



*At the Council Chamber, Whitehall*

THE 28th DAY OF APRIL 2021

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised Ordinances of The Royal College of Pathologists set out in the Schedule to this Order.

*Richard Tilbrook*

---

*SCHEDULE*

REVISED ORDINANCES OF THE ROYAL COLLEGE OF PATHOLOGISTS

**Ordinances of The Royal College of Pathologists**

**General**

1. In these Ordinances unless the context otherwise requires:

‘Annual General Meeting’ means a General Meeting held pursuant to Ordinance 8;

‘Assistant Registrar’ means the Assistant Registrar of the College who holds office pursuant to Ordinance 31 (f);

‘Board’ means the Board of Trustees of the College;

‘the By-laws’ means the By-laws for the time being of the College;

‘the Chair’ means the Lay Trustee appointed by the Board to chair the Board;

‘the Chair of the International Committee’ means the person elected as chair of the International Committee (if any) from time to time;

‘the Chair of the English Regional Council’ means the person elected as chair of the English Regional Council (if any) from time to time;

‘Chairs of the Councils of Scotland, Wales and Northern Ireland’ means those persons

elected as chair of one of the Councils of Scotland, Wales or Northern Ireland, from time to time;

‘the Charter’ means the Royal Charter granted to the College in the year 1970 as amended, added to or revoked from time to time;

‘Chief Executive’ means the person employed as the chief executive of the College, including any person temporarily carrying out the duties of that post, or in such similar role as shall be renamed with the approval of the Board from time to time;

‘the College’ means the Royal College of Pathologists;

‘College Specialty’ means the branch of clinical or medical practice that a member undertakes, from amongst the list of specialties which pertains to the College and is maintained by the Board;

‘Committee’ means any committee formed by the Board or the Council in accordance with Ordinance 74;

‘Councils of Scotland, Wales and Northern Ireland’ means each of the councils of Scotland, Wales and Northern Ireland representing those voting members whose address, as shown in the Register, is in Scotland, Wales or Northern Ireland, respectively;

‘Clinical Director’ means a person appointed as a clinical director of a particular function of the College, including any person temporarily carrying out the duties of that post, or in such similar role as shall be renamed with the approval of the Board from time to time;

‘Diplomate Voting Members’ means the paid-up Diplomate Members of the College as defined in the By-laws.

‘Disciplinary Regulations’ means such disciplinary regulations as are adopted by the Board from time to time in accordance with Ordinance 74 (b);

‘electronically’ in the context of a General Meeting means a General Meeting hosted on an Electronic Platform or a General Meeting which is held physically but which also allows voting members to join the meeting through an Electronic Platform;

‘Electronic Form’ and ‘Electronic Means’ have the respective meanings given to them in s.1168 Companies Act 2006 as amended from time to time;

‘Electronic Platform’ includes without limitation website addresses and video conference call systems;

‘English Regional Council’ means the council (if any) set up by the Board in accordance with Ordinance 79 from time to time;

‘English Regional Representatives’ means up to 4 voting members whose address as shown in the Register is in England who have been elected as members of the Council in accordance with Ordinance 55;

‘Extraordinary General Meeting’ means any General Meeting other than an Annual General Meeting;

‘General Council Members’ means up to 4 voting members who have been elected as members of the Council by all the voting members and Diplomate Voting Members of the College in accordance with Ordinance 56;

‘General Meeting’ means a meeting of the voting members of the College and includes Annual General Meetings and Extraordinary General Meetings;

‘Hard Copy Form’ has the meaning given to it in the Companies Act 2006 as amended from time to time;

‘Honorary Officers’ means the roles described in Ordinance 31 (a).

‘International Committee’ means the committee (if any) set up by the Board in accordance with Ordinance 79 from time to time;

‘Lay Trustee’ means a Trustee who is not a member or a voting member of the College;

‘Medically Qualified’ in relation to any person means:

- (a) any medical practitioner fully registered or provisionally registered in the United Kingdom or the Republic of Ireland with the General Medical Council in the UK or Medical Council in the Republic of Ireland;
- (b) any medical practitioner possessing a qualification or qualifications adjudged by the Council to be of status comparable to that mentioned in section (a) of this definition;

‘member’ and ‘voting member’ have the respective meanings prescribed to them in the By-laws;

‘Month’ means calendar month;

‘Observer’ means a person entitled to attend meetings of the Board by virtue of holding one of the roles or offices described in Ordinance 34;

‘Ordinances’ means the Ordinances for the time being of the College;

‘pathologist’ and ‘pathology’ shall respectively have the meanings attributed to them in the Charter;

‘in person’ or ‘personally’ means physically or electronically present;

‘President’ means the President of the College who holds office pursuant to Ordinance 31 (c);

‘President Elect’ means the person who holds office pursuant to Ordinance 31 (d);

‘the Register’ means the Register of members of the College;

‘Registrar’ means the Registrar of the College who holds office pursuant to Ordinance 31 (f) and fulfils the role set out at Ordinance 85;

‘the Seal’ means the Seal of the College;

‘Special Resolution’ has the meaning attributed to it in the Charter;

‘Treasurer’ means the Treasurer of the College who holds office pursuant to Ordinance 31 (f) and fulfils the role set out at Ordinance 88;

‘Trustee’ means a member of the Board and a charity trustee of the College as defined in section 177 Charities Act 2011;

‘the United Kingdom’ means Great Britain, Channel Islands, Isle of Man and Northern Ireland;

‘Vice-President’ means a Vice-President of the College who holds office pursuant to Ordinance 31 (e);

‘in writing’ means written or produced by any substitute for handwriting, wholly or partly, including in Electronic Form or, if sent, by Electronic Means; and

‘year’ means twelve Months.

