

Notice of Annual General Meeting

Monday 17 October 2022 at 17:30
To be held remotely in accordance with Article 42(1)

The meeting will be held on the Zoom Meetings platform. The Zoom desktop application may be downloaded free of charge from www.zoom.us/download.

Business to be transacted

Please see the provisional Agenda for the Meeting (below). Members wishing to raise any proposals or other business for consideration at the AGM must inform the Company Secretary in writing with names of proposer and seconder by **12:00 on 19 September 2022**.

In accordance with the provisions of Article 40(5), *'No business shall be transacted at any Annual General Meeting which has not been specified in the notice convening the meeting or proposed by members in accordance with paragraph (6) [...]'*.

All members are entitled to speak at the General Meeting. Members wishing to speak should indicate their wish to the Chairman who will decide the order of priority in speaking. Contributions from the floor will be limited to two minutes each.

Election of Directors

Directors Alan Thompson and Patrycja Walewska-Brade were appointed on 19 October 2020 for a term of two years and retire by rotation. Nominations are invited for the eight vacant posts, including the post of Chairman. A nomination form addressed to the Company Secretary must be received by **12:00 on 19 September 2022**, signed by a proposer and seconder, who must be Full Members. Nominees must confirm in writing their willingness to serve and to act in accordance with the Companies Act 2006. The initial commitment is for a period of two years. A list of Directors' duties is below. Nominees may also submit a short biographical note which will be circulated to members. Nominations and business proposals will be accepted if received by the Company Secretary at secretary@apciinterpreters.org.uk.

Duties of APCI Directors

General duties

1. Observe all APCI procedures and protocols.
2. Attend Directors' Meetings (10 per year)¹.
3. Attend General Meetings (1 per year).
4. Attend Committee Meetings (where applicable).
5. Take Minutes of meetings (by rotation).
6. Undertake duties relating to their department or project work (as applicable) between meetings.
7. Receive occasional² **APCI Response** escalation calls.
8. Comply with any requests for information from the banks, financial and/or regulatory authorities.

Legal duties

1. The Directors are responsible for ensuring that the company is run in accordance with the law and with the Articles of Association, and for keeping proper company records. This obligation lies with all Directors individually. Directors are expected to exercise their judgement independently and not allow their powers to be controlled by others.
2. Directors have a general duty to act in good faith in the interests of the company and to disclose any potential conflict of interest which may arise. They must perform their role with reasonable care, skill and diligence.
3. Comply with Companies House reporting requirements.
4. Further details are contained in the leaflet 'Directors' Duties'.

¹ Under Article 30(g), a Director ceases to be a director as soon as he or she has been absent from all Directors' Meetings for a period of six consecutive months.

² **APCI Response** operates on a 24/7/365 basis.