



# ORDERS OF COUNCIL

ORDERS APPROVED BY THE LORDS OF HIS MAJESTY'S MOST  
HONOURABLE PRIVY COUNCIL DURING JUNE 2023

PUBLISHED BY THE PRIVY COUNCIL OFFICE ON 23RD AUGUST 2023

# ORDERS APPROVED

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*At the Council Chamber, Whitehall*

THE 19th DAY OF JUNE 2023

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

The Privy Council has approved the amendments to the By-Laws of The Royal Aeronautical Society as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE ONE*

AMENDMENTS TO THE BY-LAWS OF THE ROYAL AERONAUTICAL SOCIETY

1. **Delete** By-Law 2.3 and **substitute**:

“Engineering Council registrant members

2.3 The Society is a Licensee of the Engineering Council and shall encourage all members of the Society who fulfil the requirements of the Engineering Council for registration as Chartered Engineers, Incorporated Engineers, Engineering Technicians or Information and Communications Technology Technicians to seek such registration accordingly, so that the Society is able to fulfil any requirements that apply to its status as a Licensee of the Engineering Council.”.

2. **Delete** By-Law 3.2 and **substitute**:

“Notification of Membership

3.2 The Board of Trustees shall inform every person who is duly elected a member of the Society, of their election, in a method approved by the Board of Trustees. Membership is not effective until any monies due have been paid. If such monies are not paid within three months of the date of election, the election may be declared void by the Board of Trustees”.

3. **Delete** By-Law 6 and **substitute**:

“6. The Board of Trustees

Composition of the Board of Trustees

6.1 The Board of Trustees consists of:

- 6.1.1 the President — ex officio;
- 6.1.2 the President-Elect — ex officio;
- 6.1.3 the Immediate Past President — ex officio;
- 6.1.4 six members, at least three of whom shall be members of the Society, recruited from open applications, in accordance with the Regulations, supported by the Nominations Committee, and ratified at the Annual General Meeting.

6.2 Where an Annual General Meeting fails to ratify the new member(s) of the Board of Trustees, the position(s) will remain vacant until a majority of the Voters ratifies an appointment at a Special General Meeting.

6.3 Trustees appointed under By-Law 6.1.4 shall hold office for a three-year term and shall be eligible for a further three-year term, up to a maximum of three consecutive terms (including the first term).

Offices of the Board of Trustees

6.4 From the trustees appointed under By-Law 6.1.4 shall be appointed:

- 6.4.1 Chair of the Trustees
- 6.4.2 Chair of the Finance Committee
- 6.4.3 Chair of the Audit Committee

6.5 The offices under By-Law 6.4 will normally serve a term of three years but such Chair’s term of office shall come to an end on such Chair ceasing to be a Trustee or the appointment by the Board of Trustees of a replacement or successor.

Termination

6.6 A Trustee’s term of office automatically terminates if the Trustee:

- 6.6.1 is disqualified under the Charities Acts from acting as a charity trustee;
- 6.6.2 is either mentally or physically incapable of managing the said Trustee’s own affairs;
- 6.6.3 is absent from three consecutive meetings of the Board of Trustees without the consent of the Chair of the Board of the Trustees;
- 6.6.4 resigns by written notice to the Board of Trustees (but only if at least two Trustees will remain in office); or
- 6.6.5 is removed by Resolution passed at a Special General Meeting by a two-thirds majority after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views.

6.7 The Council may suspend a Trustee from the Board of Trustees only for good cause and in accordance with the procedures set out in Regulations.”.

4. **Delete** By-Law 7.8.2 and **substitute**:

“7.8.2 the written resolution may be contained in more than one document and will be treated as passed on the date of the last vote, or within a set, recorded timescale, if the provision of 7.8.1 has been met.”.

5. In By-Law 8.1 **delete** “elected members” and **substitute** “Elected Members”.

6. In By-Law 8.2 **delete** “members of the Council. Exceptionally the Council may elect a President-Elect who is not a member of the Council where the Council believes that there is a particular benefit to the Society. The President-Elect shall be a Member, Companion or Fellow of the Society and is eligible to be a Trustee under the terms of By-Law 6” and **substitute** “Elected Members of the Council”.

7. **Delete** By-Law 8.5.

8. **Delete** By-Laws 9, 10 and 11 and **substitute**:

“9. The President

9.1 The President, shall be elected by the Council from the current Elected Members of Council at their last meeting in the calendar year and shall hold office for the period beginning at the conclusion of the Annual General Meeting next following their election until the end of the subsequent Annual General Meeting, save in circumstances resolved by the Trustees to be extraordinary. The candidate for the Presidency will normally be the President-Elect. No person is eligible for re-election to the office of President save in circumstances resolved by the Council to be extraordinary.

