

Extraordinary General Meeting 2022

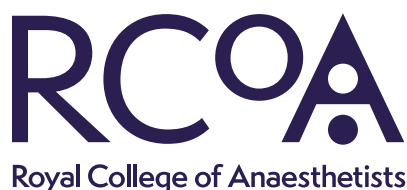
Agenda: Thursday 10 February 2022, 19.00–20.30

Via webinar

- 1 Welcome and introductions.
- 2 To discuss the findings and recommendations from the College's recent governance review.
- 3 To approve the proposed changes to the College's governing documents, resulting from the College's governance review, attached at Annex 1
MOTION: that the Charter and Ordinances be amended as proposed and adopted as the Charter and Ordinances of the College, in lieu of and to the exclusion of the existing Charter and Ordinances, subject to and with effect from the approval of the Privy Council.

Attached papers are:

- 1 cover paper
- 2 table of amendments
- 3 drafts of the updated Charter and Ordinances.



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Cover paper for the motion to update the Charter and Ordinances

Introduction

The College has been reviewing its governance over the last year. As a result, the Trustees are asking the membership to agree a set of changes to the College's main governing documents, its Charter and Ordinances. This cover notes explains the principles behind the changes, sets out the main proposals, describes the benefits for the College's membership, and tells you where you can find more detail.

Background

The College is a charity, regulated by the Charity Commission for England and Wales and the Scottish Charity Regulator. All charities have to set out what their charitable purposes are ie what they are trying to achieve. These purposes must benefit the public.

A very brief summary of the College's charitable purposes is:

- advancing anaesthesia study and research, and disseminating the results of any such research
- ensuring the highest possible standards in anaesthesia for the protection and benefit of the public
- training in anaesthesia
- educating the general public about anaesthesia.

Because the College is a charity, it must comply with charity law. It should also follow Charity Commission guidance.

Charity law

Charity law is wide-ranging and complex, covering all aspects of running a charity. For the College's governance review, the most relevant elements were:

- there must be a group of charity trustees, who are the people who are ultimately responsible for the management of the College, including its control and direction. They are accountable to the Charity Commission for delivering what the College says it will do ie its charitable purposes.
- trustees have several legal duties. They must comply with the law, and with the College's own Charter and Ordinances. They must ensure the College is carrying out its purposes for the benefit of the public. They have to manage conflicts of interest, and manage the College's finances, property and risks. They must act with skill and care, and make sure that the College is managed transparently. They must always act in the best interests of the College
- Being a Trustee carries significant personal responsibility. It is rare, but not impossible, for Trustees to be held personally liable if they act improperly and/or cause a financial loss to the charity.

Charity Commission guidance

The Commission's guidance is also very wide-ranging, covering several detailed documents and also the Charity Governance Code (CGC). The most relevant elements of the Commission's guidance and the CGC for this review were:

- the Board of Trustees should be large enough for Trustees' workload to be manageable, and small enough to enable meaningful discussion and good decision-making
- it should have the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions
- it should recognise, respect and welcome diverse Trustee views – and Trustees should be able to disagree with and challenge each other
- the Board's core role should be focused on strategy, performance and assurance
- the membership should play a vital role in furthering the charity's objects and holding the Trustees to account, although they cannot bind the Trustees to do anything which would make them breach their legal duties.

Guiding principles

The guiding principles behind the governance review and the proposed changes to the Charter and Ordinances were:

- 1 the College will obey charity law
- 2 the College will follow Charity Commission guidance
- 3 the College's governance will enable it to work inclusively with the membership, regularly seeking views of members and fellows, and acting on issues that are important to them
- 4 the College's governance will enable it to work effectively and efficiently, to deliver its strategy – providing services to the membership and benefiting the public
- 5 the College will learn from how other medical Royal Colleges manage their governance
- 6 the College's governance will be transparent, and aligned with modern good practice.

Highlights of the proposed updates to the College's governance

The table below sets out the main changes affecting the College's governance structure, and also those which apply specifically to the membership.

What	Detail	Benefits
Align the Board of Trustees and Council's roles with charity law	<p>To ensure that the College is obeying charity law, the Trustees will be responsible for: final approval of the College's strategy, ensuring the College delivers the strategy, managing the College's finances and risks, setting the College's culture, taking responsibility for employing staff, protecting the College's reputation, and managing the College's governance. The Trustees will delegate a substantial part of this to Council, as they do now.</p> <p>Council will be responsible for managing the profession of anaesthesia. This will include developing the College's strategy, delivering the strategy, and leading engagement with external stakeholders and with the membership.</p>	Roles and remits will be clear, with minimal duplication, so the College will be able to work more efficiently and effectively to deliver services to the membership and benefit to the public.

Who will be on Council	<p>As happens now, the majority of Council will be elected by the membership. There will continue to be some co-opted Council members, chosen for their expertise and knowledge. The Trustees plan to make Council more representative of the College's membership. Current plans start with increasing the number of Anaesthetists in Training (AiTs) on Council, and to ensure that this covers all the main stages of training and not just the last few years. Trustees will work on widening representation during the spring and summer of 2022, so that the Council elections in September 2022 can reflect the changes.</p>	<p>Council's role of managing the profession of anaesthesia is at the heart of the College. The democratic link with the membership will be maintained and improved.</p>
Who will be on the Board of Trustees	<p>The President The two Vice-Presidents The Treasurer (who will be the Chair of the Finance and Resources board) The Chair of the Clinical Quality and Research board The Chair of the Communications and External Affairs board The Chair of the Education, Training and Examinations board Five 'General Trustees', one of whom will be an Anaesthetist in Training and one of whom will be a SAS (staff grade, associate specialist and specialty) doctor. Three Lay Trustees, chosen for their skills and expertise from outside the College's membership This will make a Board of 15 Trustees – the current size is 29 Trustees, which is much higher than good practice guidance and all the other Royal Colleges we benchmarked against.</p>	<p>The Board of Trustees will be big enough to make workloads manageable, and small enough to enable good discussions. The Board of Trustees will be representative of the membership. There will be different viewpoints and backgrounds on the Board, enabling Trustees to challenge each other. All the Trustees, except the Lay Trustees, will be elected members of Council ie they will have been chosen by the College's membership. This will maintain the democratic link between the Trustees and the membership.</p>
Additional powers given to the membership	<p>The Trustees propose to give the following powers to the membership, which are not in the current governing documents. A new power to end the term of an elected member of Council. A new power to end the term of a Trustee. A new power to vote by proxy on some motions at an AGM or EGM if a member or fellow cannot attend (even virtually). A new power to speak more than once at an AGM or EGM. A new power to submit a motion for discussion at the AGM or EGM. Removing the requirement that only fellows can support a nomination for election to Council, thus creating a new power for members who are not fellows. The Trustees also propose to offer the membership a binding vote ie one where the Trustees must act on the result of the vote, on some motions at an AGM or EGM.</p>	<p>The current governing documents give the membership very few powers. For example, they state that an attendee at an AGM can only speak once – this would prevent a lively discussion. And although the membership chooses who goes on Council, there is no current power for the membership to then remove elected members of Council at a later date if they wish. The new powers listed here give the membership more opportunity to have its voice heard, and to hold Trustees to account.</p>

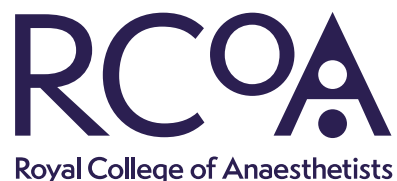
Further detail

The proposed new draft of the [Charter is here](#), the proposed new draft of the [Ordinances is here](#), and a table summarising the [proposed changes is here](#). You can also find more information about charities on the [Charity Commission website](#).

