

**Draft Petition for presentation to the Privy Council and appended
draft Supplementary Charter for Royal College of Surgeons of
Edinburgh**

Petition for Supplementary Charter

To The King's Most Excellent Majesty in Council.

The Humble Petition of the Royal College of Surgeons of Edinburgh ("**the College**")

Sheweth as follows:-

This Petition is made pursuant to a special resolution which was duly passed by not less than two-thirds of the Fellows of the College present and voting at a General Meeting of the College held on 15 November 2024 which resolution approved the draft Supplementary Charter submitted to the meeting (and approved such further changes as may be required by the Privy Council and which are agreed with the College's Secretary, its Chief Executive (or his nominee) and/or its agents) and authorised the Secretary, on behalf of The College, to petition His Majesty to grant the Supplementary Charter.

The College was established by a Seill of Cause granted by the Town Council of Edinburgh on the 1 July 1505 and was thereafter incorporated by Royal Charter on 11 March 1851. ("**the Original Charter**"). The Original Charter was replaced by a Supplementary Charter on 5 April 1979 ("**the First Supplementary Charter**"). Property and powers have been conferred on the College by the Original Charter and the First Supplementary Charter.

YOUR PETITIONERS wish to petition for the grant of a Supplemental Charter for the following reasons:

- (A) To provide more modern governance provisions including the introduction of Board of Trustees who will be the charity trustees in the terms of the Charities and Trustee Investment (Scotland) Act 2005 (the "**2005 Act**"). Throughout the Supplementary Charter, "Council" is replaced by "Board of Trustees".
- (B) To ensure consistency between the Supplementary Charter and the Laws approved by the Privy Council on 17 May 2021 as to membership of the College.
- (C) On the recommendation of the Privy Council, to make provision for future amendments to the Supplementary Charter to be made by Order in Council, thereby reducing the burden imposed by the requirement for a Supplementary Charter.
- (D) On the recommendation of the Privy Council, to make provision by which the Charter could be surrendered including by making provision for distribution of charitable assets by reference to the Charities and Trustee Investment (Scotland) Act and the Taxes Acts.

AND YOUR PETITIONERS therefore most humbly pray that Your Majesty may be graciously pleased in the exercise of Your Royal Prerogative to grant a Supplementary Charter to Your Petitioners in the terms of the draft herewith submitted, together with the amendments listed, or in such other terms as may to Your Majesty seem proper.

And Your Petitioners will ever pray, etc.

The common seal of the Royal College of)
Surgeons of Edinburgh)
was hereunto affixed)
in the presence of:)

Authorised Signatory

Royal College of Surgeons of Edinburgh (SC005317)

Draft Supplementary Royal Charter

CHARLES THE THIRD by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith: TO ALL TO WHO THESE PRESENTS SHALL COME, GREETING!

WHEREAS the Royal College of Surgeons of Edinburgh was established by a Seill of Cause granted by the Town Council of Edinburgh on the 1st day of July 1505 followed by various Acts and Grants: AND WHEREAS by Royal Charter dated the 11th day of March 1851 (hereinafter referred to as "the Original Charter") Her Majesty Queen Victoria did of new constitute the then Fellows of the Royal College of Surgeons of the City of Edinburgh and such others as should from time to time be elected Fellows of the College as a body politic and corporate by the name and style of "The Royal College of Surgeons of Edinburgh" (hereinafter referred to as "the College"):

AND WHEREAS Our Royal Predecessor Queen Elizabeth the Second in the year of our Lord 1979 replaced the Original Charter of the College with a Supplementary Charter dated 5th day of April 1979 (hereinafter referred to as "the First Supplementary Charter")

AND WHEREAS it has been represented to Us that for the purpose of furthering the objects and of promoting the proper and efficient administration of the College it is expedient that certain amendments should be made to the First Supplementary Charter;

AND WHEREAS an humble Petition unto Us praying that We would be graciously pleased to grant such amendments to the First Supplementary Charter:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE Know Ye that We by virtue of the powers conferred upon Us by the Royal College of Surgeons of Edinburgh Order 1975 and of all other powers Us enabling Our especial grace, certain knowledge and mere motion do hereby for Us, Our Heirs and Successors grant and ordain that the First Supplementary Charter shall be amended such that it shall have the effect set out below:

