



**Minutes of the Ninth Annual General Meeting of the Academy of Medical Educators  
held at 2.30pm on Wednesday 6 April 2016 at the Academy of Medical Royal Colleges, 10  
Dallington Street, London EC1V 0DB**

***The President, Professor Derek Gallen FAcadMed, was in the Chair  
17 Members and Fellows attended***

**AGM Business**

**1. Notice of convening the meeting**

REPORTED: The President confirmed that due notice had been given.

**2. Minutes of the Annual General Meeting 2015**

REPORTED: The 2015 AGM was held on 26 February 2015.

AGREED: The Meeting adopted the minutes of 26 February 2015.

**3. Annual Report of the Council 2015**

REPORTED: The President presented the Annual Report of Council for the year ended 30 September 2015. He offered thanks to the many members of the Academy who have offered considerable time and energy to the running of the Academy over the last 12 months and in particular Julie Browne, Paul Yeboah-Afari and Tony Carlisle for their work behind the scenes. He drew attention to the highlights of the last year including:

- the growth in membership
- the growth in financial stability
- the work towards a credential in medical education

**4. Statement of accounts for year 2014/15**

REPORTED: The Honorary Treasurer, Andrew Grant, presented the Accounts for the year ended 30 September 2015. He highlighted that under company law the Academy is not subject to audit and presented the independent examiner's report. The Honorary Treasurer drew attention to the balance at the end of September 2015 of £179,578, indicating that the Academy's financial position continues to improve. He mentioned significant one off expenditure on the new website and database and hoped that a Direct Debit facility in the future will also be beneficial. Mr Keith Lawrie, congratulated the Academy on its financial stability

AGREED: The Meeting adopted the Accounts.

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*President: Professor Derek Gallen FAcadMed*

### Special Business

5. To formally accept the Annual Report and Accounts from the 2014 AGM

AGREED: The Annual Report and Accounts from the 2014 AGM were formally accepted.

6. As special business, to pass the following resolutions:

- a. That Article 15 of the Articles of Association be amended to read:

***“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 ten members personally present shall be a quorum.”***

REPORTED: Keith Lawrie explained that while in the past a quorum of two members was not unreasonable, now that the Academy’s membership has grown 10 members is a more sensible approach and avoids a situation whereby two members could pass a resolution if they so wished.

AGREED: The Meeting approved the amendment

- b. That Article 28 of the Articles of Association be amended to read:

***“Votes may be given on a poll either personally or by proxy. A proxy need not be a member.”***

AGREED: The Meeting approved the amendment

- c. That Article 30 of the Articles of Association be amended to read:

***“The instrument appointing a proxy shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.”***

REPORTED: Keith Lawrie advised that under company law the Academy is obliged to offer a proxy vote

AGREED: The Meeting approved the amendment

- d. That Article 37 of the Articles of Association be amended to read:

***“The business of the Association shall be managed by the Council which may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting and subject to such Regulations as may be prescribed by the Council; but no Regulation made by the Council shall invalidate any prior act of the Council which would have been valid if such Regulation had not been made.”***

AGREED: The Meeting approved the amendment

- e. That Article 47 of the Articles of Association be amended to read:

***“The Council Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority***

***of votes. In case of an equality of votes the Chairman shall have a second or casting vote.***

AGREED: The Meeting approved the amendment, with an error corrected in the final sentence "...a second and casting vote."

- f. That Article 59 of the Articles of Association be amended to read:  
***"In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined or audited and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Financial Examiner."***

AGREED: The Meeting approved the amendment, with an insertion in the last line: "...independent Financial Examiner."

- g. That Article 60 of the Articles of Association be amended to read:  
***"Auditors or Financial Examiners shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors."***

AGREED: The Meeting approved the amendment

- h. That Article 64 of the Articles of Association be removed (due to repetition)

AGREED: The Meeting approved the amendment

#### **Routine Business**

#### **7. Council**

To note the elected members of Council for 2016

REPORTED: The President reported that (in alphabetical order): Aidan Byrne, Alan Denison, Louise Dubras, Adrian Freeman, Andrew Grant, Johnny Lyon Marris, and Gabriel Reedy had been elected members of Council for 2015 for a period of 3 years. He commented that he was delighted there had been so much interest in standing for election to the Academy's Council.

#### **8. Date of the next Annual General Meeting**

REPORTED: The next Annual General Meeting will be held on a date to be determined in early 2017 being within 14 months of the 2016 AGM.

**Dr Adrian Blundell, Registrar**