Recommendation

The proposals arising from the College's governance review are the result of a year's consultation, research and analysis. This included two Membership Engagement Panel discussions, which resulted in improvements to the proposals. All the proposals are supported by the College's external governance adviser, and follow advice obtained from the College's solicitors.

The Trustees recommend that the Membership vote to accept the updated Charter and Ordinances.



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Table of proposed amendments to the Charter and Ordinances of the Royal College of Anaesthetists

NB in this table, the term "member" means a person who has been admitted to a category of membership of the College and includes fellow(s) unless stated otherwise

	Change to Governing Document	Original Provision	New Provision	Comments
	CHARTER			
1.	<p>General</p> <p>Amended punctuation, simplified some overly-complicated provisions, removed anachronistic language and terms which no longer apply to the College, and included additional definitions, especially in relation to "the Council", "member" and "Trustee"</p> <p>This also applies to the Ordinances.</p>	Throughout and Article 2 - Definitions	Throughout and Article 2 – Definitions	<p>These definitions now align with charity law.</p> <p>'Board of Trustees' means all of the Trustees acting together with collective responsibility.</p> <p>'Council' means the body of the College with delegated responsibility from the Board of Trustees focused on the practice of anaesthesia as a profession, which includes the professional, clinical, and educational functions of the College.</p> <p>'member' means a person who has been admitted to a category of membership of the College.</p> <p>'Trustee(s)' means a member of the Board of Trustees with legal responsibility for the general control, government and management of the</p>

	Change to Governing Document	Original Provision	New Provision	Comments
				administration of the College, its property and affairs.
2.	Trustees Amended references to "the Council" to read "Board of Trustees" or "Trustees" where the powers in question relate to the charity trustees of the College.	Throughout	Throughout	<p>The Board of Trustees are the charity trustees of the College, and the Council has delegated responsibility from the Board of Trustees. Any powers which are exercisable by the charity trustees should refer only to the Board of Trustees, and not to the Council.</p> <p>The current governing documents give these powers to the Trustees and to Council, but this has caused duplication and confusion.</p>
3.	Borrowing Updated provisions relating to borrowing and raising money by borrowing, selling, converting, charging property, so that they align with provisions in Charities Act 2011. A reference to legal requirements for disposition of property and borrowing has been inserted.	Article (3)(2)(d) and (g)	Article (3)(2)(d) and (g)	This is standard good practice
4.	Trustee Benefits Clause updated to modernise it and reflect current law and practice. It includes standard wording taken from the Charity Commission's model documents, and provision allowing for Trustees to receive grants and prizes.	Article (4)	Article (4)	<p>Some Trustees will be in the early stages of their career, and so it would not be fair to deny them the right to apply for grants and prizes.</p> <p>The previous text was out-of-date and confusing.</p>
5.	Council Member Benefits Given Council Members are no longer automatically Trustees, the text prohibiting Council Members from receiving any benefits has been removed.	Article (4)	Article (4)	If a member of Council is not a Trustee, they should be entitled to receive grants and prizes, as any other beneficiary of the College would be

6.	Removed "Officer" term	Charter – Article (4) and (7)(2)	Deleted Article 7(2)	<p>The term "officer" is old-fashioned.</p> <p>Ordinances also amended – Ordinances 5 and 6 and new Ordinances 19 and 21</p>
ORDINANCES				
7.	<p>Amending / Changing the Regulations</p> <p>Amended so that the Trustees are able to alter, amend or repeal the Regulations by a simple majority, with a week's notice.</p> <p>Council or the Senior Management Team may submit a proposal for change to the Trustees.</p> <p>Trustees must seek Council's advice and inform Council of changes.</p> <p>Unchanged - Membership approval is still needed for any changes to election or admission fees, and subscriptions</p>	Ordinance 5.6	Ordinance 22 (consequential amendments throughout)	<p>The Regulations set out detail of how the College manages its governance on a day-to-day basis. Currently, power to change the Regulations sits with Council, but not Trustees.</p> <p>However, this is poor governance and is a result of a drafting error some years ago. Only the Trustees should have the power to amend the Regulations.</p>
8.	<p>Amendments to the Charter / Ordinances – proposed by Trustees</p> <p>Amended so that Trustees may propose changes to the Charter and Ordinances</p> <p>Added a note to reference the Charter, which specifies that the Charter and Ordinances may only be amended by resolution of members passed by a two-thirds majority at a General Meeting – Articles (12) and (13) of the Charter.</p>	Absent	Ordinance 26	This is just for clarity.

9.	Amendments to the Charter / Ordinances – proposed by Members Amended so that the membership may propose changes to the Charter and Ordinances if 0.75% of the membership requisitions a meeting to do so.	Absent	Ordinance 26	This gives more power to the membership
MEMBERS and MEMBERSHIP MEETINGS (ie AGMs and EGMs)				
10.	Member Categories Removed detail from Ordinances and moved this to the Regulations.	Ordinance 2	Ordinance 2	The Regulations will be amended and simplified to include detail of categories of membership, eligibility, application etc. The College needs the flexibility to update what it offers to various categories of membership without having to wait for an Annual General Meeting (AGM) call an Extraordinary General Meeting (EGM) or go to the Privy Council for permission. Currently, this is not possible.
11.	Appointment Process The processes for appointment, and rights and privileges have all been moved to the Regulations	Ordinance 2	Deleted detail	As above – this is to give the College flexibility to improve the offer to the membership
12.	Restriction on Member Speaking Removed restriction on a member being able to speak only once at an AGM or EGM	Included in Regulations Part 8(2)	n/a	Deleted from Regulations – this provision would stifle good debate at AGMs or EGMs.
13.	Termination of membership This was previously a decision of Council. The power to terminate membership and rescind diplomas has been transferred to the Board of Trustees	Ordinance 8	Ordinance 3 and 4	This power should be a Trustee power, not a power for a delegated body.
14.	Quorum for EGM / AGM Amended so that Council members who are also members of the College will count towards the quorum for an EGM or AGM	Ordinance 9.6	Ordinance 5.9 – relevant wording deleted	Currently, these people can vote but cannot count towards a quorum. This is inconsistent, and might lead to an AGM or EGM having to be rescheduled if it was not quorate.