Words importing the singular number only shall include the plural number and vice versa. Words importing persons shall include corporations.

The Interpretation Act 1978 shall apply for the purposes of the interpretation of these Ordinances and the By-laws as it applies to the interpretation of an Act of Parliament.

2. Every member of the College shall be held to have agreed to be bound by the provisions of the Charter these Ordinances and the By-laws and shall be bound to further to the best of their ability the objects and interests of the College.

## **Membership**

3. The College in General Meeting shall determine from time to time the level of subscription payable by the members.
4. Only members may enjoy the privileges of membership as prescribed in the By-laws. No member shall enjoy any of the privileges of membership or be entitled to exercise

any voting rights if they are in arrears with any fee or subscription due from them for six Months or if they have not complied with the provisions of the Charter, these Ordinances or the By-laws.

5. The Council may determine that any member who is in arrears with any fee or subscription due from them for six Months or more shall cease to be a member. Upon such determination being made, the member's name shall be removed from the Register and they shall thereupon cease to be a member but shall nevertheless remain liable to pay to the College all fees or subscriptions due up to the date on which they ceased to be a member.
6. The Council shall have the power to order the erasure or suspension from the Register of the name of any member:
  - (a) if by notice in writing addressed to the Registrar they resign their membership or if they cease to be a member because of unpaid fees or subscriptions;
  - (b) if they are adjudged bankrupt, a trustee in bankruptcy is appointed in respect of their assets or a nominee is appointed or any step is taken with a view to an arrangement or composition with their creditors;
  - (c) if at any time the Board, after due inquiry in accordance with the procedures set out in the Disciplinary Regulations, shall resolve that the interests of the College so require.
    - (a) Actions or behaviours by members which would be considered to be contrary to the interests of the College include but are not limited to:
      - a. acting in breach of any Ordinance, By-law or other regulation;
      - b. undertaking any clinical practice or scientific research in a manner that is deemed unacceptable, as determined by reference to College and other guidelines;
      - c. breaching any rules in respect of any College examination, obtaining a College qualification by deception or obtaining FRCPath or any College post-nominal or honour by deception;
      - d. damaging or misusing any College property or resources;
      - e. abusing any privilege enjoyed by virtue of holding any College office, whether elected or unelected;
      - f. acting in a personal or professional capacity in such manner as is likely to bring the College into disrepute or to endanger their own professional standing or that of their colleagues;
      - g. being charged with an indictable offence or convicted of a criminal

offence for which a custodial sentence is given (including a suspended sentence);

- h. behaving towards any employee of the College, another member or any visitor to the College, in a violent, indecent, threatening, disorderly or offensive manner, or subjecting them to racial, sexual or religious harassment or any other form of harassment, bullying or abuse;
- i. use of any of the post-nominals of the College (or letters similar to any post-nominals of the College or which reasonably suggest an association or affiliation with the College) without either entitlement or permission to do so; or
- j. failing to comply with any previously imposed sanction under the Disciplinary Regulations.

(ii) The sanctions which may be imposed on a member following an inquiry under the Disciplinary Regulations are:

- a. The Chief Executive may, where appropriate, send written copies of any decision of the panel (with or without the reasons given for that decision) to the respondent member's employer and/or the source(s) of the allegation or report.
- b. If the panel decides that the charge has been substantiated on the balance of probabilities it may, having taken into account any relevant mitigating factors and the previous record of the member concerned, order one or more of the following sanctions:
  - (i) require the member to make a written or oral apology to any other member or employee of the College;
  - (ii) issue a formal written warning or reprimand to the member;
  - (iii) prescribe a course of action, which may include mentoring and/or attendance on specified courses, to help the member address any weakness which the panel identifies as being a cause of the problem;
  - (iv) order the payment of compensation in respect of College property that has been damaged, misused or lost;
  - (v) attach conditions on or impose limits for continuing membership of the College for a specified period in accordance with Ordinance 6 (c) (ii) c;