9.2 The President is elected for a term of one year (not to be extended) generally following a term as President-Elect. If, for whatever reason, a President-Elect is unable to serve as President, the Council shall elect a President from the current members of the Council by secret ballot. A President elected in this manner shall serve for a term sufficient only to allow normal presidential election processes to be resumed. The President so elected shall have the full powers and responsibilities of President for the remainder of the term.

9.3 In the event of the termination of membership or resignation of the President, the Council shall appoint the President-Elect to hold office, as Acting President, until the end of the next Annual General Meeting (subject to By-Law 8.4).

9.4 The President shall take the chair at all Council meetings of the Society. The President Elect shall take the chair at any Council meetings at which the President is not present. If neither are present, the meeting of the Council shall be adjourned to reconvene at a later date.

9.5 The Council shall determine at the end of a Presidential year whether a President who has resigned before the end of that year shall be designated a Past President.”.

## 10 The Council of the Society

10.1 There shall be a Council of the Society elected under the provisions of these By-Laws.

Composition of the Council.

10.2 The Council consists of:

10.2.1 the President — ex officio;

10.2.2 the President-Elect — ex officio;

10.2.3 the Immediate Past President — ex officio;

10.2.4 the Presidents of Divisions — ex officio;

10.2.5 the Chair of the Trustees — ex officio;

10.2.6 a nominated representative from each of the Boards that report to Council;

10.2.7 a nominated representative from key committees as specified in the Regulations;

10.2.8 fifteen members elected by those eligible to vote, on a three-year rotation;

10.2.9 up to three members co-opted by the Council on the sole grounds that an important area of the Society's interest is not otherwise represented on the Council.

10.3 The total composition of Council (as stated in By-Law 10.2 and excluding those invited to attend a meeting as per By-Law 13.3) shall not exceed thirty-two.

10.4 If any of the Boards or key committees, referred to in 10.2, are dissolved, the position concerned will fall vacant.

### Responsibilities of the Council

10.5 The Council shall be responsible for:

10.5.1 elections for the post of President and President-Elect in accordance with these By-Laws;

10.5.2 approving the appointment of Board Chairs as per By-Law 14.5;

10.5.3 arrangements for the conferring of awards, medals and the nomination of individuals for invitation to Honorary Fellowship and Honorary Companionship;

10.5.4 such other responsibilities as may be specified in the Regulations and terms of reference set by the Board of Trustees from time to time.

### Appointment of Alternates

10.6 The President of a Division may from time to time appoint a Divisional representative who is a member of, and approved by the Divisional Council, as an alternate to attend Council meetings and speak on their behalf and vote in accordance with Regulations made by the Board of Trustees.

## 11 Membership of the Council

- 11.1 Elected Members of the Council shall be elected by the Voters by ballot from amongst the members of the Society. Subject to By-Law 11.5, Elected Members shall hold office for three years and shall be eligible for re-election.
- 11.2 Board and key committee representatives on Council, referred to in 10.2.6 and 10.2.7, shall be nominated, by the members of the board or committee they will represent, from the members of that board or committee, by vote and are eligible for re-nomination. The term on Council shall correlate with their term on the board or committee. Loss of board or committee membership will lead to loss of Council membership, and a new nomination will be held to find a successor. No board or committee representative shall be nominated for more than two consecutive terms. They can remain a Council member beyond two consecutive terms only as one of the other positions listed in By-Law 10.2.
- 11.3 Past Presidents serve on the Council for one year ex officio immediately after their term as President after which they are eligible to stand for re-election to the Council.
- 11.4 Any member co-opted to the Council serves for only one year. A member may be co-opted in successive years if the criteria for the co-option continue to apply and are judged to do so by decision of the Council. In no case shall a member be co-opted to serve for more than three successive years. A co-opted member is free to seek election as a new candidate following a period of co-option.
- 11.5 The term of office of a member of the Council shall come to an end if: 11.5.1 the said member resigns in writing; or 11.5.2 the said member ceases to be a member of the Society; or 11.5.3 without the consent of the Council, the said member holds any office of profit under the Society, or 11.5.4 the said member fails to disclose the nature of any direct interest in a contract with the Society; DRAFT RAeS By-Laws (tbc) Page 15 of 37 11.5.5 the said member becomes bankrupt or makes any arrangement or composition with the said member's creditors, or 11.5.6 a receiver is appointed by the Court of Protection in respect of the said member's assets, or 11.5.7 a vote by three-quarters of the members present at a meeting of the Council, at which due notice of the proposed resolution has been given, for removal of the said member from office.
- 11.6 If an Elected Member of Council dies, resigns or becomes disqualified from Council membership, the Council shall fill the vacancy by electing the candidate with the highest number of votes from among the unsuccessful candidates at the most recent election. The Council may take this action at any time in the year following the circumstance that caused the vacancy. The member so elected holds office for the remainder of the term of office of the member who has been replaced.
- 11.7 A Council member who is elected to the position of President-Elect, President or any other ex officio role, shall be replaced by the Council in the same manner as an Elected Member of Council who has resigned, died or been disqualified.
- 11.8 If a Past-President is unable or unwilling to serve for the year immediately following the Presidential year, the Council shall elect a replacement from within their number.”
9. **Delete** By-Law 14 and **substitute**:

