



Amendments to allow individuals other than full members to become Directors

The purpose of these proposed amendments is to increase the range of expertise on the Board.

The changes will still require that all Directors must be a member, but instead of requiring them to be Full members they could hold any other type of membership (other than student). This means that if they are not professionally SpLD qualified, but are interested in the aims and activities of the company, they could be a Director e.g., they could be a supporting member – as denoted in our current Memorandum and Articles:

2.2.5 individuals who do not meet any of the above criteria [i.e., SpLD professional qualification] but who have an interest in specific learning difficulties and wish to support the aims and activities of the Company shall be known as Supporting members

To maintain the overall focus of the company to help people with Specific Learning Difficulties (SpLD) succeed in their education and workplace by nourishing the professionals who teach, assess, and support them, we propose to require 75% of the Board Directors be Full members.

Proposed amendments to wording (Articles of Association) [proposed changes highlighted]:

'2.3 All members are entitled to receive notice of and attend general meetings of the Company, but only Full members and Directors shall be entitled to vote at general meetings of the Company. Full members shall hereafter be referred to as 'members with power to vote'. No other class of member shall have power to vote at general meetings unless the member is a Director. The members shall be entitled to such other rights and benefits as provided from time to time in the Rules.'

Current wording in Articles of Association, with highlighted section to be amended:

'10.1 The Company shall be managed by the Board. The Directors, as members of the Board, shall have general management and control of the affairs and assets of the Company. Only members of the Company with the power to vote shall be eligible to be members of the Board of Directors.'

Proposed amendment, highlighted in yellow:

'10.1 The Company shall be managed by the Board. The Directors, as members of the Board, shall have general management and control of the affairs and assets of the Company. Only members of the Company (other than Student Members) shall be eligible to be members of the Board of Directors. 75% of the Board shall be Full members of the company.'

The Board recommends the adoption of these amendments at the Annual General meeting to be held on 23rd April 2022.