15.	Notice periods Notice periods for the agenda and papers to be delivered to members for an EGM or AGM are reduced from 3 weeks to 14 clear days. Detail to be moved to the Regulations.	Ordinance 9.4	Ordinance 5.1	This will give the College more flexibility to plan membership meetings at short notice, if necessary. However, the normal procedure for the AGM will be to give several weeks' notice of the date, to allow people to free up the time.
16.	Majority required for a resolution to be passed Previously absent, this is now defined as a simple majority for most resolutions and 2/3 for changing the Charter and Ordinances (as is currently the case). The Ordinances now also specify that each eligible member has one vote and voting is only by eligible members (as defined in the Regulations).	Absent	Ordinance 6.2 and 6.3 Ordinance 6.1 – each eligible member has one vote	This is standard good practice.
17.	President has Casting Vote Amended so that in the case of an equality of votes, the President has a casting vote	Absent	Ordinance 6.4	This is standard good practice.
18.	Virtual / Hybrid Meetings An explicit power has now been provided to allow membership meetings to be held in person or virtually or as a hybrid meeting	Absent	Ordinance 5.11	This is standard good practice.
19.	Proxy voting Amended to permit proxy voting on any resolution of the Trustees' choosing	Absent	Ordinance 6.6-6.10 and consequential amendments to Ordinance 6.3	This allows the membership's views to be heard even if they cannot attend an AGM or EGM. Anyone who cannot attend can send their votes in advance, or appoint someone to attend and vote in their place.
20.	Members may submit a motion for consideration at EGM/AGM Provision made for the submission of a motion to be considered by the membership at an AGM or EGM meeting if 0.75% of the membership support the submission	Ordinance 9.8	Ordinance 5.5 and 5.8	This gives more weight to the wishes of the membership. Previously, this power was only available to the membership once a year, at the AGM.

21.	Binding votes Previously only a very limited number of issues voted on by members were binding. This is now expanded, and binding votes will be permitted on more issues than simply subscriptions and changing the governing documents, eg removal of trustee or member of Council.	Ordinance 9.10	Ordinance 6.11	This gives more weight to the wishes of the membership
	COUNCIL			
22.	Delegated Power from Board of Trustees Amended to clarify that Council operates under delegated power from the Board of Trustees (they are not Trustees themselves)	Ordinance 5.1 and 5.5 Ordinance	Ordinance 13.1	The Regulations will set out the function and powers of the Council. This clarifies the role of Council and the Board of Trustees. Currently, there is some overlap and duplication.
23.	Size and Composition Removed details of composition and size of Council from the Ordinances, and placed in the Regulations	Ordinance 5.1	Ordinance 13 and 14 Ordinance 14 - retained reference to terms of office for elected Council Members. Process for election moved to Regulations.	The Regulations will set out the size and composition of the Council. This will allow the College to make Council more representative of the membership without needing to seek permission from the Privy Council. The Board of Trustees has the power to specify Council's composition, as they are responsible for making and amending the Regulations.
24.	Co-Opted Members of Council Co-opted members of Council may be appointed by Council. Co-opted members of Council are currently not allowed to vote (Ordinance 5.3(3)). These provisions remain unchanged.	Ordinance 5.3	Ordinance 16 – Appointments made in accordance with Regulations. Superfluous provisions removed.	The appointment process, rights (including voting rights) and terms of office will be set out in the Regulations. The Regulations can be amended in future by the Trustees to allow certain co-opted members of Council to vote on specific issues if the College so chooses.

	COUNCIL ELECTIONS			
25.	Election Process Detail of conduct of elections have been moved to the Regulations.	Ordinance 5.2(6)-(9)	Deleted – consequential amendments in Ordinance 14.1	Moved to Regulations. This will enable the College to make administrative changes in running election processes without needing to call an EGM or seek permission from the Privy Council.
26.	Nomination Process Removed the restriction that only a fellow can nominate a member for election to Council.	Ordinance 5.2(8)	Deleted - moved to Regulations	The Regulations will stipulate that a candidate may nominate themselves, provided they have two supporters, both from the category of membership for which the candidate is applying.
27.	Election if number of candidates equals number of vacancies Amended to clarify that if there is the same number of candidates as vacancies, these candidates are automatically elected, and that they are deemed elected even if there was no election for that vacancy.	Absent	n/a	The Regulations govern the process for elections and will confirm that a person who is appointed as a result of there being the same number of candidates as vacancies is still considered an "elected Council Member". The Ordinances (Ordinance 14.1) refer to the Regulations in respect of Council elections, so this should ensure "elected Council Member" in Ordinances includes anyone so appointed.
28.	Ties in Elections Removed "Prescribed Seniority" to resolve a tie in elections and replace with casting lots.	Ordinance 5.2(10) and Regulations (Definitions and Part 2 (10)	Deleted	Moved to Regulations with other provisions regarding elections. Seniority is no longer an appropriate way to break a tie – this is very old-fashioned.
29.	Duties on CEO / Staff during election process Removed requirements from the Ordinances and moved detail to the Regulations	Regulations Part 4	n/a	Moved to Regulations and amended, to reduce the onerous nature of duties on CEO and staff
30.	CEO check Council Members plan to stand Removed requirement for the CEO to individually invite existing Council Members to confirm they plan to continue in post for the coming year.	Regulations Part 4	n/a	Removed from Regulations.

	PRESIDENT / VICE PRESIDENT / CHAIR			
31.	Election Process Simplified details for electing the President and Vice-Presidents.	n/a – detail included in Regulations	n/a	This gives the College flexibility to improve internal election processes
32.	Terms of Office Removed the need for President and Vice-President to be elected each year. The terms are now defined as three years for the President and two years for the Vice-Presidents.	Ordinance 5.2(5)	Ordinance 15.2 - 15.4	This will allow the President and Vice-President terms to be more stable, and reduce workload for the College. Early resignation is permitted under Regulation 17.
33.	Broken terms of office for President and Vice President Amended so that the President and Vice-President terms of office may be broken, ie someone may serve again if they only served part of their term, but they cannot serve for longer than maximum term of office in either role. Added 2 February 2022: Also added provision to cover transition between the current and new Ordinances, to allow people standing for President/Vice-President after approval of the changes to serve a full term even if they have served part of a term before approval of the changes. This will not apply to the current incumbents.	Absent (unclear whether Ordinance 5.2(1) applies due to Ordinance 5.(5))	Ordinances 15.6 and 15.7 Corrected from referring only to 15.5, on 2 February 2022	This allows a President or Vice-President to have a break in their term (perhaps for family or work reasons) and then return, if Council re-elects them.
34.	No re-election to office of President or Vice President Clarified to say that a previous President or Vice-President cannot be re-elected to a President or Vice-President role once they have completed the maximum term for being a President or Vice-President.	Absent	Ordinance 15.5	This is intended to ensure a flow of fresh talent on the Board of Trustees.
35.	Terms of Office on Council and Board of Trustees Clarified when the terms of office of President /Vice-President, in accordance with the Regulations. The office of President / Vice-President and Trustee take effect at the same time, as these Trustee roles are ex-officio (ie the President and Vice-Presidents are automatically Trustees)	Ordinance 5.2 sets out terms of office as calculated from "the Fixed Day"	Start of term of office – Ordinance 7.2 and 8 (as Trustee) and 14.4 (as Council Member)	These rules will enable succession planning on Council and the Board of Trustees. The Regulations will specify the date on which the terms of office on Council begin.