“14 Boards and Committees

- 14.1 The Board of Trustees may delegate to any Board or Committee such of its powers and duties as it sees fit and the law and good practice for charities allows, but the Board of Trustees remains responsible for the actions of such Boards and Committees and the Board of Trustees may dissolve a Board or Committee at any time.
- 14.2 Boards shall report directly to the Council and their Chairs shall be appointed in accordance with By-Law 14.5. Committees appointed by the Board of Trustees shall report to the Board of Trustees, the Council or any other body within the Society, and their Chairs shall be appointed or elected in such manner, as the Board of Trustees shall determine having regard to the functions of the Committees and good practice for charities.
- 14.3 Boards and Committees appointed by the Board of Trustees under this By-Law may themselves appoint Sub-Committees and working groups reporting to them, unless additional financial support is needed or a standing committee required, then Trustee approval shall be needed.
- 14.4 Subject always to the provisions of By-Law 14.5, the composition of Boards and Committees shall be determined by the Board of Trustees, and the composition of each Sub-Committee is determined by the Board or Committee appointing it, provided that (other than in exceptional circumstances):
  - 14.4.1 each Board shall include at least two members of the Council;
  - 14.4.2 a majority of the members of each Board and Committee shall be members of the Society; and
  - 14.4.3 in order to address a particular purpose, the Board of Trustees may establish, or may authorise others to establish, a Committee or Board which does not meet the template set out in the preceding paragraph of this By-Law.
- 14.5 Board Chairs shall be recruited from open applications, in accordance with the Regulations, supported by the Nominations Committee, and approved by Council.
- 14.6 The terms of reference for all Boards and Committees will be determined by the Board of Trustees when the Board or Committee is established and will be reviewed by the Board of Trustees at intervals of not more than three years. The quorum for any Board or Committee shall be set out in the terms of reference for that Board or Committee and shall be in accordance with any applicable Engineering Council requirements.
- 14.7 The Board of Trustees shall draw up and may vary from time to time Regulations governing Boards and Committees.
- 14.8 Changes in the number, composition, management or titles of Boards and Committees shall be approved by the Board of Trustees. At all times the terms of reference shall be available to any member of the Society upon request.”
9. In By-Law 19.2 *delete* “to receive the names of those appointed to the Board of Trustees and those newly-elected to the Council.” and *substitute* “to ratify the names of those newly appointed to the Board of Trustees and to receive the names of those newly-elected to the Council.”



10. In By-Law 19.5 **delete** “Members, Companies or Fellows” and **substitute** “of those eligible to vote”.

11. In By-Law 26.1.1 after “vice versa;” **delete** “and”.

12. **Delete** By-Law 26.1.2.

13. In By-Law 26.2:

(i) **delete** ‘Board of Trustees’ and its meaning and **substitute**:

“Board of Trustees” a body with appointed and ex-officio members, as Charity Trustees, in accordance with Article 10 of the Charter and By-Laws 6 and 7;”;

(ii) **delete** ‘Council’ and its meaning and **substitute**:

“Council any body with elected, nominated, co-opted and ex-officio members in accordance with By-Laws 10, 11 and 12;”;

(iii) after heading “Divisional Council” and its meaning **insert** new heading:

“Elected Member of Council members elected to Council by the Voters of the Society by ballot in accordance with By-Law 11;”;

(iv) **delete** ‘Presidential Cycle’ and its meaning;

(v) in the meaning of ‘Trustee’ after “a member of the Board of Trustees” **insert** “who individually and jointly share ultimate responsibility for governing the charity and directing how it is managed and run, as per Charity Commission guidance;”;

(vi) **delete** ‘Vice President’ and its meaning;

(vii) **delete** ‘Voters’ and its meaning and **substitute**:

“Voters All members of the Society as recorded on the Register, except Affiliates yet to pay any membership fees;”.