- (vi) suspend membership of the College for a specified period in accordance with Ordinances 6 (c) (ii) d to f;
  - (vii) refer the matter to an appropriate regulatory or advisory body, such as the General Medical Council or Practitioner Performance Advice;
  - (viii) expel the member from the College in accordance with Ordinances 6 (c) (ii) g and h.
- c. Where the panel imposes temporary limits on the rights of membership (e.g. temporarily debarring the member from continuing as a College officer or examiner), there shall be no entitlement to a reduction of the membership fee payable. No member shall be permanently deprived of any rights of membership under this sanction.
  - d. Any decision to suspend a member must be ratified by the Board.
  - e. The Treasurer shall have discretion to reduce the College membership fee payable by a suspended member during the period of their suspension. A suspended member shall lose all rights of membership other than those specifically granted to them in Ordinance 6 (c) (ii) f. The rights forfeited by a suspended member shall include (but not be limited to) the membership of any Committees, the holding of any elected posts, acting as an examiner, or any form of College adviser or tutor and voting in any College elections.
  - f. A suspended member shall continue to receive College publications, is eligible to have their continuing professional development administered by the College and is permitted to attend (at normal College rates) meetings and seminars organised by the College.
  - g. Any decision to expel a member must be ratified by the Board.
  - h. An expelled member shall lose all rights of membership, including the right to use any post-nominals of the College, including the designation FRCPath. The membership fee of a member who has been expelled from the College shall not be returned or refunded to the expelled member.
  - i. If a member expelled for any of the types of behaviour set out in Ordinance 6 (c) (i) h, the Board shall have the discretion to refuse that person access to any College premises and / or to any College event which is open to non-members.
- (d) if they are erased or suspended from:

- (i) the list of registered medical practitioners maintained by the General Medical Council; or
- (ii) the equivalent register in the jurisdiction where they are Medically Qualified; or
- (iii) any register, roll or similar list the purpose of which is to record those that are authorised to practice in a recognised profession;

unless that member has voluntarily ceased to be a registered medical practitioner with any of the bodies listed in (i) to (iii) above on the basis that they have retired permanently from medical practice, or are taking a temporary career break.

7. Where any member has ceased to be a member for any reason, the Council may either unconditionally or under such conditions as to payment of arrears of subscription (if any) or otherwise as to the Council may seem expedient reinstate such person as a member. Any member whose name shall have been erased or suspended from the Register under sub-paragraphs 6 (c) or (d) of this Ordinance may only be reinstated by a resolution passed by a majority of not less than two-thirds of the members of the Council present and voting at a meeting of the Council at which twelve or more members of the Council are present.

### **General Meetings**

8. The College shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen Months after the holding of the last preceding Annual General Meeting.
9. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
10. The Board may whenever it thinks fit convene an Extraordinary General Meeting and the Board may determine in its absolute discretion whether any General Meeting shall take place electronically or any or all persons shall be entitled to attend electronically, provided that each person attending the General Meeting electronically can hear and be heard and any General Meetings held electronically shall be deemed to take place where the Chair is located.
11. Extraordinary General Meetings shall also be convened on the requisition of five percent or more of the voting members having at the date of the deposit of the requisition a right to vote at General Meetings. Such meetings shall be convened by the Board within twenty one days of the said requisition being made and held within twenty eight days of the notice convening the meeting being circulated, unless the requisition shall have been withdrawn in writing by a sufficient number of requisitionists prior to the notice of the Extraordinary General Meeting being circulated such that the number of members requisitioning the meeting has fallen below the required threshold of five



percent of the voting members of the College. If the Board does not convene a meeting as required, the requisitionists themselves may convene such meeting in accordance with these Ordinances within twelve weeks of the said requisition.

12. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Ordinances entitled to receive such notices from the College.
13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
14. Every voting member present in person or by proxy at a General Meeting and entitled to vote shall have one vote.
15. Only voting members shall be entitled to vote on any question either on a ballot or personally or by proxy at any General Meeting.

#### **Proceedings at General Meetings**

16. On any point of order raised at a General Meeting (which includes questions as to whether a member is conforming to the requirements of the Charter, these Ordinances and the By-laws) the ruling of the chair of the General Meeting shall be final and shall not be open to discussion, provided that if the chair of the General Meeting shall rule that a point of law has arisen which requires determination, they may invite the meeting to reach a decision on the resolution then under discussion conditionally upon and pending the determination of such point of law.
17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board, the Council and the auditors, the election of the Honorary Officers and the members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the auditors.
18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty voting members present in person or by proxy shall be a quorum.
19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at

the same time and place, or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The President (if any) shall chair every General Meeting. If the President is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act, the President Elect (if any) shall chair the meeting. If there is no President Elect, or if they shall not be present or willing to act, one of the Vice-Presidents shall chair the meeting. If there shall be no Vice-President present or willing to act, the voting members present shall choose another Honorary Officer or, if none be present or willing to act, one of their own number who is present to chair the meeting.
21. The chair of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
22. At any General Meeting a resolution put to the vote of the meeting shall be decided by ballot where under or in accordance with these Ordinances or the By-laws a ballot is specified; in any other case the vote shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of a show of hands, demanded by the chair of the meeting or by at least three members present in person; unless a poll be so demanded a declaration by the chair of the meeting that, on a show of hands, a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minute book of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. The demand for a poll may be withdrawn. No member may take part in a poll unless they are present in person or by proxy at the meeting at which such a poll is taken.
23. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
24. No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
25. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **Special Resolutions**

27. Any Special Resolution that is to be considered by a General Meeting shall be lodged with the Registrar not less than ten clear weeks before the date of such General Meeting.
28. The Board may determine which Special Resolutions shall be placed before a General Meeting for decision by that meeting and which shall be the subject of a ballot.
29. If the Board shall decide that one or more resolution shall be the subject of a ballot they shall also determine by what method such ballot shall be taken and by what date the ballot must have been cast; and may also determine whether prior to such ballot such resolution shall be debated at a General Meeting and whether any amendment thereto which has been duly moved at such General Meeting shall be included on the ballot.
30. Amendments to resolutions to be considered at General Meetings shall be reduced to writing and signed by the proposer and seconder and handed to the chair of the meeting.

