



Thirty-ninth Annual General Meeting

Monday 25 February 2019 at 2.45pm in the Kings Suite, Hilton Birmingham Metropole Hotel, The NEC Birmingham, Pendigo Way, Birmingham, B40 1PP

Notice is hereby given that the thirty-ninth Annual General Meeting of the College of Optometrists ('the College') will be held at The Hilton Birmingham Metropole Hotel, The NEC Birmingham, Pendigo Way, Birmingham, B40 1PP at 2.45pm for the purpose of transacting the ordinary business of the College noted below.

- 1 President's address.
- 2 To remember deceased Fellows and members.
The names of deceased Fellows and members will be read aloud and the meeting will stand in silence for one minute.

Ordinary business

- 3 To approve the minutes of the thirty-eighth Annual General Meeting held on 19 March 2018.
- 4 To receive the Treasurer's report and the Accounts of the College together with the reports of the Board of Trustees and the auditors for the year ended 30 September 2018 pursuant to Bye-law 57 of the College's Bye-laws.

The report and accounts are available at college-optometrists.org/annual-reports.

- 5 To receive a report from the Chief Executive.
- 6 To receive a report on the results of the election of members to Council and the Board of Trustees.

Special business

- 7 To consider and, if thought fit, pass a Special Resolution of the College:

"That, pursuant to Article 15 of the College's Royal Charter and subject to such amendments as the Privy Council may require and which are agreed by the Board of Trustees, the College's Royal Charter be amended as follows:

Substitute for Article 5.7:

"of reasonable and proper remuneration to any Trustee, other than the President, Chair or a Trustee who is also a Lay Council Member (as defined in the Bye-laws), in return for the supply of goods or services connected to optometry to the College, provided always that:

- (a) *the goods or services are actually required by the College, the Trustees decide that it is in the best interests of the College to enter into such an arrangement and a written contract is in place in relation to the supply of the goods or services and at any*

meeting of the Trustees to consider such an arrangement, the Trustee concerned must comply with Article 5.7(c);

(b) the Trustees consider that the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services to be provided and the Trustee concerned and any other Trustee currently in receipt of remuneration from the College under this Article 5.7 must comply with Article 5.7(c); and

(c) where a Trustee must comply with this Article 5.7(c), the Trustee concerned must:

- (1) declare an interest at the point when or before discussion begins on the relevant matter;
- (2) withdraw from the meeting for that item;
- (3) not be counted in the quorum for that part of the meeting; and
- (4) withdraw during any vote and have no such vote on that matter."

8 To consider and, if thought fit, pass a Special Resolution of the College:

"That, pursuant to Article 14 of the College's Royal Charter and subject to such amendments as the Privy Council may require and which are agreed by the Board of Trustees, the College's Bye-laws be amended as follows:

a. Insert a definition of 'unremunerated Trustee' in Bye-law 1:

"unremunerated Trustee" means a Trustee who has not received remuneration from the College under Article 5.7 in the last six months."

b. Insert at the end of Bye-law 43:

", save that, for the purposes of any meeting of the Trustees (or part thereof) at which it is proposed to determine the remuneration of one or more Trustees in accordance with Article 5.7 of the Charter, the quorum for such meeting (or part thereof) shall be three unremunerated Trustees."

9 Any Other Business.

Dated: 30 January 2019

Registered office: 42 Craven Street, London, WC2N 5NG

By Order of the Board



Ian Humphreys
Chief Executive

An explanatory note relating to the proposed amendments to the Royal Charter and Bye-laws is available at college-optometrists.org/annual-reports.