*At the Council Chamber, Whitehall*

THE 14th DAY OF JUNE 2023

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

The Privy Council has approved the revised By-Laws of The Royal College of Radiologists as set out in the Schedule to this Order, which shall come into effect on 1st day of September 2023.

*Richard Tilbrook, CVO*

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*SCHEDULE*

REVISED BY-LAWS OF THE ROYAL COLLEGE OF RADIOLOGISTS

**General**

1. In these By-Laws, unless the context otherwise requires:

“the Supplemental Charter” means the Supplemental Charter to which these By-Laws are scheduled;

words and expressions defined in the Supplemental Charter bear the same meaning;

“Appointed Trustees” means those members of the Trustee Board appointed by the Council pursuant to By-Law 19(2) - (3);

“charity trustees” means the persons having the general control and management of the administration of the College;

“College elections” means elections of Honorary Officers and of elected Members of the Council, of governing bodies of Faculties and of committees for which elections are held hereunder;

“College year” means the period from 1 September to 31 August inclusive;

“Council” means the Council of the College as described in By-Law 26;

“Devolved Nations Committees” means each of the Standing Northern Ireland

Committee, Standing Scottish Committee and Standing Welsh Committee, which are committees of the Trustee Board established pursuant to terms of reference as amended by the Trustee Board from time to time;

“Faculty” means one of the Faculties established under By-Law 32;

“Faculty Board” means the board of a Faculty established pursuant to By-Law 34;

“Faculty Leadership Team” means the leadership team of a Faculty established pursuant to By-Law 33;

“General Meeting” means a meeting of the members of the College held in accordance with By-Laws 8 to 13 being either an Annual General Meeting or an Extraordinary General Meeting;

“hybrid meeting” means a General Meeting which is held at both a physical location and through an electronic facility, providing members with the option to attend the meeting either in person or virtually;

“in good standing” means that the member so described neither falls within By-Law 5(2) nor has had his membership terminated under the provisions of the By-Laws;

“in person” means participation in a meeting by physically attending the meeting. A meeting which is held “in person” is held at a physical location;

“in writing” means written, printed or reproduced in visible form by any other means;

“Junior Radiologists’ Forum” means the group of junior members of the Faculty of Clinical Radiology who are elected to represent the views of such members to the Clinical Radiology Faculty Board in accordance with terms of reference approved by the Trustee Board from time to time;

“medical and dental practitioners” shall include persons who have retired from medical or dental practice;

the words “member”, “Associate Member”, “Member”, “Honorary Member”, “Fellow” and “Honorary Fellow” shall have the meanings attributed to them in By-Law 3;

“Office” means the Office of the College;

“Oncology Registrars’ Forum” means the group of junior members of the Faculty of Clinical Oncology, who are elected to represent the views of such members to the Clinical Oncology Faculty Board, in accordance with terms of reference approved by the Trustee Board from time to time;

“Register” means the Register of members of the College, and “registered” shall mean entered on the Register;

“Regulations” means the Regulations for the time being in force as previously made by the Council hereunder with the sanction of the College in General Meeting or as may

now be made from time to time by the Trustee Board with the sanction of the College in General Meeting in accordance with By-Law 44;

“United Kingdom” means Great Britain, Channel Islands, Isle of Man and Northern Ireland;

“virtually” means participation in a meeting through an electronic facility which allows a member to hear the proceedings and participate in the business for which the meeting has been convened;

“virtual meeting” means a General Meeting which participants may attend virtually only and without a corresponding in person meeting;

“year” means calendar year;

the rules of construction set out in the Supplemental Charter apply equally to the By-Laws.

2. Every member of the College shall be held to have agreed to be bound by the provisions of the Supplemental Charter and these By-Laws as amended from time to time and shall be bound to further, to the best of their ability, the objects and interests of the College.

