

## **Scheme for 2025 Special Resolution Vote (SRV)**

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## 1. Special Resolution Vote

This scheme is made by the Assembly and makes provision in respect of a Special Resolution Vote (SRV) in accordance with Articles 11 and 12 of the Charter and section 3.4 of the Regulations.

## 2. Interpretation

In this scheme the following definitions will apply:

**'Assembly'** means the Assembly of the Society;

**'Charter'** means the Supplemental Charter granted to the Society in 2004 as amended from time to time;

**'day'** means calendar day, and any period of days shall be counted without the omission of any public holidays or other days;

**'the Journal'** means The Pharmaceutical Journal;

**'Member'** means a person in the category of Member (MRPharmS) or in the category of Fellow (FRPharmS). This aligns with article 12 of the Charter (which refers to articles 5(1)(a) and 5(1)(b) for descriptions of members) and sections 2.1(a) and 2.1(b) in the Regulations;

**'Membership Roll'** means the list of those Members of the Society;

**'Scrutineer'** shall be construed in accordance with paragraph 3;

**'Society'** means the Royal Pharmaceutical Society of Great Britain;

**'in writing'** includes any means of reproducing words in visible form;

**'the vote'** means the Special Resolution Vote contemplated by this scheme;

**'voting form'** refers to voting papers sent by post or the electronic communication sent by email containing unique voting codes transmitted securely to members.

## 3. Scrutineer

(1) The Society will appoint an independent external organisation to act as Scrutineer.

(2) The function of the Scrutineer shall be to:

- (a) publish in full the proposal that will be the subject of the Special Resolution Vote;
- (b) specify the method, place, date and latest time for return of votes;
- (c) be responsible for the conduct of the vote;

- (d) preserve the integrity of the voting process and take such measures as they consider necessary to guard against, and identify, voting malpractice;
- (f) dispatch the voting instructions;
- (g) examine and validate votes;
- (h) count and record votes received; and inform the Chief Executive of the outcome of the vote

(3)

- (a) the functions of the Returning Officer shall be performed by the Scrutineer organisation.
- (b) the individual designated from within the Scrutineer organisation to act as the Returning Officer will not be involved in any way with the operational organising or running the vote.

(4) The Returning Officer will:

- (a) determine any question as to the eligibility of any person to vote;
- (b) in the event of challenge, determine the outcome of any vote;
- (c) in the event of perceived ambiguity, determine how a vote is to be recorded;
- (d) in the event of challenge, determine the interpretation of this scheme;

(5) The Scrutineer may request that the Society appoint a member of the Society's staff (not being Members of a Board or the Assembly, or a Member) to provide them with such administrative assistance as they consider necessary, to enable them to carry out their functions under this scheme.

The Scrutineer may consult such persons as are deemed appropriate for any purpose connected with the proper exercise of their powers under this scheme including for the purpose of ensuring consistency of approach on any matter of interpretation.

(6) In the event of a severe civil contingency, interruption of postal services, technical failure or delays caused by telecommunications and/or the internet used to transmit information regarding the vote, the Scrutineer may vary such:

- (a) time limits; and
- (b) method of delivery of documents specified to the extent necessary to ensure the vote can be conducted lawfully and fairly.

(7) All decisions taken by the Scrutineer in the exercise of their functions shall be final. –

#### **4. Electoral Roll Closure**

- (1) Prior to holding the vote, the Assembly shall propose a date on which the electoral roll shall be considered closed for the purposes of submitting the electoral roll to the Scrutineer, and the Society shall publish the date on the Society's website and in the Journal, as soon as practicable after it has been confirmed by the Assembly.
- (2) The date proposed by the Assembly for the close of the electoral roll shall take account of any practical requirements imposed by the Scrutineer and follow engagement with

members via a roadshow, publication of a summary report, communications with members regarding membership renewal and the proposed date for closure of the electoral roll and fall at least two weekends before the date on which voting instructions are expected to be distributed to voters by the Scrutineer.

- (3) It will not be practicable for the Scrutineer to ensure that a person who becomes a Member of the Society after the date on which the electoral roll has closed receives a vote in the SRV.

