

SAPC Annual General Meeting Special Resolution

Notice is hereby given that the following **special resolution** will be proposed at the AGM:

That with effect from the conclusion of the meeting, the Articles of Association of Society for Academic Primary Care Limited be amended by replacing Article 11.6 (General Meetings) which currently states:

‘No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided nine Members including the Chair shall form a quorum.’

with the following:

‘No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Members including the Chair shall form a quorum.’

That the Articles of Association of Society for Academic Primary Care limited be amended by replacing Article 15.1 (Proceedings of the Committee) which currently states:

‘At meetings of the Committee nine Members shall form a quorum.’

with the following:

‘At meetings of the Committee five Members including the Chair shall form a quorum.’

That with effect from the conclusion of the meeting, the Articles of Association of Society for Academic Primary Care Limited be amended by updating Article 13 (Committee) to add:

13.11 Co-opted persons shall have no voting rights at all Committee meetings, with the exception of HoDs and HoTs leads (If any) unless the Committee specifies otherwise at the time of co-option.

13.11.1 The Committee may co-opt individuals serving as Heads of Departments (HoDs) and Heads of Teaching (HoTs), or their equivalent future titles, to the Committee in recognition of their leadership of operational or strategic subgroups within the organisation.

13.11.2 HoD and HoT Leads co-opted under Article 13.10 shall:

- a. Have the right to attend and speak at all Committee meetings.*
- b. Be granted one vote per subgroup.*
- c. Be counted toward quorum only when in attendance, and only once per subgroup lead role held.*

13.11.3 Where a HoD or HoT subgroup is co-led (i.e., has two or more Co-Leads), those individuals shall jointly hold one vote on behalf of the subgroup. The co-leads must determine between themselves who casts the vote at any given meeting. If they are unable to agree, the vote shall be abstained.

13.11.4 If a HoD or HoT Lead is also an elected Committee member, they shall be entitled to: One vote as an elected member; and one additional vote in their capacity as a Subgroup Lead (or shared vote, if a co-lead), provided both roles are valid and active at the time of the meeting.

13.11.5 Any future changes to the names or structures of HoDs and HoTs shall not affect this clause, provided the individuals continue to hold comparable roles as recognised by the Committee.

And that the revised Articles of Association, in the form presented to the meeting, be adopted in substitution for the existing Articles.