## **Membership**

3. (1) The members of the College shall be:
  - (a) Associate Members, who shall be
    - (i) those medical and dental practitioners admitted as Associate Members by the Trustee Board in accordance with the Regulations;
    - (ii) UK medical physicists who are Fellows of the Institute of Physics and Engineering in Medicine (“the Institute”), or full members of the Institute with appropriate postgraduate qualifications or experience; and
    - (iii) UK nuclear medicine physicians who hold specialist registration with the General Medical Council as such.
  - (b) Members, who shall be:
    - (i) those medical and dental practitioners admitted as Members by the Trustee Board in accordance with the Regulations; and
    - (ii) those non-medical and non-dental practitioners who have made a significant contribution to the specialties of clinical radiology or clinical oncology or dental and maxillofacial radiology, admitted as Members by the Trustee Board in accordance with the Regulations;
  - (c) Those who are admitted as Fellows by the Trustee Board in accordance

with the Regulations. They may use the postnominal designation ‘FRCR’;

- (d) Honorary Members and Honorary Fellows, who shall be such persons as the Trustee Board shall select on the basis of criteria set out from time to time in the Regulations. They shall have such privileges other than voting rights as the Regulations shall prescribe. Honorary Members and Honorary Fellows may respectively use the postnominal designations ‘Hon MRCC’ and ‘Hon FRCR’.

All the above shall comprise the members of the College.

- (2) The names of all persons admitted to membership with the date of admission shall be recorded in the Register which shall be maintained and kept at the Office.

### **Fees**

4. The admission fees and subscriptions of the different classes of membership (other than Honorary Fellows and Honorary Members) shall be such sums as are prescribed by the Trustee Board (subject to such waivers and adjustments as may be permitted by the Regulations). They shall be due at such time and in such manner as shall be prescribed by the Trustee Board.

### **Privileges of Membership**

5. (1) Subject as provided herein, the Regulations shall prescribe the privileges to which the different classes of membership are entitled.
- (2) No member shall be in good standing and entitled to enjoy any of the privileges of membership, to receive notice of, attend or speak at General Meetings of the College, to exercise any voting rights, or to make use of any permitted postnominal designation of membership, if the member is in arrears with any fee or subscription due from them for such period of time as is determined by the Trustee Board or has, in the reasonable opinion of the Trustee Board, failed to comply with the provisions of the Supplemental Charter, the By-Laws or the Regulations.
- (3) Reinstatement to good standing shall be notified to the member once the Trustee Board is satisfied that the matter has been rectified.

### **Termination of Membership**

6. Membership shall not be transferable. A member’s name shall be removed from the Register, and the member shall cease to be a member and shall cease to be entitled to the rights and privileges of membership, in the following circumstances:
  - (1) if, by written notice to the College, the member resigns;
  - (2) on death or in the event of the member becoming unable to practise;
  - (3) if any fee, subscription or other sum payable by the member is not paid within

such period of time as is determined by the Trustee Board and remains unpaid 14 days after notice is served on the member on behalf of the College informing the member that they will be removed from the membership if it is not paid;

- (4) if it shall appear to the Council upon the best information available to it that the member's name has been erased from any register which entitled them to practice;
  - (5) if at any time the Council shall judge that the member has behaved in a manner prejudicial to the welfare or good name of the College or the attainment of its objects, by a majority of not less than three-quarters of the Council present and voting; provided that no erasure of a member's name shall be ordered until they have been given the right to attend and be heard by the Council in accordance with the Regulations before a decision is made. The Regulations shall respect the rules of natural justice and shall enable the member to have sight of the case against them, to be represented, to call witnesses on their own behalf, to cross-examine witnesses called against them and to appeal against the decision of the Council.
7. Where any member has ceased to be a member by virtue of By-Law 6, the Regulations shall prescribe the manner in which application for reinstatement to the Register may be made and the manner of its consideration.

### **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 Trustee Board, and shall specify the Meeting as such in 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 Trustee Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of forty or more members of the College entitled to vote. Such Meeting shall be convened by the Trustee Board within six weeks of the date of the requisition. In default thereof, the requisitionists themselves may convene such Meeting in accordance with these By-Laws within twelve weeks of the date of the requisition.
11. A General Meeting may be held in person, as a virtual meeting, or as a hybrid meeting, as shall be determined by the Trustee Board. The Trustee Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any General Meeting (but shall be under no obligation to provide facilities for a virtual or hybrid meeting).
12. At least fourteen days' notice in writing of every General Meeting (including the Annual General Meeting and exclusive 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, date and time 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 By-Laws entitled to receive such notices from the College. If the Trustee Board determines that a General Meeting shall be held as a hybrid meeting or a virtual meeting, the notice shall include a statement to that effect, specify the means of attendance and participation at the General Meeting and any access, identification and security arrangements; and state how it is proposed that persons attending or participating in the General Meeting should communicate with other attendees during the General Meeting.