	The term of office as a Trustee ends when they no longer hold the office of President / Vice-President (so when the next person takes on that role) and the term of office on Council usually ends in March of the following year, but may be later if the person has more time left on their Council term.		End of term of office - Ordinance 9 (as Trustee) and 15.4 (as Council Member)	
36.	Chairs of boards (including Treasurer) Added that Chairs will be appointed by a process to be determined by the Board of Trustees, and set out in the Regulations. Clarified that the Chair of the Finances and Resources board is the Treasurer	Absent	Ordinances 15.8, 21.3 and 23.1	The process will be set out in the Regulations. It will include a job description, a written application, and a panel.
37.	Officers Removed reference to "officers" from Ordinances.	Ordinance 6 and 5.5	Deleted term with consequential amendments to Ordinances 5 and 6 and new Ordinances 19 and 21.	As already described
TERMS OF OFFICE ON COUNCIL				
38.	Terms of Office Confirmed that Elected Council Members serve for a period of six years with a second term of four years, with the exception of the President and Vice-Presidents, whose terms are separate. Clarified that Anaesthetists in Training serve for only four years, and added that they are eligible for a second term of two years if re-elected	Ord 5.2 Trainee term of office absent	Ordinances 14.2 and 14.3	These are just clarifications.
39.	Re-Election to Council Elected Council Members may be re-elected after a break of one year	Absent	Ordinance 14.2 and Ordinance 15.5	This balances the need for fresh talent on Council with enabling someone to serve again if they can contribute something new. The candidate will still have to stand for election.

40.	<p>One-year Extension to Council term of office</p> <p>Amended to provide clarity about terms of office. Elected Council Members are eligible for an extension of one year to their term of office to allow them to complete a longer term of office either as Chair of one of the four boards which results in an ex-officio Trustee role (each Chair has a three-year term of office) or as a General Trustee (which is a three-year term of office). The extension is permitted in either the first or second term of office on Council (or both).</p> <p>These provisions exclude the President and Vice-President, whose Council terms are automatically extended to allow them to complete these roles and who take office as Trustees ex officio. They do not, therefore, require this additional one-year extension.</p>	Absent	Ordinance 14.2 and 14.3	<p>The Regulations will set out clearly who is eligible for the one-year extension and under which circumstances. If the eligibility criteria are met, the extension is automatic and does not require a vote.</p> <p>This provision will balance the need for fresh talent with the need for stability on the Board of Trustees. Without this provision, a Trustee term might end after just one year, which would not enable the Trustee to settle into their role and become confident about challenging other Trustees.</p>
41.	<p>Removal of Council Members – by Board of Trustees</p> <p>Added a provision so that the Board of Trustees has the power to end the term of office of a Council Member if they consider the Council Member is bringing the College into disrepute or there are any other reasons why it is necessary to remove them to protect the College. The wording "in the interests of the College" has been used to cover all possible scenarios.</p>	Absent	Ordinance 17.1(d)	<p>This power is very rarely used in charities, but it is important that Trustees can act to protect the College if necessary.</p>
42.	<p>Removal of Council Members – by Members</p> <p>Added a provision so that the membership has the power to end term of office of a member of Council subject to restrictions:</p> <ul style="list-style-type: none"> - Can only be done at a members' meeting (not in writing); - Requires no less than 0.75% of membership to propose the resolution; - Requires a simple majority of members voting in favour; - The Council member in question must be given a chance to put their case (ie rules of natural justice must apply) 	Absent	Ordinance 17.1(e), 17.2 and 17.3	<p>This gives power to the membership to hold Council accountable</p>

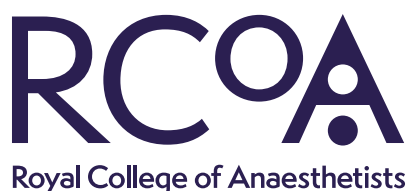
43.	Removal / Resignation of Council Members – general provisions There are currently no provisions in the Ordinances regarding removal or resignation of Council Members. Provisions have been included setting out the general methods of removal including resignation, ceasing to be a member of the College, incapacity, and death.	Absent	Ordinance 17.1	This is standard good practice
44.	Resignation from Council Removed "if accepted"	Regulations Part 4(3)(2)	Ordinance 17.1	This is because if someone resigns, Council cannot force them to stay, so there is no point having the condition that the resignation must be accepted.
TRUSTEES				
45.	Number of Trustees from elected Council Members Added a provision so that there is a maximum of 12 Trustees from <i>elected</i> Council members, three of which are ex-officio and elected to their roles by elected Council members (President and two Vice-Presidents), four of which are ex-officio and appointed to their roles (the Chairs of boards), and five of which are elected by elected Council members and not ex-officio (the General Trustees)	Ordinance 5.1.2(d) – no limit	Ordinance 7.2 and 7.3	Regulations to include reference to process of election Stating a maximum will keep the Board of Trustees at a manageable size for good governance. There is no limit in the current governing documents, and there are currently 29 Trustees. This is a very large Board.
46.	Maximum and Minimum number of Trustees Added a provision so that the maximum number of Trustees is fifteen, and the minimum is six. This includes Lay Trustees and Appointed Trustees, if there are any	Absent	Ordinance 7.2	As above. The Regulations will include process for the election of Lay Trustees.
47.	Reserved Places on the Board of Trustees Added a provision so that there will be two reserved places as General Trustees, for an Anaesthetist in Training and an SAS doctor.	Absent	Ordinance 7.2(b)	Reserving places for an AiT and a SAS doctor makes the Board of Trustees more representative of the membership

				NB: If these places are not filled, then the Board of Trustees will carry a vacancy which can be filled at the next election cycle.
48.	Appointed Trustees Added a provision so that Trustees have the power to appoint Trustees for up to one year (most likely to be used to bring the number of Trustees up to six if it falls below this minimum for some reason).	Absent	Ordinance 7.2(d)	This will enable the College to continue to do business if the number of Trustees drops below the minimum for some reason. Regulations to set out the process for appointment including length of term of office and eligibility (which may include requirement that they are not a member of Council) and no right to re-appointment.
49.	If number of Trustees falls below the minimum Added a provision so that: Trustees must: <ul style="list-style-type: none"> - Appoint Trustees; - Call an EGM; or - Both. 	Absent	Ordinance 7.4	This is standard good practice, to enable the College to continue to do business.
50.	Quorum Amended so that the quorum for Trustee meetings will be 50% of Trustees rather than 2/3	Ordinance 5.4(2)	Ordinance 10.2	Two-thirds is a very high quorum, meaning that it might not be possible to make urgent decisions. 50% is slightly higher than the Charity Commission minimum recommendation.
51.	Casting Vote Added a provision so that the President (or Chair of the meeting) has casting vote in the event of a tie.	Absent	Ordinance 10.5	This is standard good practice.
52.	Removal of a Trustee – by Trustees Added a provision so that Trustees may be removed by other Trustees: <ul style="list-style-type: none"> - Can only be done at a Trustee meeting (not in writing); - Requires a 2/3 majority of Trustees to vote in favour; - The Trustee in question must be given the chance to put their case (ie the principles of natural justice will apply). 	Absent	Ordinance 9.1(g) Ordinance 9.4 provides that removal by Trustees does not affect the role on Council, if applicable.	This power is very rarely used in charities, but is essential that Trustees have it so that they can protect the College, if necessary, without the substantial expense and reputational damage of a court case to remove a Trustee.