## **Honorary Officers and the President Elect**

31. (a) The Honorary Officers, who must be voting members, shall be:
  - (i) the President;
  - (ii) not more than three Vice-Presidents;
  - (iii) the Treasurer;
  - (iv) the Registrar; and
  - (v) the Assistant Registrar.
- (b) The Honorary Officers shall be elected from amongst the voting members of the College by the voting members and the Diplomat Voting Members of the College in accordance with the procedures set out in these Ordinances and the By-laws.

### *President*

- (c) The President shall be elected every three years and shall hold office for a three year term . No person shall hold office as President for more than one term. A candidate is only eligible to stand in a presidential election if they are a member of a different College Specialty to the incumbent President. Where any candidate is a member of more than one College Specialty the Registrar shall determine in their sole discretion that candidate's eligibility to stand.

### *President Elect*

- (d) The person elected as President shall hold office as President Elect from the date

on which they are elected until the next following Annual General Meeting at which they commence office as President but shall not be an Honorary Officer or a Trustee by virtue of being the President Elect.

#### *Vice-Presidents*

- (e) Vice-Presidents shall be elected when a vacancy has arisen or will arise and shall hold office for a term of three years. No Vice-President shall hold office for more than one term of office as Vice-President unless at least one year will have elapsed between the end of their previous term of office and the commencement of their next term of office.

#### *Treasurer, Registrar and Assistant Registrar*

- (f) When a vacancy has arisen or will arise, the voting members and the Diplomate Voting Members shall elect a Treasurer, a Registrar and an Assistant Registrar, to each hold office in accordance with Ordinance 31 (g).
- (g) The Treasurer and the Registrar may each hold office for a maximum of two consecutive terms of up to three years each and the Assistant Registrar shall hold office for one term of office of up to three years only. A Treasurer or Registrar who is willing to stand for a second consecutive term of office may be reappointed by the Board and does not need to stand for re-election. A member who has held office as the Treasurer, Registrar or Assistant Registrar for the stated maximum number of consecutive terms shall not be eligible to stand for re-election to that same office unless at least one year will have elapsed between the end of their previous term of office and the commencement of their new term of office.

#### *General provisions relating to Honorary Officers*

- (h) Nominations of candidates for election to the positions of the Honorary Officers may be made by any voting member of the College in accordance with the By-laws. The Board shall determine the process by which nominees will be assessed as to their eligibility to hold office. The list of eligible nominations for Honorary Officers shall be sent to the voting members and the Diplomate Voting Members of the College together with details of the ballot, the date by which the votes cast must be received by the College. The results shall be announced by the Board in such manner as it determines from time to time.
- (i) Honorary Officers shall hold office (subject to the provisions of these Ordinances) from the end of the Annual General Meeting at or immediately following the date on which their election is announced.
- (j) Honorary Officers shall hold office (subject to the provisions of these Ordinances) until the end of the Annual General Meeting at or immediately following the date on which the results of the election of new Honorary Officers who will replace them is announced.

- (k) No person may hold more than one Honorary Officer position at any one time.
- (l) Any Honorary Officer who ceases to be a voting member of the College shall thereupon cease to hold office.
- (m) Subject to the provisions of this Ordinance 31, the Board may at any time appoint any voting member of the College to fill an unexpected vacancy in any Honorary Officer position on an interim basis. Any person so appointed shall hold office until the end of the next Annual General Meeting.
- (n) A 'year', 'term of years', or 'annually' for the purposes of this Ordinance 31 shall mean the period beginning with the end of the Annual General Meeting at which the term of office of the Honorary Officer commences and ending at the end of the Annual General Meeting which coincides with, or is closest to, the termination of the term of office in question.

### **The Board**

32. The Board shall be comprised of the following members who shall be the only Trustees:
- (a) the Honorary Officers;
  - (b) the Chairs of the Councils of Scotland, Wales and Northern Ireland, elected by the Councils of Scotland, Wales and Northern Ireland in accordance with the By-laws;
  - (c) three Lay Trustees appointed by the Board, one of whom shall be appointed by the Board as the Chair of the Board; Lay Trustees will have, in the opinion of the Board, such skills and experience as would assist the Board in their governance of the College. At the first Board meeting in each calendar year the Lay Trustee who has been longest in office since their last appointment shall retire but may be re-appointed. As between Lay Trustees who were appointed on the same day the person to retire shall be agreed between them or else determined by lot. No Lay Trustee shall remain in office for more than six years in total from the date of their first appointment, including the Chair;
  - (d) the Chair of the English Regional Council (if any) established by the Board in accordance with Ordinance 79; and
  - (e) up to two individuals co-opted in accordance with Ordinance 33.