1. The provisions of the Original Charter (except in so far as they incorporate of new the Royal College of Surgeons of Edinburgh and confer upon it perpetual endurance and succession and authorise it to have and use a Common Seal and to sue and be sued, defend and be defended, plead and be impleaded) shall be and are hereby revoked; but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions of the Original Charter or any Laws or Regulations made thereunder.
2. The objects of the College shall be:-

- (i) to promote education and training for medical and surgical practice; and
- (ii) to promote and encourage the maintenance of high standards of professional competence and conduct.

3. There shall be a Board of Trustees (hereinafter referred to as "the Board of Trustees") consisting of such number of members with such qualifications and to be elected or constituted as such members of the Board of Trustees in such manner and to hold office for such period and on such terms as to re-election and otherwise as the Laws for the time being of the College (hereinafter referred to as "the Laws") shall direct. The Board of Trustees shall manage and direct the affairs of the College and may exercise all the powers of the College except as to such matters as are by this Our Charter or the Laws to be transacted by or in a general meeting of the College.

4. There shall be a President and such number of Vice-Presidents of the College as the Laws shall prescribe who shall be elected in such manner and shall hold office for such period and on such terms as the Laws shall prescribe.

5. There shall be such Office Bearers or Officers as the Laws shall prescribe, all of whom shall hold office for such period and on such terms as the Laws shall prescribe.

6. Those persons who are Fellows and Members of the College at the date hereof shall continue to be such Fellows and Members and all persons who shall hereafter become Fellows and Members of the College and shall be elected or appointed in manner prescribed by the Laws.

7. The Council provided for by the First Supplementary Charter shall continue as the governing body of the College until such time as the Laws shall provide for its replacement by the Board of Trustees as the governing body of the College and members of the Board shall be elected or appointed in accordance with Article 3 of this our Charter.

8. The President, Vice-Presidents, Treasurer, Secretary and other Office-Bearers and Officers, and Committees in office at the date hereof shall continue as such until the Council is replaced by the Board of Trustees in accordance with Article 7 of this our Charter.

9. For the purpose of attaining the aforesaid objects but not further or otherwise the College shall have power

- (i) to purchase, accept by way of gift or bequest, or otherwise acquire and hold in its corporate name any moveable or personal property, goods or chattels, and any lands, buildings and heritable or real property whatsoever, and to sell and (with or without consideration) to dispose of, lease, feu or otherwise deal with such property as aforesaid, and to construct, provide, maintain, repair and alter any buildings which may from time to time be deemed requisite;

- (ii) to borrow or raise money with or without security, to grant guarantees, and to secure any debt or obligation of the College by mortgages, charges or other securities over or upon any part of the College's property or assets (whether present or future), and to raise and receive sums of money for the purposes of the College from the Fellows and Members by annual contributions, fees or otherwise;
- (iii) to invest, use and apply all or any of the moneys and funds of the College as the Council may from time to time resolve, in the purchase of or on the security of such stocks, funds, shares, securities and other investments as may be authorised for investment of the moneys and funds of the College under the Laws;
- (iv) to act as a trustee and to hold and administer funds and assets of whatsoever kind upon trusts having purposes which are benevolent or which relate to the objects of the College;
- (v) to do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the objects of the College or the exercise of its powers or as may be incidental or appertaining to a body corporate.

10. The property and income of the College shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Fellows or Members of the College, provided that nothing therein contained shall prevent the reasonable and proper payment in good faith of remuneration to any officer or servant of the College or to any Fellow or Member thereof in return for services actually rendered to the College or the payment of reasonable interest at a rate not exceeding the Bank of England's minimum lending rate for the time being upon money borrowed from any Fellow or Member or the reimbursement of expenses actually and necessarily incurred on College business.