53.	Removal of a Trustee – by Members Added a provision so that Trustees may be removed by members: <ul style="list-style-type: none"> - Can only be done at a members' meeting (not in writing); - Requires a 0.75% of membership to propose resolution removing Trustees; - Requires a simple majority of members voting in favour; - The Trustee in question must be given the chance to put their case (ie the principles of natural justice will apply). 	Absent	Ordinance 9.1(h) and 9.2-9.3 Ordinance 9.4 provides that removal by members does not affect role on Council, if applicable.	This gives more power to the membership.
TERMS OF OFFICE				
54.	Current post-holders Current post-holders of President, Vice-Presidents, Treasurer and three Chairs, and the three current Lay Trustees will all continue as Trustees following the amendments. Those roles of those who will not be Trustees under the new provisions will simply lapse under the new provisions.	n/a	n/a	This will enable these current post-holders to stay in their roles until the expected end of their terms, for stability. At the time of the EGM, the Trustees will confirm the terms of office of the current and continuing Trustees, and will confirm the names of those whose Trusteeship will cease at the date on which the new amended governing documents take effect.
55.	Terms of Office Added provisions so that: ex-officio Trustees are Trustees for as long as their term on Council continues (note the availability of a one-year extension for Chairs to their Council term under Ordinance 14.2 which would enable them to complete a three-year trustee term of office). General Trustees will have three years plus second term of three years, if they are re-elected Lay Trustees – will have three years plus second term of three years, if they are re-appointed	Absent	Ordinances 8 and 9	This balances the need for fresh talent with the need for stability on the Board of Trustees. It also provides clarity, as there are no terms for Trustees defined in the current document. The Regulations will include the process of election for General Trustees and Lay Trustees, and will confirm date of appointment as Trustee.

	Appointed Trustees – will have up to one year, and are not eligible for re-appointment			
56.	Trustees from Council (ex-officio or General Trustees) Added a provision so that Trustees from Council remain Trustees only for as long as they are elected Council Members.	Absent	Ordinances 7 - 9	This maintains the democratic link with the membership vote, and is missing from the current documents.
OTHER PROVISIONS				
57.	Written Resolutions for Trustees This power to make decisions by email or other writing is currently in Regulations, but will be moved to the Ordinances.	Included in Regulations	Ordinance 10.6	This is standard good practice Council can also make written resolutions – this power is included in the Regulations.
58.	Investment Powers Removed reference to investment powers and update to reflect modern standard text, aligned with the Charities Act.	Ordinance 11	Ordinance 12 and amendments to the Charter	This is standard good practice
59.	Raising of Money Removed wording after ":", ie "provided that no lender nor any purchaser or mortgagee paying or advancing money on a sale, conversion, calling in, mortgage or charge, shall be concerned to see that such money is wanted or that no more than is wanted is raised or otherwise as to the application thereof". Deleted, because this is redundant under the provisions of the Charities Act 2011.	Ordinance 12	Deleted	This is standard good practice The power to borrow lies in Charter, para (3)(2)(d) and (g) These provisions have been amended to refer to "subject to any requirements of the law".

60.	Conflicts of Interest Provision added to include reference to Conflicts of Interest and how to be managed by Trustees – eg there must be a declaration, absence from the relevant meeting, and the Trustee in question does not count towards quorum and cannot vote.	Absent	Ordinance 10.3	This is standard good practice
61.	Record-Keeping and Accounts Inserted provisions	Absent	Ordinance 23	This is standard good practice
62.	Communications with members Inserted modernised provisions, eg including email	Absent	Ordinance 24	This is standard good practice



Extraordinary General Meeting 2022

Proposed new Charter

CHARTER OF THE ROYAL COLLEGE OF ANAESTHETISTS

1 FOREWORD

On 16 March 1992, Her Majesty the Queen granted a Charter to the College, conferring the rights to use the title 'Royal'. Thus, from being first the Faculty and then the College of Anaesthetists of the Royal College of Surgeons of England, the College achieved full independence as the Royal College of Anaesthetists. This is the body responsible for ensuring the highest quality of anaesthetic practice in the United Kingdom.

The Charter itself sets out the aims and powers of the Royal College of Anaesthetists and establishes its basic constitution. The Ordinances, which are scheduled to the Charter, lay down more detailed rules governing the way in which the College functions and runs its activities. Matters of even greater detail, relating to all aspects of the administration of the College and its procedures, and to requirements in respect of training and examinations, are set out in various Regulations, made by the Trustees. These are published separately.

The Charter prescribes the machinery for making amendments of the Charter and Ordinances. Amendments require the approval, in the case of the Charter, of the Queen in Council, and in the case of the Ordinances of the Lords of the Council. In the Ordinances of the Charter the designatory letters which Ordinance 2.6 permitted Fellows to use after their names were 'FRCAnaes'. In accordance with the requirements of the Charter, at an Extraordinary General Meeting of the College held on 1 May 1992, it was resolved that the letters 'FRCA' should be substituted for those originally permitted. This amendment was approved by the Privy Council on 22 October 1992 and the version of the Ordinances printed in this booklet incorporates this amendment.