#### *Co-opted members*

33. (a) The Board shall have the power to co-opt up to two individuals who need not be voting members of the College but who have, in the opinion of the Board, such skills and experience as would assist and complement the skills and experience of the existing Trustees in their governance of the College.

- (b) Any individuals co-opted pursuant to Ordinance 33 (a) shall hold office until the end of the next Annual General Meeting following which the Board may re-appoint such co-opted individuals to the Board to hold office until the end of the following Annual General Meeting. No co-opted individual may serve as a Trustee for more than three such consecutive terms of office.

#### *Observers*

- 34. Any individual appointed by the College from time to time to any the following roles or offices shall be an Observer and shall have the right to attend and speak at Board meetings, but not to vote (and, for the avoidance of doubt, Observers are not Trustees and the Board reserves the right to hold a closed session of the Board without the Observers present at any time):
  - (a) Chief Executive;
  - and
  - (b) President Elect.

#### **Vacation of office by Trustees**

- 35. The office of a Trustee shall be vacated:
  - (a) in the case of a member who holds office as an Honorary Officer, Chair of a Council of Scotland, Wales or Northern Ireland, or Chair of the English Regional Council (if any) if they cease to be a voting member of the College; or
  - (b) if they are disqualified under the Charities Act 2011 from acting as a trustee of a charity; or
  - (c) if they are prohibited from being a director of a company by law; or
  - (d) if by notice in writing to the Registrar they resign their office; or
  - (e) if they are the subject of a written opinion by an appropriately qualified registered medical practitioner who is treating that Trustee, addressed to the College, stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three Months; or
  - (f) if they shall fail without good cause to attend more than half of the meetings of the Board in any year and the Board resolve that they be removed for this reason; or
  - (g) if the College passes a Special Resolution at a quorate General Meeting to remove any Trustee before the expiry of their period of office Provided that such resolution shall not be passed unless the Board member concerned has been given at least 14 days' notice that the resolution is to be proposed, specifying the

circumstances alleged to justify their removal from office and has been afforded a reasonable opportunity to either (at their option) be heard by or of making written representations to the voting members. The College may, by an ordinary resolution, appoint another qualified member in place of a Trustee removed pursuant to this Ordinance 35 (g); but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed; or

- (h) if seventy five percent of the Trustees pass a resolution at a Board meeting to remove any Trustee before the expiry of their period of office Provided that such resolution shall not be passed unless the Board member concerned has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify their removal from office and has been afforded a reasonable opportunity to either (at their option) be heard by or of making written representations to the Board; or
- (i) if at any time the other Trustees, after due inquiry in accordance with the procedures set out in the Disciplinary Regulations, shall resolve that the interests of the College so require, they shall cease to hold office as a Trustee.

### **Powers of the Board**

- 36. The Board shall be responsible for the management, control and administration of the College. The Board may exercise all such powers of the College and do on behalf of the College all such acts as may be exercised and done by the College and as are not by law or by the Charter or these Ordinances or the By-laws required to be exercised or done by the Council or by the College in General Meeting.
- 37. The Trustees may act notwithstanding any vacancy in their body; Provided that if the Board shall at any time be or be reduced in number to fewer than the minimum number of Trustees prescribed by or in accordance with these Ordinances as the quorum for meetings of the Board, it shall be lawful for them to act as the Board for the purposes of filling up vacancies in the Board or of summoning a General Meeting only, but not for any other purpose.

### **Proceedings of the Board**

- 38. The Board shall meet together for the dispatch of business and may adjourn and otherwise regulate its meetings as it thinks fit, including by making standing orders for this purpose. The Board shall usually meet on at least five occasions in every year Provided that one such meeting shall be so convened to permit the submission of the annual reports of the Treasurer, the Registrar, the Council and the Committees (where appropriate), and the consideration of business to be enacted at the Annual General Meeting.
- 39. Five Trustees shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes, the chair of the meeting shall have a second or casting vote.

40. The Chair may at any time and the Registrar shall upon a requisition in writing from the Chair or from any four Trustees, stating the purposes for which the meeting is to be convened, convene a meeting of the Board.
41. A clear seven days' notice (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given) stating the purposes of the meeting shall be sent to each Trustee in either Hard Copy Form to their postal address, or in Electronic Form to their email address, as appearing in the Register, unless all Trustees agree to waive this notice requirement for any specified meeting or if urgent circumstances require shorter notice.
42. If it is anticipated that all of the attendees at a meeting of the Board will not be in the same place, the notice shall state how it is proposed that the attendees shall communicate with each other during the meeting.
43. The Chair shall preside at every meeting of the Board at which they shall be present. If they are not present within five minutes after the time appointed for holding the meeting, one of the other Lay Trustees present and willing to act shall chair the meeting. If there is no other Lay Trustee present or willing to act, the President shall chair the meeting. If the President is not present or willing to act, one of the Vice-Presidents if then present and willing to act shall chair the meeting. If no Vice-Presidents are present or willing to act the Trustees present shall choose one of their number to chair the meeting.
44. A meeting of the Board can take place electronically provided that each person attending the meeting can communicate to the other people present any information or opinions they have on any particular item discussed at the meeting.
45. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Board generally.
46. All acts bona fide done by any meeting of the Board, or by any person acting as a Trustee, shall, notwithstanding it is afterwards discovered that there was some defect in the appointment, election or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected or had duly continued in office and was qualified to be a Trustee.
47. The Board shall require proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the College, the Board, the Council and all Committees and all business transacted at such meetings. Any minutes of any such meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated therein.
48. A resolution in writing signed by a majority of the members for the time being of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. A Trustee signifies their agreement to a proposed



written resolution either by signing it in Hard Copy Form or by indicating their agreement by email sent from their usual email address or by such other Electronic Means approved by the Board from time to time.