13. The accidental omission to give notice of a General Meeting, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any Resolution passed, or proceedings held, at any General Meeting. Where a General Meeting is held as a hybrid or virtual meeting, any inability of a person to attend or participate in the General Meeting by way of electronic facility or facilities shall not invalidate the proceedings of that General Meeting.

### **Proceedings at General Meetings**

14. The Regulations shall provide for the conduct of General Meetings, including the nature of the business to be conducted, the quorum, the chairmanship, the method of conducting polls, adjournment of the Meeting and further provisions for the conduct of the General Meeting.

### **Votes of Members**

15. Only Fellows and Members present and in good standing shall be entitled to vote on any question at a General Meeting. "Present" shall mean in person where the General Meeting is held in person, virtually where the General Meeting is a virtual meeting and either in person or virtually where the General Meeting is a hybrid meeting. The Regulations may prescribe the circumstances in which and the method by which votes of members may be taken. Only Fellows in good standing eligible to vote, as prescribed by the Regulations, shall be entitled to vote in College elections.

### **Honorary Officers**

16. (1) The Honorary Officers of the College shall be:
  - (a) the President;
  - (b) the Medical Director, Membership and Business;
  - (c) the Vice-President of each Faculty;
  - (d) the Medical Director, Education and Training, of each Faculty; and
  - (e) the Medical Director, Professional Practice, of each Faculty.
- (2) The President shall be elected from among the Fellows eligible to serve, as defined by the Regulations. They shall be elected by the Fellows entitled to vote

in College elections, in accordance with the procedures and for the term of office prescribed by the Regulations.

- (3) The Medical Director, Membership and Business shall be appointed from among the Fellows eligible to serve, as defined by the Regulations. They shall be appointed by the Council, in accordance with the procedures and for the term of office prescribed by the Regulations.
- (4) The Vice-Presidents and Medical Directors of each Faculty shall be elected from among the Fellows eligible to serve, as defined by Regulations. They shall be elected by the Fellows of their respective Faculty, in accordance with the procedures and for the term of office prescribed by the Regulations.
- (5) The duties and responsibilities of each of the Honorary Officers shall be prescribed from time to time by the Trustee Board.
- (6) The Honorary Officers shall assume office on the first day of the College year following their election.
- (7) The Regulations shall prescribe the procedure for filling casual vacancies among the Honorary Officers during the course of a College year and the events in which Honorary Officers shall cease to hold office. The College in General Meeting shall have power to remove any Honorary Officer at any time.

#### **Treasurer**

17. (1) There shall be a Treasurer of the College, who shall be an Appointed Trustee and who shall be appointed by the Council in accordance with the procedures and for the term of office prescribed by the Regulations.
- (2) The duties and responsibilities of the Treasurer shall be prescribed by the Trustee Board.
- (3) The Treasurer shall assume office on the first day of the College year following their appointment.
- (4) The Regulations shall prescribe the procedure for filling a casual vacancy in the office of Treasurer during the course of a College year and the events in which the Treasurer shall cease to hold office. The College in General Meeting shall have power to remove the Treasurer at any time.

#### **The Trustee Board**

18. (1) The business of the College shall be managed by the Trustee Board who 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 Supplemental Charter or the By-Laws required to be exercised, or done by the Council, or by the College in General Meeting.
- (2) Without prejudice to By-Law 18(1), the Trustee Board shall:



- (a) act as the charity trustees of the College and fulfil the duties and responsibilities of charity trustees and be accountable as such;
  - (b) set the strategic direction of the College;
  - (c) make strategic decisions;
  - (d) ensure the implementation of their decisions and the furtherance of the College's purposes, including (without limitation) through the employment and management of the College staff.
- (3) The members for the time being of the Trustee Board may act notwithstanding any vacancy in their body, provided always that in case the members of the Trustee Board shall at any time be or be reduced in number to less than the minimum number prescribed by Regulations as the quorum for meetings of the Trustee Board, it shall be lawful for them to act as the Trustee Board for the purpose of admitting persons to membership of the College, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- (4) The circumstances in which the trusteeship of a member of the Trustee Board shall terminate and the procedure for filling casual vacancies in the Trustee Board shall be as set out in Regulations.
19. The Trustee Board shall consist of:
- (1) the Honorary Officers ex-officio;
  - (2) the Treasurer; and
  - (3) at least one and no more than three additional Appointed Trustees who may, but need not be, members of the College, who shall be appointed by the Council in accordance with the procedures and for the terms of office prescribed by the Regulations.
20. For the avoidance of doubt, employees of the College may not be elected as Honorary Officers or appointed as Appointed Trustees.
21. Routine meetings of the Trustee Board shall be held as prescribed in any standing orders or otherwise as the Trustee Board considers necessary for the despatch of its business. Special meetings of the Trustee Board may be called on the direction of the President or on the written request of six members of the Trustee Board specifying the business to be dealt with at such special meetings.
22. The quorum for and conduct of meetings of the Trustee Board shall be as set out in the Regulations.
23. The Trustee Board may appoint such committees and sub-committees in such manner and on such terms and having such powers and duties as may be decided by the Trustee Board. The convening and conduct of the proceedings of such committees and