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by their Humble Petition presented unto Us in Our Council The Royal College of Surgeons of England have most humbly prayed that We would be graciously pleased to grant a Charter of Incorporation to the College of Anaesthetists (hitherto one constituent part of the Royal College of Surgeons of England) and that the College of Anaesthetists now be recognised as a separate Body Politic and Corporate:

AND WHEREAS The College of Anaesthetists by their Humble Petition have prayed that if We are pleased to grant the aforementioned Petition We should also be pleased to permit the use of the title Royal:

NOW THEREFORE KNOW YE that We, having taken the said Petitions into Our Royal Consideration, and being minded to accede thereto of Our Especial grace, certain knowledge and mere motion have been pleased to grant and declare and do by these Presents, for Us, Our Heirs and Successors grant and declare that:

- (1) All present members of the College of Anaesthetists of the Royal College of Surgeons of England who so elect and all persons who shall pursuant to this Our Charter and the Ordinances become members of the College hereby constituted are hereby created and henceforth forever shall be one Body Politic and Corporate by the name of 'The Royal College of Anaesthetists' and by the same name shall have perpetual succession and a Common Seal with power to order vary break and made anew the said Seal at their discretion, and by the same name may sue and be sued in all Our Courts in all manner of actions and proceedings, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
- (2) In this Our Charter:
 - 'anaesthesia' means the art, science and practice of anaesthesia;
 - 'benefit' means a benefit, whether direct or indirect, which may or may not be financial but which has a monetary value;
 - 'the Charities Act' means the Charities Act 2011 or any amendment or statutory re-enactment of that Act;
 - 'the College' means the Royal College of Anaesthetists;
 - 'the Council', save where the context otherwise requires, means the body of the College with delegated responsibility from the Board of Trustees focused on the practice of anaesthesia as a profession, which includes the professional, clinical and educational functions of the College;
 - 'member' means a person who has been admitted to a category of membership of the College in accordance with Article 5 of this Our Charter;
 - 'the Ordinances' means the Ordinances set out in the Schedule to this Our Charter as amended from time to time as provided below;

- 'the President' shall mean the President for the time being of the College elected in accordance with the Ordinances;
- 'Trustee(s)' means the charity trustees of the College who have full legal responsibility for the general control, government and management of the administration of the College, its property, and affairs, collectively the 'Board of Trustees'; and
- 'the Vice-Presidents' shall mean the Vice-Presidents for the time being of the College elected in accordance with the Ordinances.

Except where the context otherwise requires the singular includes the plural and vice-versa, and the plural includes all or any.

(3) (1) The objects for which the College is incorporated shall be to:

- a** advance promote and carry on study and research into anaesthesia and related subjects and to disseminate the useful results of any such research;
- b** educate medical and other appropriately qualified healthcare practitioners to maintain the highest possible standards of professional competence in the practice of anaesthesia for the protection and benefit of the public;
- c** further instruction and training in anaesthesia both in the United Kingdom and overseas; and
- d** educate the general public in all matters relating to anaesthesia.

(2) For the purpose of attaining the aforesaid objects the College shall have power to do any lawful thing and, without prejudice to the generality of the foregoing, shall have power:

- a** to conduct examinations and award Certificates and Diplomas in anaesthesia and related subjects, provide, establish and maintain offices, examination halls, lecture rooms, libraries and museums, with all requisite equipment, establish lectureships in anaesthesia and related subjects and award prizes and scholarships: Provided that no Certificate, Diploma or other like award issued by the College are contained in any statement expressing or implying that it is granted by or under the authority of any department or authority of Our Government;
- b** to maintain a Register of members;
- c** to disseminate information on all matters affecting anaesthesia and related subjects, and establish, print, publish, issue and circulate such papers, results of study and research, journals, magazines, books, periodicals and publications and hold such meetings, conferences, congresses, seminars and instructional courses as shall be necessary to attain the objects or in any way be beneficial to the work of the College;
- d** to acquire, own, construct, provide, maintain, manage, repair and dispose of any real or other property subject to the restrictions, if any, imposed by the Charities Act;
- e** to solicit, receive, accept and administer donations, grants, endowments, gifts, legacies and loans of any property whatsoever and whether subject to any trusts or

conditions or not;

- f** to invest any monies in the hands of the College and available for investment in accordance with the Ordinances;
- g** to borrow and raise money in any manner subject to the taking of professional financial advice and the restrictions imposed by the Charities Act;
- h** to pay, apply or use any monies or assets of the College for any charitable purposes which in the opinion of the Trustees may tend to promote all or any of the objects of the College and either to do so directly or to pay or transfer any such money or assets to some other trust or person (whether an individual or corporation) to be applied in the above manner; and
- i** To set standards for the provision of high quality anaesthetic services for the benefit of patients.

(4) (1) The income and property of the College shall be applied solely towards the promotion of the objects, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the College, provided that nothing herein shall prevent a member who is not also a Trustee receiving:

- a** a benefit as a beneficiary of the College; or
- b** reasonable and proper remuneration for any goods or services supplied to the College.

(2) Subject to paragraph (4)(3) below, no Trustee (or any connected person whose remuneration might result in the Trustee obtaining a benefit) may:

- a** be employed by, or receive any remuneration from the College except that they shall be entitled to receive awards of grants or prizes from the College;
- b** buy or receive any goods or services from the College on terms preferential to those applicable to members of the public;
- c** sell goods, services or any interest in land to the College; or
- d** receive any other financial benefit from the College.

(3) A Trustee may:

- a** receive a benefit as a beneficiary of the College;
- b** participate in the normal trading and fundraising activities of the College on the same terms as members of the public;
- c** receive reimbursement of reasonable out-of-pocket expenses incurred when acting on behalf of the College;
- d** benefit from trustee indemnity insurance cover purchased at the College's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- e** receive interest at a reasonable and proper rate on money lent to the College;
- f** enter into a contract for the supply of services, or of goods that are supplied in connection

with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011;

- g** subject to Article (4)(4) below, receive payment for the supply of goods that are not supplied in connection with services provided to the College; and
- h** receive rent for premises let by the Trustee to the College, provided that the amount of rent is reasonable and proper.

(4) Any Trustee (or any connected person whose remuneration might result in the Trustee obtaining a benefit) may enter into a contract with the College to supply goods in return for a payment or other benefit if each of the following conditions is satisfied:

- a** the amount of payment for the goods is set out in a written agreement between the College and the Trustee or connected person supplying the goods ("the supplier");
- b** the amount of payment does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- c** the other Trustees are satisfied that it is in the best interests of the College to contract with the supplier rather than with someone who is not a Trustee or connected person;
- d** the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier with regard to the supply of goods to the College;
- e** the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
- f** the reason for their decision is recorded by the Trustees in the minute book; and
- g** a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article (4)(3).

(5) There shall be the following classes of members of the College, namely:

- i** Fellows of the College;
- ii** Members of the College; and
- iii** Such other classes of membership as the Ordinances of the College for the time being in force may prescribe.

(6) The qualifications for admission to each class of membership and the rights, privileges and obligations (including the payment of fees and subscriptions) of the members thereof and all matters relating to disqualification for, and resignation or expulsion from, such membership shall be regulated by and in accordance with the Ordinances and Regulations.

(7) There shall be a President and at least two Vice-Presidents of the College and the qualifications for, and tenure of, those offices and method of election shall be regulated by the Ordinances and Regulations.

