Minutes of an Extraordinary General Meeting of Symposium Mammographicum held at 13:00 on Thursday 13 December 2018, at the Royal College of Radiologists, 63 Lincoln's Inn Fields, London WC2A 3JW.

Present
Ms Patsy Whelehan (Chair) Dr Anna Murphy
Dr Michael Michell (President) Ms Nicola Plant
Mrs Claire Borrelli Ms Zebby Rees
Ms Anna Burch Dr Audrey Tucker
Dr Barbara Dall Dr Sarah Vinnicombe
Dr Rosalind Given-Wilson
In attendance
Andrew Tillbrook (Company Secretary).

Welcome and Apologies for Absence
Ms Whelehan welcomed all members present and advised that apologies for absence had been received from Professor David Dance, Mr Reg Davis, Dr Jim Pemberton, Miss Jenny Rusby Professor Sarah Pinder, Mr Andrew Stebbings, and Mrs Maureen Yeowell MBE.

The meeting noted that proxy votes had been received from Professor Dance, Professor Pinder and Mrs Yeowell, indicating that the Chair of the meeting should vote in favour of the proposed resolution on their behalf.

1 The Chair introduced the following resolution:

TO REPLACE THE FOLLOWING CLAUSE 6.1 of the Articles of Association

6. RECORDS & ACCOUNTS
6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
6.1.1 annual reports
6.1.2 annual returns
6.1.3 annual statements of account

WITH
6. RECORDS & ACCOUNTS
6.1 The Trustees must comply with the requirements of the current Companies Act and of the current Charities Acts, associated Regulations and Orders, as to keeping financial records, their independent examination and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
6.1.1 annual reports
6.1.2 annual returns
6.1.3 annual statements of account

2 Following consideration of the above resolution, members voted unanimously to amend the above clause.

3 OTHER BUSINESS

There was no further business to discuss and the Chair declared the meeting closed at 13:05hrs.
SYMPOSIUM MAMMOGRAPHICUM

NOTICE of an Extraordinary General Meeting of Symposium Mammographicum to be held at 1.00pm on Thursday 13 December 2018, at the Royal College of Radiologists at the Royal College of Radiologists, 63, Lincoln’s Inn Fields, London, WC2A 3JW, Tel 020 7405 1282

AGENDA

Apologies for Absence

BUSINESS

To consider and if thought fit passes the following resolution: *

TO REPLACE THE FOLLOWING CLAUSE 6.1 of the Articles of Association

6. RECORDS & ACCOUNTS
   6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
      6.1.1 annual reports
      6.1.2 annual returns
      6.1.3 annual statements of account

WITH

6. RECORDS & ACCOUNTS
   6.1 The Trustees must comply with the requirements of the current Companies Act and of the current Charities Acts, associated Regulations and Orders, as to keeping financial records, their independent examination and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
      6.1.1 annual reports
      6.1.2 annual returns
      6.1.3 annual statements of account

2 Any Other Business.

NOTE Any member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend speak and vote on a poll instead of that member. A proxy need not be a member.

By order of the Board
26 November 2018
Andrew Tillbrook, Company Secretary
34 Hampden Way, London, N14 5DX
Tel: 020 8361 7066, 07709 714669 Email: andrew.tillbrook@sympmamm.org.uk

Distribution: Trustees Ms Anna Burch, Dr Barbara Dall, Mrs Claire Borrelli, Dr Ros Given-Wilson, Dr Michael J Michell, Dr Anna Murphy, Ms Nicola Plant, Professor Sarah Pinder, Ms Zebby Rees, Ms Jenny Rusby, Dr Audrey Tucker, Dr Sarah Vinnicombe, Ms Patsy Whelehan
Members Dr Peter Britton, Professor Andy Evans, Prof David R Dance, Mr Reg Davis, Mrs Patty Pearce, Dr James Pemberton, Dr Eric J Roebuck, Mr Andrew Stobbings, Mrs Maureen Yeowell MBE, Professor Kenneth Young
Also: Mr Andrew Lang, Mr Ryan Cottingham

Reference EGM Agenda 2018 SM / AT

Apologies for absence: BY 11 December 2018 to Andrew Tillbrook, 34 Hampden Way, London N
Tel: 020 8361 7066, 07709 714669 Email: andrew.tillbrook@sympmamm.org.uk

Trustees
Ms P Whelehan (Chair), Dr A Tucker, Mrs C Borrelli, MS A Burch, Dr B Dall, Dr R Given
Dr A Murphy, Prof S Pinder, Ms N Plant, Ms Z Rees, Miss J Rusby, Dr S Vinnicombe

Registered Office: 2 St Mary's Road, Tonbridge, TN9 3LB
Registered charity in England and Wales, 291982 and company limited by guarantee, registered in England and Wales, 01886866
Narrative and explanation

The purpose of calling an EGM

Due to changes in the legislation for charities, it is now possible to for their annual reports and accounts to be prepared by way of independent examination rather than full audit. Symposium Mammographicum had been very fortunate for having its accounts audited over the years at no charge. Following changes in the arrangements with our accountancy firm, the charity will be required to pay for this service. However, as the charity’s financial turnover is less than thresholds set out in the charity’s legislation, it may opt out for an independent examination.

The following extract from Charity Commission guidance CC31, provides a fuller explanation:

‘For financial years ending on or after 31 March 2015, trustees may opt for an independent examination instead of an audit provided their charity’s gross income is not more than £1m, or where gross income exceeds £250,000, its gross assets are not more than £3.26 million.

An independent examination is a simpler form of scrutiny than an audit but it still provides trustees, funders, beneficiaries, stakeholders and the public with an assurance that the accounts of the charity have been reviewed by an independent person. All charities with an income of more than £25,000 that opt not to have an audit must have to have an examination.

Whether acting as a volunteer or being paid a fee for their work, the role of the independent examiner is important and they must follow certain steps in carrying out the examination and make a report to the trustees setting out particular matters once they have finished their examination. There is a process to be followed and separate guidance - Independent examination of charity accounts: examiners (CC32) – is available which takes the examiner through the Directions which set the procedures that the examiner must follow, explains their reporting duties and provides the examiner with practical advice at every stage.

Whilst in most cases the examiner will be reviewing receipts and payments accounts and so will not need to be a qualified accountant to carry out a proper independent examination, the examiner still needs a certain level of ability and knowledge to undertake a competent examination and to set out their report in the way that is required by the 2008 Regulations. Where gross income is more than £250,000 charity law requires the examiner to be a member of a body listed in the Charities Act.’ This can include:

- Institute of Chartered Accountants in England and Wales
- Institute of Chartered Accountants of Scotland
- Institute of Chartered Accountants in Ireland
- Association of Chartered Certified Accountants
- Association of Authorised Public Accountants
- Association of Accounting Technicians
- Association of International Accountants
- Chartered Institute of Management Accountants
- Institute of Chartered Secretaries and Administrators
- Chartered Institute of Public Finance and Accountancy
- Fellow of the Association of Charity Independent Examiners
- Institute of Financial Accountants
- Certified Public Accountants Association

Trustees
Ms P Whelehan (Chair), Dr A Tucker, Mrs C Borrill, Ms A Burch, Dr B Dalal, Dr R Given-Wilson, Dr M Michelli,
Dr A Murphy, Prof S Pinder, Ms N Plant Ms Z Rees, Miss J Rusby, Dr S Vinnicombe, Prof K Young
Registered Office: 2 St Mary’s Road, Tonbridge, TN9 3LB
Registered charity in England and Wales, 291982 and company limited by guarantee, registered in England and Wales, 01886666