11. The College in general meeting may by Resolution passed by not less than two-thirds of those Fellows and Members present and voting make, amend or revoke the Laws for the regulation, government and advantage of the College and, without prejudice to the generality of the foregoing power, make Laws for the granting of diplomas or other qualifications for licence to practise and for regulating the courses of study to be observed and followed and the examinations to be undergone by candidates for such diplomas or other qualifications, and ordaining all other matters whatever for the furtherance of the objects and purposes of the College. Provided that no such Laws, amendments or revocations shall be repugnant to the provisions of this Our Charter or shall take effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

12. All deeds and other writings whatsoever affecting heritable or moveable or real or personal property in the name of the College shall be valid and effectual in all respects if sealed with the Common Seal of the College and signed by the President or a Vice-President of the College for the time being, or otherwise signed by such persons as may be authorised by the Board of Trustees.

13. And We do hereby for Us, Our Heirs and Successors, grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts or elsewhere in the most favourable and beneficial sense and for the best advantage of the College, any mis-recital, omission, defect, imperfection, matter or thing notwithstanding.

14. The College in general meeting may by resolution passed by not less than two-thirds of those Fellows and Members present and voting (hereinafter referred to as a "Special Resolution") amend or add to the provisions of this Our Charter provided that no such amendment or addition shall be effective unless and until it shall have been submitted to and allowed by Us, Our Heirs or Successors in Council and this Charter shall thenceforth continue to operate as if it has originally been granted containing such amendments and additions. This clause shall apply to this Charter as amended or added in the manner aforesaid.

15. The College in general meeting may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs and Successors in Council and upon such terms as we or they may think fit. If upon the winding up or dissolution of the College there shall remain after the satisfaction of all debts and liabilities any property whatsoever then it shall not be given or distributed among the Fellows and Members or any of them but, subject to any special trusts affecting any of the property, shall be given and transferred to some other charitable institution or institutions with charitable objects similar to the objects set out in Article 2 of this Our Charter, and which prohibits the distribution of its income and property to at least the same extent as specified in this Our Charter, such charitable institution or institutions to be determined by the passing of a Special Resolution and is so far as effect cannot be given to such provision then to some other charitable object. For these purposes, the term "charitable" means charitable for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 and the Taxes Acts.

IN WITNESS WHEREOF WE have ordered the Seal appointed by the Act of Union to be kept and used in Scotland in place of the Great Seal of Scotland to be appended hereto.,

GIVEN at Our Court at St. James's the XXX day of XXX, Two thousand and twenty XX in the [second] year of Our Reign.

PER SIGNATURAM MANU S.D.N. REX SUPRA SCRIPTAM

Written to the Seal and Registered and Sealed at Edinburgh the XX day of XX in the year Two thousand and twenty XX

Keeper of the Registers of Scotland

and Keeper of the Seal

Royal College of Surgeons of Edinburgh (SC005317)

Supplemental Royal Charter List of Amendments

Preamble:

Paragraph One:- Delete "*ELIZABETH THE SECOND*" and substitute "*CHARLES THE THIRD*". Delete "*Queen*" and substitute "*King*".

Paragraph Two:- After "*AND WHEREAS by Royal Charter dated the 11th day of March 1851*" insert "*(hereinafter referred to as "the Original Charter")*".

Paragraph Three:- After "*AND WHEREAS*" insert "*Our Royal Predecessor Queen Elizabeth the Second in the year of our Lord 1979 replaced the Original Charter of the College with a Supplementary Charter dated 5th day of April 1979 (hereinafter referred to as "the First Supplementary Charter")*".

Paragraph Four:- Delete "the College has presented an humble Petition unto Us praying that We would be graciously pleased to grant it a Supplementary Charter:" and substitute "AND WHEREAS it has been represented to Us that for the purpose of furthering the objects and of promoting the proper and efficient administration of the College it is expedient that certain amendments should be made to the First Supplementary Charter;".

Paragraph Five:- Insert "*AND WHEREAS*" before "*an humble Petition unto Us praying that We would be graciously pleased to grant [...]*". Delete "*it a*" and substitute with "*such amendments to the*". Insert "*First*" before "*Supplementary Charter*".