- (8) There shall be a Board of Trustees and Council of the College and, subject to the provisions of this Our Charter, the Board of Trustees shall exercise all the powers of the College as described in the Ordinances and Regulations, save to the extent that this Our Charter and the Ordinances otherwise provide.
- (9) Subject to the provisions of this Our Charter, the constitution of the Board of Trustees and the Council, their powers and duties, the manner of appointment or election and period of office of their members, the manner of filling vacancies in their membership, the conduct of their meetings and affairs and all other matters relating to the Board of Trustees and the Council shall be as prescribed by or under the Ordinances and Regulations.
- (10) The College may institute, establish and close such faculties in the College (forming administrative parts of the College) as the Board of Trustees may think fit and determine and may combine and cooperate with any other body in the establishment of a joint faculty of the College and such other body.
- (11) The Board of Trustees shall have the custody and sole use of the Common Seal of the College and arrangements for its safe keeping and manner of authentication shall be as regulated by the Ordinances.
- (12) The Ordinances shall regulate and prescribe all matters and affairs of the College by this Our Charter directed or authorised to be regulated by the Ordinances and all other matters which consistently with this Our Charter the Board of Trustees may deem useful or necessary to regulate by Ordinances. Any of the Ordinances may from time to time be revoked, amended or added to by resolution passed by a majority of not less than two-thirds of the members present and entitled to vote at a General Meeting of the College or at an Extraordinary General Meeting specially convened for that purpose, provided that no new Ordinances and no such revocation, amendments or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or shall take effect until the same shall have been approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.
- (13) The College may revoke, amend or add to any of the provisions of this Our Charter by resolution passed by a majority of not less than two-thirds of the members present and entitled to vote at a General Meeting or at an Extraordinary General Meeting duly convened for that purpose and any such revocation, amendment or addition shall when approved by us, Our Heirs or Successors in Council become effectual so that this our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered, amended, or added to in the above matter, provided that no such revocation, amendment or addition shall be made which shall cause the College to cease to be a charity in law.
- (14) It shall be lawful for the College at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the College in such manner as shall be directed by such Extraordinary General Meeting or in

default of such direction as the Board of Trustees shall think expedient having due regard to the liabilities of the College for the time being. If upon the winding up or dissolution of the College there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid or distributed amongst the members of the College or any of them but shall, subject to any special trusts affecting it, be given and transferred to some other charitable institution or institutions having objects similar to the objects of the College to be determined by the College in General Meeting at or before the time of dissolution.

- (15) Lastly, We do hereby for Us, our Heirs and Successors grant that these Our Letters shall be in all things good, firm, valid, sufficient and effectual in law notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken, construed and adjudged in the most favourable and beneficial sense and to the best advantage of and for the College as well in Our Courts of Record as elsewhere any recital, mis-recital, uncertainty or imperfection whatsoever notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the sixteenth day of March in the Forty-first year of Our Reign.

LEGG

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL



Royal College of Anaesthetists

Extraordinary General Meeting 2022

Proposed new Ordinances

ORDINANCES OF THE ROYAL COLLEGE OF ANAESTHETISTS

1. INTERPRETATION AND DEFINITIONS

- 1.1 In these Ordinances, unless the context otherwise requires, the following definitions shall apply:

'Affiliate' means an Affiliate of the College.

'Appointed Trustee' means those Trustees appointed by the Board of Trustees in accordance with the process set out in the Regulations.

'Article' means the relevant Article of the College's Charter.

'board' means a body established by the Board of Trustees in accordance with Ordinance 0, with delegated strategic responsibility for a specific area of governance.

'Board of Trustees' means all of the Trustees acting together with collective responsibility.

'Charities Act' means the Charities Act 2011 or any amendment or statutory re-enactment of that Act.

'Charity Commission' means the Charity Commission for England and Wales.

'Charity Trustees' has the meaning prescribed by section 177 of the Charities Act.

'Charter' means the Charter of the College granted on 16th March 1992, as amended from time to time.

'clear days' means complete days, excluding the day on which the notice is given or the day on which the event for which it is given takes place.

'College' means the Royal College of Anaesthetists.

'committee' means a body that is established by the Board of Trustees, in accordance with Ordinance 0 to consider on its behalf specific operational matters relating to governance.

'connected person' has the meaning prescribed by s.188 of the Charities Act.

'Council' means the body of the College with delegated responsibility from the Board of Trustees focused on the practice of anaesthesia as a profession, which includes the professional, clinical and educational functions of the College.

'Critical care', 'pain medicine' and 'perioperative care' mean subjects related to anaesthesia within the meaning of the Charter.

'Designated Resolution' has the meaning in Ordinance 6.6.

'Diploma' means a diploma conferred or recognised by the College.

'Fellow' means a Fellow of the College.

'Financial Expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000.

'Financial Year' means the period for which the College's statutory accounts are prepared and published.

'Fixed Day' means the first Wednesday in March or such other day, within one month thereafter, as the Council may from time to time determine.

'General Meeting' means an Annual General Meeting or Extraordinary General Meeting.

'instrument' means a written document that can be formally attributed to an individual person.

'Investment Strategy' means the College's policy and approach to investments as approved by the Board of Trustees periodically.

'Lay Trustees' means those Trustees elected in accordance with the process set out in the Regulations.

'member' means a person who has been admitted to a category of membership of the College as specified in Ordinance 2.1.

'Object' means the object of the College as set out in Article 3(1) of the Charter.

'President' means the President of the College and Chair of the Board of Trustees.

'Register of Members' means the register of College members maintained in accordance with Ordinance 2.5.

'Registered medical practitioner' means a medical practitioner registered, whether with full or limited registration, by the General Medical Council under the Medical Act 1983 and subsequent amendments.

'Regulations' means rules or directives made by the Board of Trustees in accordance with these Ordinances and maintained by the Board of Trustees.

'requisition' means a formal written demand that something should be performed or put into operation by the Board of Trustees. ('Trustee(s)' means a member of the Board of Trustees with legal responsibility for the general control, government and management of the administration of the College, its property and affairs.

'United Kingdom' means the United Kingdom of Great Britain and Northern Ireland.

'website' means the official website of the College.

'Written' refers to a legible document on paper or a document which can be printed in writing onto paper including electronic mail.

'Written Resolution' means a resolution as set out in Ordinance 10.6 which is a decision that is considered by correspondence rather than in a Board of Trustees meeting.

- 1.2 Words or phrases defined in the Charter have the same meanings herein.
- 1.3 References to any Act of Parliament, or order or instrument thereunder, include any statutory modification or re-enactment thereof.
- 1.4 Words in the singular include the plural and vice versa, and words importing persons include corporations.

MEMBERSHIP OF THE COLLEGE

2. Categories of Membership of the College

- 2.1 The following shall be members of the College:
 - 2.1.1 Fellows;
 - 2.1.2 Members; and
 - 2.1.3 such other categories of membership as shall from time to time be set out in the Regulations.
- 2.2 The eligibility requirements of and admissions process for each of the above categories of membership shall be set out in the Regulations.
- 2.3 The Regulations may also set out the rights, privileges and obligations associated with, and the level of subscription fees due from, each category of membership.
- 2.4 The Regulations shall state which categories of the membership of the Royal College of Anaesthetists shall be entitled to stand for election to the Council and to vote in elections to the Council.