## **5. Eligibility to Vote**

- (1) Under the terms of the Society's Charter and current Regulations, only Members (MRPharmS) and Fellows (FRPharmS) are eligible to take part in a Special Resolution Vote.

## **6. Notice of Vote**

- (1) The Society will publish a Notice of the Special Resolution Vote.
- (2) The Notice shall be published no later than 21 days before the vote opens.
- (3) The Notice shall specify:
  - (a) the wording of the Special Resolution/ the exact question to be the subject of the vote
  - (b) either directly, or by directing members to a specified section of the Society's website, a statement by the Assembly explaining the reason(s) for the proposed Special Resolution
  - (c) the date on which the electoral roll will be closed;
  - (d) the date on which voting instructions are expected to be distributed; and
  - (e) the time and date by which votes must be cast

## **7. Voting**

- (1) The Scrutineer shall specify the method, place, date and latest time by which voting must be completed.
- (2) No later than 10 days before the specified date for completion of voting, the Scrutineer shall send, by email the voting instruction to each Member entitled to vote in that election.
- (3) The voting instruction shall include, either directly or by directing voters to a specified website where the information can be accessed:
  - (a) the method, place, date and latest time by which votes shall be returned to the Scrutineer;
  - (b) instructions on the voting procedure.
- (4) The voting instruction shall contain details as to where any supporting information on the question can be accessed.
- (5) The period for voting shall commence on the date on which the first unique voting codes/voting instructions in an election are dispatched by the Scrutineer.

- (6) Votes shall be cast either electronically or via another mechanism provided by the Scrutineer.
- (8) Only one vote may be cast by each voter. The Scrutineer may replace a voting instruction on receipt of a request confirming that the original instruction has not been received or has been lost, destroyed or spoiled, and shall take such steps as are appropriate to ensure that no person may be able to vote twice in the same vote.
- (9) The voter shall submit their vote in accordance with the instructions thereon.

## **8. Outcome of the vote**

- (1) At the conclusion of the count, the Scrutineer shall prepare a report specifying:
  - (a) the total number of voting instructions issued;
  - (b) the total number of votes received;
  - (c) the number of votes rejected as invalid;
  - (d) the number of votes cast for and against the proposal;
  - (e) the outcome of the vote.
- (2) The report of the independent Scrutineer shall be conclusive as to the outcome of the vote.
- (3) The outcome of the vote will be published on the Society's website, in the Journal and/or reported to members by other means.

## **9. Challenges and the effect of non-compliance with this scheme**

- (1) Where the Scrutineer receives any challenge to the results of an election, or any complaint or information which alleges that, or becomes of the opinion that there has or may have been malpractice, significant procedural error or a failure to comply with this scheme in a significant and material respect,
  - they may, subject to paragraph (2) below, consider the matter.
  - (2) (a) The Scrutineer shall not consider any challenge, or any complaint or information relating to the election that is received by them after the expiry of 28 days from the date on which the election results are published.
  - (b) The Scrutineer shall not consider any challenge that is vexatious or trivial, is purely a matter of personal disagreement relating to the subject matter of the proposal or has been brought with the sole aim of deliberately preventing the Society from properly taking forward the wishes of its members.
- (3) Before taking any action in relation to a challenge, complaint or information relating to an election, the Scrutineer shall:
  - (a) provide details of the challenge, complaint or information to Chief Executive; and

- (b) afford the Chief Executive the opportunity to make representations on the allegations and on any subsequent action to be taken by the Scrutineer

(4) Upon considering any representations received from the Chief Executive, the Scrutineer may take such action as they consider necessary in the interests of fairness and all the circumstances of the case, which may include:

- (a) declaring the results of the vote a nullity;
- (b) rerunning the vote.

(5) Before taking any action in accordance with the above paragraphs, the Scrutineer may take further steps to investigate the matter, and may seek legal advice.

(6) The vote held under this scheme shall not be invalidated by reason solely of any non-compliance with, or the non-delivery or loss of any document required under, this scheme, if it appears to the Scrutineer that the vote was conducted in accordance with the governing documents of the Society and substantially in accordance with this scheme, and that the result of such non-compliance, non-delivery or loss did not affect the outcome of the vote.

(7) The decision of the Scrutineer in relation to any challenge to, or complaint or information concerning, the election, shall be final.