sub-committees shall be governed as prescribed in the Regulations.

24. The Trustee Board shall have power to delegate responsibility for those of its functions which it has not reserved to itself; provided that such delegation or the acts done or omitted thereunder shall not be inconsistent with the objects of the College as stated in the Supplemental Charter and shall be in accordance with College policy as laid down by the Trustee Board.
25. The minutes of all meetings of the Faculty Leadership Teams and any other committees of the Trustee Board shall be reported to the Trustee Board at such intervals as it shall require.

### **The Council**

26. There shall be a Council of the College, which shall consist of the members of the two Faculty Boards.
27. The Council shall:
  - (1) provide scrutiny of, and constructive challenge to, the Trustee Board;
  - (2) oversee the election of such of the Honorary Officers of the College as are elected;
  - (3) oversee the appointment of the Medical Director, Membership and Business and the Treasurer;
  - (4) select and appoint the other Appointed Trustees, on the basis of required skills as identified by the Trustee Board;
  - (5) be responsible for the disciplinary functions of the College; and
  - (6) lead projects or workstreams as requested by the Trustee Board.
28. The Council shall meet at least twice in each College year. Meetings (including their quorum and conduct) of the Council shall be as prescribed by the Regulations and any standing orders.
29. The Trustee Board shall report to the Council no less than twice a year and the dates of such meetings shall be agreed from time to time between the Trustee Board and the Council.
30. The Council shall have power to delegate authority in respect of such of its functions as it considers appropriate provided that such delegation or the acts done or omitted thereunder shall not be inconsistent with the objects of the College as stated in the Supplemental Charter, and shall be in accordance with College policy as prescribed by the Trustee Board from time to time.
31. The Council shall have power to incur expenditure in accordance with an annual budget set by the Trustee Board. Any unbudgeted expenditure must be approved by the Trustee

Board in advance of being incurred.

## **Faculties**

32. There shall be two Faculties of the College being the Faculty of Clinical Radiology and the Faculty of Clinical Oncology. Each Faculty shall have such status and privileges as may be prescribed by the Regulations or from time to time decided by the Trustee Board. Each Faculty shall comprise those members on the roll of that Faculty and each member of the College shall be on the roll of one Faculty, subject to the provisions of the Regulations.
33. Each Faculty shall be administered by a Faculty Leadership Team, which shall be a committee of the Trustee Board with such delegated responsibility as is set out in Regulations or as is otherwise properly delegated by the Trustee Board. The composition of the Faculty Leadership Teams shall be as is set out in Regulations.
34. Each Faculty shall have a Faculty Board, the function of which shall be to:
  - (1) act as a forum for discussion of matters relevant to the Faculty;
  - (2) provide scrutiny of, and constructive challenge to, the Faculty Leadership Team; and
  - (3) lead projects or workstreams as requested by the Faculty Leadership Team.
35. Each Faculty Board shall consist of:
  - (1) six Fellows resident in the United Kingdom and on the roll of the Faculty (the “Elected Faculty Board Members”), who shall be elected in accordance with the procedures set out in Regulations;
  - (2) the Chair and Secretary of each of the Devolved Nations Committees who are on the roll of the relevant Faculty; and
  - (3) at each Faculty Board’s discretion, up to two additional co-opted members (the “Co-opted Faculty Board Members”) who are on the roll of the relevant Faculty.
36. The Chair of the Oncology Registrars’ Forum shall also be a member of the Clinical Oncology Faculty Board. The Chair of the Junior Radiologists’ Forum shall also be a member of the Clinical Radiology Faculty Board.
37. Each Faculty Board shall meet at least twice in each College year.
38. The procedures governing meetings of the Faculty Boards, the election of the Elected Faculty Board Members, the appointment of the Co-opted Faculty Board Members and the termination of Faculty Board membership shall be as set out in Regulations.
39. There shall be such Intercollegiate Faculties as the Trustee Board may constitute with other Medical Royal Colleges and their Faculties. The status, privileges, functions,

governance and membership of such Intercollegiate Faculties shall be as prescribed by the Regulations or from time to time decided by the Trustee Board.

