annual General Meeting

To register for online or in-person attendance, [please use this form](#).

Richard Evans OBE
Secretary
28 March 2024

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

Explanatory Notes
The Society of Radiographers Annual General Meeting (AGM)
15 April 2024

These notes provide further information about the items on the AGM agenda, as well as practical details about registration, attendance and voting. The main purpose of the AGM is to approve the accounts and re-appoint the auditor. This year, we are also asking Members to approve changes to the SoR Articles of Association, which is our governing document. The AGM is also an opportunity to update Members on the work and achievements of the SoR in the previous year. We welcome all Members to attend.

Resolutions

- Resolution i) is a resolution to consider and receive the Company's consolidated accounts, together with the independent Auditor's report and the Directors' report, for the financial year ended 30 September 2023. This is proposed as an Ordinary Resolution. *The accounts and reports are found in the documents pack.*

- 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 adopt the draft regulations presented to the Meeting as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's 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). *Please read the Advisory Note prepared by our solicitors, which provides the background and rationale to the proposed amendments, in line with statutory requirements. This is found in the documents pack, along with the draft SoR Articles of Association.*

Voting

Voting on the resolutions will be electronic for both online and in-person attendees. An Ordinary Resolution requires a simple majority of 51% or more of the votes cast to be in favour. A special resolution requires 75% 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 electronically or by proxy. Student Members and SoR staff who are Members may attend the Meeting but not vote.

Registration for the AGM

Members who wish to attend the AGM should register their online or in-person attendance [here](#). SoR membership will be checked.

Members need to register by 6pm on Wednesday, 10 April 2024.

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 and vote on their behalf. A [proxy form](#) 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, please complete the [online form](#) before 6:00pm BST on Saturday, 13 April 2024.

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 that 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

The documentation pack for the Meeting is attached to the accompanying email via a link and may also be found [here](#) on The Society of Radiographers website.

Meeting Agenda

The agenda will comprise:

- Welcome from the SoR President
- An overview of the achievements of The Society of Radiographers 2022/23.
- Noting the minutes of the Company's last AGM on 25 April 2023.
- Receiving the Company's consolidated accounts, independent Auditor's report and Directors' report, year ended 30 September 2023.
- Reappointing Crowe UK LLP as independent Auditor of the Company and authorising UK Council to determine the manner in which their fee is fixed.
- Adopting the amended SoR articles of association.
- An introduction to the Vice-Presidential candidates 2024.
- Concluding remarks by the SoR President.

Documents Pack

The documents pack comprises:

- [Agenda](#)
- [Minutes of 23 April 2023 SoR AGM](#)
- [Proxy form](#)
- [Consolidated SoR accounts and report to 30 September 2023](#)
- Amended SoR Articles of Association ([track change version](#) and [clean versions](#))
- [VWV Advisory Note on draft SoR Articles of Association](#)

Further Information

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