49. The Trustees may take a majority decision without a Board meeting by indicating to each other by Electronic Means that they share a common view on a matter; Provided that the making of any such decision is duly reported and minuted at the next meeting of the Board. Such a decision may, but need not, take the form of a written resolution passed in accordance with Ordinance 48.

### **The Council**

50. With the exception of the Chair of the Board, only voting members of the College shall be eligible to hold office as a member of the Council.
51. The Council shall consist of the following members:
- (a) the Honorary Officers;
  - (b) the President Elect (if any);
  - (c) the Chairs of the Councils of Scotland, Wales and Northern Ireland;
  - (d) the Chair of the Board;
  - (e) up to four English Regional Representatives elected in accordance with Ordinance 55;
  - (f) up to four General Council Members elected in accordance with Ordinance 56;
  - (g) up to six individuals co-opted in accordance with Ordinance 54;
  - (h) the Chair of the English Regional Council (if any) if they are not amongst the English Regional Representatives elected in accordance with Ordinance 55; and
  - (i) the Chair of the International Committee (if any).
52. No person shall be a member of the Council by virtue of holding the same office for more than three consecutive years unless they are the holder of an Honorary Officer position, the Chair of one of the Councils of Scotland, Wales and Northern Ireland, the Chair of the English Regional Council (if any) or the Chair , in which case they shall be eligible to remain a member of the Council (subject to the Charter, these Ordinances and the By-laws) until they cease to hold such office.
53. Each member of the Council, other than a co-opted member, shall hold office from the end of the Annual General Meeting at or immediately following the date on which their election is announced until the end of the Annual General Meeting at or immediately following the date on which the results of the election of new members of Council who

will replace them is announced.

*Co-opted Council Members*

54. (a) The Council shall have power to co-opt up to six voting members of the College who have, in the opinion of the Council, such skills and experience as would assist and complement the existing members of the Council.
- (b) Any such member shall be co-opted annually and shall hold office until the end of the Annual General Meeting immediately following their co-option.
- (c) No co-opted member may serve as a co-opted member of the Council for more than three consecutive years.

*Election of the English Regional Representatives*

55. (a) The election of the English Regional Representatives to the Council shall be by ballot of the voting members and the Diplomat Voting Members whose address as shown in the Register is in one of the four regions of England, such regions to be determined by the Board from time to time.
- (b) The elections of the English Regional Representatives shall be conducted in accordance with the By-laws and the results of such elections shall be announced by the Board in such manner as it determines from time to time.
- (c) English Regional Representatives shall hold office for a term of three years.

*Election of the General Council Members*

56. (a) The election of the General Council Members shall be by ballot of all of the voting members and Diplomat Voting Members of the College and shall be conducted in accordance with the By-laws and the results of such elections shall be announced by the Board in such manner as it determines from time to time.
- (b) General Council Members shall hold office for a term of three years.

*Retirement of the English Regional Representatives and the General Council Members*

57. Subject to Ordinance 58, a retiring member of the Council elected pursuant to Ordinances 51 (e) and (f) shall not be eligible for re-election to that same office until a period of one year has elapsed following the end of their previous term of office.
58. A retiring member of the Council who was elected pursuant to Ordinances 51 (e) and (f):
- (a) shall immediately be eligible to stand for election to a different office to that from which they retired; and

- (b) may be immediately co-opted as a member of the Council in accordance with Ordinance 54.

### **Vacation of office by members of the Council**

59. The office of a member of the Council shall be vacated:
- (a) with the exception of the Chair, if they cease to be a voting member; or
  - (b) if by notice in writing to the Registrar they resign their office; or
  - (c) if they are the subject of a written opinion by a registered medical practitioner who is treating that member of the Council, addressed to the College, stating that the member of the Council has become physically or mentally incapable of acting as a member of the Council and may remain so for more than three Months; or
  - (d) if they shall fail without good cause to attend more than half of the meetings of the Council in any year and the members of the Council resolve that they be removed for this reason; or
  - (e) if seventy five percent of the Trustees present and voting at a quorate Board meeting pass a resolution to remove any member of the Council before the expiry of their period of office; Provided that such resolution shall not be passed unless the Council member concerned has been given at least 14 days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify their removal from office and has been afforded a reasonable opportunity to either (at their option) be heard by or of making written representations to the Board; or
  - (f) if at any time the Board, after due inquiry in accordance with the procedures set out in the Disciplinary Regulations, shall resolve that the interests of the College so require, they shall cease to hold office as a member of the Council.