### **Diplomas and Certificates**

40. The Trustee Board may grant Diplomas and Certificates to successful candidates in such examinations as shall be prescribed and held in accordance with the Regulations. These Diplomas shall include the Diploma in Dental and Maxillofacial Radiology (previously the Diploma in Dental Radiology), in respect of which the postnominal abbreviation 'DDMFR' may be used, and the Diploma in Medical Radiotherapy and Oncology, in respect of which the postnominal abbreviation 'DMRT' may be used. The Trustee Board shall continue to recognise the holders of the former Diploma in Dental Radiology as if there had been no change. The Trustee Board may elect Honorary Diplomates in such manner as may be prescribed by the Regulations. Honorary Diplomates may use the respective postnominal abbreviation for the diploma preceded by 'Hon'.

### **Finance**

41. (1) The Trustee Board shall annually prepare a Balance Sheet and an Income and Expenditure Account of the College for the previous financial year of the College, and a Report on the general state of proceedings of the College for the past year to be presented to the Annual General Meeting. Such Balance Sheet and Accounts shall be audited by an Auditor or Auditors who shall hold the qualifications set out in Section 389 of the Companies Act 1985 or any enactment amending or replacing it, and a copy of the same as audited and also a copy of such Report shall be sent to every member not less than 14 days before the said Meeting.
- (2) The Trustee Board may fill any casual vacancy in the office of Auditor but such person shall hold office only until the next Annual General Meeting, when they shall retire but be eligible for re-election.
- (3) The Trustee Board shall have power to pay the out-of-pocket expenses properly incurred by members of the Trustee Board or the Council or of any committee or sub-committee thereof in connection with their attendance at meetings or otherwise upon the business of the College.

### **Notices**

42. A notice may be served by the College upon any member either personally or by sending it through the post or by email or (in the case of a general notice to the membership) by inserting it in a College journal sent to members, addressed to such member at the last address notified by such member to the College.
43. Notices served by post shall be deemed to have been served on the third day after posting and notices served by email shall be deemed received 24 hours after being sent. In proving the giving of a notice, it shall be sufficient to prove that the notice was left, or that the envelope containing the notice was properly addressed and posted, or that the notice was sent by email to the correct address.

## **Regulations**

44. The Trustee Board may of its own motion make, and from time to time add to, amend, or revoke Regulations for any purpose not inconsistent with the Supplemental Charter and the By-Laws, but such Regulations as made, added to or amended and such revocation shall not come into effect until sanctioned by the College in General Meeting.

## **The Seal**

45. The Trustee Board shall provide for the safe custody of the seal of the College. The seal shall not be used except with the authority of the Trustee Board or a committee of the Trustee Board and in the presence of at least two members of the Trustee Board, both of whom shall sign the instrument to which the seal is affixed, and every such instrument shall be countersigned by an officer of the College appointed for the purpose by the Trustee Board.

## **Validity of Acts**

46. All acts bona fide done by any meeting of the Trustee Board or of any committee or sub-committee thereof or by any person acting as a member of the Trustee Board or of any such committee or sub-committee 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 the member or person was 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 Trustee Board or of any such committee or sub-committee, as the case may be.

## **Indemnity**

47. In the execution of the trusts of the College, no member of the Council or the Trustee Board shall be liable for any loss to the assets of the College arising from:
  - (1) any investment properly made in good faith;
  - (2) the negligence or fraud of any agent or employee engaged or employed by the College, Trustee Board or Council in good faith;
  - (3) any mistake or omission made in good faith by any member of the Council or the Trustee Board; or
  - (4) any other matter except wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Council or the Trustee Board, sought to be made liable.



*At the Council Chamber, Whitehall*

THE 2nd DAY OF JUNE 2023

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

The Privy Council has approved the amendment to the Bye-laws of The Royal National Institute of Blind People as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE*

AMENDMENT TO THE BYE-LAWS OF THE ROYAL NATIONAL INSTITUTE OF BLIND PEOPLE

**Delete** Bye-law 29 and **substitute**:

“29. The Board shall provide for the safe custody of the Common Seal of the Institute which shall not be used except by the authority of a resolution of the Board and in the presence of i) two members of the Board; or ii) one member of the Board and the Chief Executive, both of whom shall sign all instruments to which the Seal is so affixed in their presence.”.



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