Paragraph Seven:- After "*NOW THEREFORE Know Ye that We by virtue of the powers conferred upon Us by the Royal College of Surgeons of Edinburgh Order 1975 and of all other powers Us enabling Our especial grace, certain knowledge and mere motion do hereby for Us, Our Heirs and Successors grant and ordain*" insert "*that the First Supplementary Charter shall be amended such that it shall have the effect set out below:*". Delete "*as follows:*".

The Supplemental Charter:

By-law One:- Delete "*said*" and substitute "*Original*". Delete "*of 1851*".

By-law Three:- Delete "*Council of the College*" and substitute "*Board of Trustees*". Delete "*Council*" and substitute "*Board of Trustees*" throughout all of by-law Three.

By-law Four:- After "*President and*" insert "*such number of*". After "*College*" insert "*as the Laws shall prescribe*"

By-law Five:- Delete "*a Secretary and a Treasurer of the College and*". Delete "*other.*"

Insert new by-law Six and re-number previous by-laws 6 – 11 to by-laws 7 – 12.

By-law Six:- Delete "*The existing*" and substitute "*Those persons who are*". After "*Fellows*" insert "*and Members*" throughout by-law Six. After "*College*" insert "*at the date hereof*". Delete "*and existing Council Board shall continue to be the governing body of the College*". Delete "*members of the Council Board*".

By-law Seven:- Insert "*The Council provided for by the First Supplementary Charter shall continue as the governing body of the College until such time as the Laws shall provide for its replacement by the Board of Trustees as the governing body of the College and members of the Board shall be elected or appointed in accordance with Article 3 of this Charter.*"

By-law Eight:- Delete "*existing*". Delete "*the existing*". After "*Committees*" insert "*in the office at the date hereof*". After "*such until*" insert "*the Council is replaced by the Board of Trustees in accordance with Article 7 of this our Charter*". Delete "*such time as the Laws shall determine for their election or*"

appointment."

By-law Nine:-

In paragraph (ii), after "*from the Fellows*" insert "*and Members*".

In paragraph (iii), delete "*lend out*".

By-law Ten:- After "*the Fellows*" insert "*or Members*". After "*Fellow*" insert "*or Member*" throughout by-law Ten.

By-law Eleven:- After "*those Fellows*" insert "*and Members*".

By-law Twelve:- Delete "*, and by the Secretary or the Treasurer*". Delete "*Council*" and substitute "*Board of Trustees*"

Previous by-law Twelve:- Delete.

Insert by-law Fourteen:- Insert "*The College in general meeting may by resolution passed by not less than two-thirds of those Fellows and Members present and voting (hereinafter referred to as a "Special Resolution") amend or add to the provisions of this Our Charter provided that no such amendment or addition shall be effective unless and until it shall have been submitted to and allowed by Us, Our Heirs or Successors in Council and this Charter shall thenceforth continue to operate as if it has originally been granted containing such amendments and additions. This clause shall apply to this Charter as amended or added in the manner aforesaid.*"

Insert by-law Fifteen:- Insert "*The College in general meeting may by Special Resolution determine to surrender this Our Charter subject to the sanction of Us, Our Heirs and Successors in Council and upon such terms as we or they may think fit. If upon the winding up or dissolution of the College there shall remain after the satisfaction of all debts and liabilities any property whatsoever then it shall not be given or distributed among the Fellows and Members or any of them but, subject to any special trusts affecting any of the property, shall be given and transferred to some other charitable institution or institutions with charitable objects similar to the objects set out in Article 2 of this Our Charter, and which prohibits the distribution of its income and property to at least the same extent as specified in this Our Charter, such charitable institution or institutions to be determined by the passing of a Special Resolution and is so far as effect cannot be given to such provision then to some other charitable object. For these purposes, the term "charitable" means charitable for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 and the Taxes Acts.*"

Signing Details:

[Dates amended for signing.]

Delete "*REGINAE*" and substitute "*REX*".

[Dates amended for signing.]

Delete "*Deputy*".

Delete "*Substitute*".