### **Powers of the Council**

60. The Council may exercise all such powers and do all such acts as may be exercised and done by the Council pursuant to the Charter, these Ordinances or the By-laws and as may be delegated to it by the Board from time to time.
61. The members for the time being of the Council may act notwithstanding any vacancy in their body; Provided always that if the members of the Council shall at any time be or be reduced in number to fewer than the minimum number prescribed by or in accordance with these Ordinances as the quorum for meetings of the Council, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the College and filling up vacancies in their body only, but not for any other purpose.

## **Proceedings of the Council**

62. The Council shall usually meet four times a year, or otherwise as agreed by the Board from time to time; Provided that one such meeting shall be so convened to permit the submission of the annual report of the Council's activities to the Board.
63. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, including making standing orders for this purpose subject to the approval of the Board. Seven members 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 chair of the meeting shall have a second or casting vote.
64. (a) The Board may convene a meeting of the Council. A clear seven days' notice (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given) stating the purposes of the meeting shall be sent to each member of the Council in either Hard Copy Form to their postal address, or in Electronic Form to their email address, as appearing in the Register, unless all members of the Council agree to waive this notice requirement for any specified meeting or if urgent circumstances require shorter notice.  
  
(b) The Registrar shall, upon a requisition in writing from any six members of the Council stating the purposes for which the meeting is to be convened, convene a meeting of the Council in accordance with the procedures set out in Ordinance 64 (a).
65. If it is anticipated that all of the attendees of the meeting will not be in the same place, the notice shall state how it is proposed the attendees shall communicate with each other during the meeting.
66. A meeting of the Council can take place using any Electronic Means provided that each person attending the meeting can communicate to the other people present any information or opinions they have on any particular item discussed at the meeting.
67. The President shall preside at every meeting of the Council at which they shall be present. If they are not present within five minutes after the time appointed for holding any meeting, the President Elect (if any) shall chair the meeting. If there is no President Elect, or if they are not present or willing to act, one of the Vice-Presidents if then present and willing to act shall chair the meeting. If no Vice-Presidents are present or willing to act, the members of the Council present shall choose one of their number to chair the meeting.
68. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Council generally.
69. All acts bona fide done by any meeting of the Council, or by any person acting as a member of the Council shall, notwithstanding it be afterwards discovered that there was some defect in the appointment, election or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid

as if every such person had been duly appointed or elected or had duly continued in office and was qualified to be a member of the Council.

70. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Council and all business transacted at such meetings. Any minutes of any such meeting, if purporting to be signed by the chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
71. A resolution in writing signed by a majority of the members for the time being of Council who are entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted. A member of the Council signifies their agreement to a proposed written resolution either by signing it in Hard Copy Form or by indicating their agreement by email sent from their usual email address or by such other Electronic Means approved by the Board from time to time.
72. The members of the Council may take a majority decision without a Council meeting by indicating to each other by Electronic Means that they share a common view on a matter Provided that the making of any such decision is duly reported and minuted at the next meeting of the Council. Such a decision may, but need not, take the form of a written resolution passed in accordance with Ordinance 71.
73. The Board may from time to time determine who may attend and speak at meetings of the Council.

#### **Committees**

74. (a) The Board and the Council each have the power to delegate any of their respective powers to Committees as they think fit, and any Committee so formed shall in the exercise of this power comply with any regulations and terms of reference imposed on it by the Board or the Council as appropriate and by the Charter, these Ordinances or the By-laws.
  - (b) The Board shall adopt Disciplinary Regulations from time to time to provide suitable procedures for an inquiry by the Board in accordance with Ordinance 6
  - (c).

#### **Councils of Scotland, Wales and Northern Ireland and any English Regional Council or International Committee**

75. The Councils of Scotland, Wales and Northern Ireland shall further the objects of the College in their respective areas of operation and may exercise any functions delegated to them by the Board and/or the Council in accordance with the Charter, these Ordinances and the By-laws; Provided that:
  - (a) they report regularly to the Board or Council, as appropriate, on the exercise of any functions delegated to them; and

- (b) no delegation may preclude the Board or the Council from exercising any function they have so delegated.
76. Each of the Councils of Scotland, Wales and Northern Ireland shall adopt rules for the administration of its own affairs, which must not be inconsistent with the Charter, these Ordinances or the By-laws; Provided that no such rules shall come into force until they have been approved by the Board.
77. Rules relating to the composition of the Councils of Scotland, Wales and Northern Ireland shall be set out in the By-laws.
78. The Councils of Scotland, Wales and Northern Ireland shall send the agendas and minutes of all meetings (including sub-committee meetings) and the terms of reference for any sub-committees, to the Registrar in a timely manner.
79. The Board may, but need not, establish an English Regional Council or International Committee. Any English Regional Council or International Committee may exercise any functions delegated to it by the Board from time to time and shall be administered in accordance with any terms of reference set down by the Board from time to time.

#### **Conflicts of interest**

80. The Board shall adopt a conflicts of interest policy from time to time which shall set out guidelines and procedures to be followed by all Trustees, members of the Council and any Committees and meet the requirements of charity law from time to time.

#### **Paid and unpaid staff**

81. The Board may appoint and employ for such period and upon such terms as it shall think fit paid and unpaid officers or servants of the College. No such officer or servant shall be a Trustee, but may be a voting member of the College and may be a member of the Council.

#### **Clinical Directors**

82. The Board may, from time to time, appoint suitable persons to the office of Clinical Director to oversee the management and development of any specific area within the College's operations.
83. Any Clinical Directors appointed by the Board pursuant to Ordinance 82:
- (a) may (but need not) be voting members of the College;
  - (b) may (but need not) be remunerated by the College; and
  - (c) shall not be Trustees or company law directors of the College.

## **By-laws**

84. (a) The Board may of its own motion, in accordance with the process specified in the By-laws, from time to time add to, amend or revoke one or more of the By-laws other than By-law 4.
- (b) The Board shall, in accordance with the requisition process specified in By-law 4, put to the College in General Meeting a draft resolution to add to, amend or revoke one or more of the By-laws.

## **Registrar**

85. The Registrar shall be responsible for the Register; for keeping the official copies of the Charter, these Ordinances and the By-laws and entering therein any changes and preparing revised editions when ordered by the Board and generally for the correspondence of the College. The Registrar shall be responsible for convening General Meetings and meetings of the Board, the Council and any Committees, and for issuing notices of and keeping and preparing minutes of all meetings, and drawing up a draft annual report for consideration by the Board.
86. The Assistant Registrar may act in place of the Registrar if there is no Registrar capable of so acting.

## **The Seal**

87. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and shall be affixed in the presence of two Trustees, or by such persons of such number and in such circumstances as Board may by resolution from time to time determine, and the said two members or such other number of persons as Board may from time to time have resolved, shall sign every instrument to which the Seal shall be so affixed in their presence; in favour of any purchaser or person bona fide dealing with the College such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

## **Treasurer**

88. The Treasurer shall pay all monies received by them on behalf of the College into an account in the name of the College at the bankers appointed by the Board. The Treasurer shall keep an account of all monies received and expended and prepare a financial report for the meeting of the Board, not later than that next before the Annual General Meeting in each year, and an income and expenditure account and balance sheet to be audited in accordance with these Ordinances and at all times be prepared to give such information on the finances of the College as may be required by the Board.
89. The Treasurer may, without special order, pay the current ordinary expenses of the College but they may not disburse any other sum unless previously authorised to do so by the Board.

## **Accounts**

90. The Board shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the College and the matters in respect of which such receipts and expenditure took place;
  - (b) all sales and purchases of goods by the College; and
  - (c) the assets and liabilities of the College.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the College and to explain its transactions.

91. The books of account shall be kept at the College's office, or at such other place or places as the Board shall think fit and shall always be open to the inspection of the Board.
92. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the College or any of them shall be open to the inspection of voting members not being Trustees and no member other than a Trustee shall have any right of inspecting any account or book or document of the College except as authorised by the Board or by the College at General Meetings.
93. At the Annual General Meeting the Board shall lay before the College a proper income and expenditure account for the period since the last preceding account made up to a date not more than four Months before the Board meeting next before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board, Council and the auditors and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one days before the date of the meeting be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection before the meeting.

## **Audit**

94. At least once in every year the accounts of the College shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
95. Auditors shall be appointed at the Annual General Meeting and shall hold the qualifications set out in Section 1212 of the Companies Act 2006 or any enactment amending or replacing it.



## **Investment powers**

96. (a) Monies held by the College (including the sale proceeds of other investments held) may be invested in such stocks, funds, shares, securities and other investments as the Board thinks fit; Provided that in the case of any investment the Board is satisfied that such investment is not speculative and will not expose such monies and other investments to undue risk.
- (b) (i) Investments, and certificates or other documents of title to investments, in the beneficial ownership of the College or of which it is a trustee may be registered in the names of, and/or deposited for safe keeping with, nominees acting as bare trustees for the College in accordance with such arrangements (including remuneration) as may from time to time be approved by the Board;
- (ii) Management of investments in the beneficial ownership of the College or of which it is a trustee may be delegated on a discretionary basis to such persons, duly authorised to carry on regulated activities under the provisions of the Financial Services and Markets Act 2000, as may from time to time be approved by the Board and upon such terms and conditions (including remuneration) and subject to such limitations as may be agreed between such persons and the Board in accordance with the law and the By-laws.
- (c) The provisions of this Ordinance shall not apply to monies held by the College (including sale proceeds from other investments held) on specific trusts and which are subject to separate investment powers.

## **Notices**

97. A notice may be served by the College upon any member, either personally or by sending it by email or through the post in a prepaid letter addressed to such member, to their email or postal address as appearing in the Register provided that the notice may only be served by email if the member has indicated their agreement to receiving such notices by email.
98. Any member described in the Register by an address which is outside the United Kingdom shall only be entitled to have notices served upon them by the College at an email address appearing in the Register, provided that the member has indicated their agreement to receiving such notices by email.
99. (a) Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is put into the post, and in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a prepaid letter.
- (b) Any notice, if served by email, shall be deemed to have been delivered on the day it was sent, provided that it was sent before 5pm.