Registers

- 2.5 A Register of members shall be maintained showing the name and address of every member of the College. The College may also maintain a voluntary register of registered medical and other healthcare practitioners practising anaesthesia, critical care, pain medicine or perioperative care who are not in membership of the College.

Diplomas

- 2.6 The admission or election as the case may be of such categories of membership as shall be specified in the Regulations shall be signified by Diploma under the Common Seal of the College in such form as the Council may from time to time determine.

3. Termination of Membership and Rescission of Diplomas

- 3.1 The Trustees shall have power to terminate the membership of any member:
 - (a) if they are convicted of any criminal offence;
 - (b) if they have their name erased from the Medical Register by the General Medical Council under section 36 of the Medical Act 1983 (or any statutory re-enactment or modification thereof);
 - (c) if a Receiving Order is made against them or they make any composition

with their creditors; or

- (d) if at any time the Trustees, after due enquiry in accordance with the disciplinary proceedings set out in Ordinance 4 , shall resolve that the interests of the College so require.

4. Disciplinary Proceedings

4.1 The procedure for disciplinary proceedings shall be as follows:

- (a) the Board of Trustees shall establish a disciplinary committee in accordance with Ordinance 0 comprising three members of Council to include the President or one of the Vice-Presidents;
- (b) the Board of Trustees shall include within the Regulations provisions for the investigation, hearing and resolution of any complaint against a member.
- (c) the Board of Trustees shall give to the member concerned not less than twenty-one days' notice of the date, time and place for the hearing accompanied by written details of the allegations against them and they shall be informed that they will (if they so desire) be given an opportunity of stating their case and defending themselves before the disciplinary committee and that they may cross-examine and call witnesses and that they may be represented at such a hearing;
- (d) if the disciplinary committee at or following that hearing shall determine that a motion be placed before the Trustees that membership shall be terminated in the interests of the College the member shall be notified in writing that they are entitled to appeal to the Board of Trustees within twenty-one days;
- (e) any appeal to the Board of Trustees shall be heard by the Trustees following the same procedure for the appeal as laid down in sub-paragraph (c) above.

4.2 Any member whose membership has been terminated under Ordinance 4.1 may only reinstated by a resolution of the Trustees.

4.3 If any person holds a Diploma and shall have obtained the Diploma by any fraud or false statement and a hearing has been afforded to such person in accordance with the relevant provisions in Ordinance 4.1 , the Board of Trustees may by resolution rescind and declare void the Diploma. The Diploma shall then become the property of the College and shall on demand be delivered up to the College and such person shall forfeit all and any of their rights and privileges as a holder of the Diploma.

- 4.4 Any person whose Diploma shall have been rescinded and declared void under Ordinance 4.3 may only have their Diploma restored to them upon a resolution of the Board of Trustees revoking the resolution passed under Ordinance 4.3. The person shall, subject to such conditions as the Board of Trustees may in the particular case see fit to impose, be restored to their rights and privileges as a holder of the Diploma.

GENERAL MEETINGS

5 Meetings of members

- 5.1 **Notices** The date, time and venue for every General Meeting of members shall be announced in College publications and on the website or in such other publication as the Board of Trustees may determine and notification shall be sent to each voting member whose address or email is recorded at the College. At least fourteen clear days' notice of every General Meeting shall be given specifying the place and hour of the General Meeting and of the business to be transacted.
- 5.2 The accidental omission to give any notice to or the non-receipt of any such notice by any member of the College shall not invalidate any resolution passed at any such General Meeting.

Annual General Meeting ("Annual Meeting")

- 5.3 The Board of Trustees shall convene an Annual Meeting of members for the transaction of such business as the President or the Board of Trustees may determine and for the discussion of such motions as may be delivered to the College by members in the form prescribed in the Regulations. Each Annual Meeting shall be summoned at such time as the Board of Trustees shall determine provided that not more than fifteen months shall elapse between Annual Meetings.
- 5.4 The agenda of the Annual Meeting shall include the presentation of the annual report and audited accounts of the College for the last completed financial year.
- 5.5 A member wishing to submit a motion at an Annual General Meeting may do so provided:
- (a) written notice of the motion is received at the principal office of the College by such date as specified in the Regulations; and
 - (b) the written notice sets out the terms of the proposed motion and includes the names and membership numbers of those members who support the motion, who shall together constitute not less than 0.75% of voting members.

Extraordinary General Meetings ("Extraordinary Meetings")

- 5.6 The Board of Trustees may, as and when it thinks fit, convene an Extraordinary Meeting of members.
- 5.7 An Extraordinary Meeting shall be called by the Board of Trustees within twenty-one clear days of receipt of a requisition from not less than 0.75% of voting members provided that:

- (a) the requisition is signed by the voting members who are a party to it; and
- (b) the requisition (which may consist of several documents in the same form, each signed by one or more voting members who are a party to it) is delivered to the principal office of the College.

If the Board of Trustees does not proceed to call an Extraordinary Meeting within twenty-one clear days of receipt of the requisition, the voting members who are a party to the requisition, or any number of them totalling more than half of all such members, may themselves call an Extraordinary Meeting provided that the meeting shall be held within three months of the date on which the requisition was received. Any reasonable expenses incurred by the members who are a party to the requisition by reason of the failure of the Board of Trustees to call an Extraordinary General Meeting shall be repaid to those members by the College.

5.8 A member wishing to submit a motion at an Extraordinary Meeting may do so provided:

- (a) written notice of the motion is received at the principal office of the College by such date as specified in the Regulations; and
- (b) the written notice sets out the terms of the proposed motion and includes the names and membership numbers of those members who support the motion, who shall together constitute not less than 0.75% of voting members.

Quorum

5.9 The quorum for the transaction of business at a General Meeting of members shall be twenty. The Chair shall be taken by the President or in their absence a Vice-President selected by the members present at the General Meeting or if neither the President nor any Vice-President is present then by the most senior elected Council Member on the Board of Trustees present. The Chair may with the consent of the members and shall if so directed by the members adjourn the General Meeting from time to time and from place to place.

5.10 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of members, shall be dissolved, but if not so convened it shall be adjourned to the same day in the next week at the same time and place, and if at such adjourned General Meeting a quorum is not present, any five members who are personally present shall be a quorum and may transact the business for which the General Meeting was called.

Conduct of General Meetings

- 5.11 A General Meeting of members of the College may be held either in person, or by suitable electronic means agreed by the Board of Trustees in which all participants may communicate with all the other participants, or by a combination of the two.
- 5.12 Motions introduced by members for discussion at a General Meeting shall be signed by the Mover or by the Mover and other members, and shall be received by the Chief Executive Officer by the date stipulated in the announcement of the General Meeting.
- 5.13 The President shall determine what motions are in order and direct the arrangement of the agenda.

6 Voting at General Meetings

- 6.1 A resolution put to the vote at a General Meeting shall be decided on a show of hands of every voting member present in person or by proxy. Every such member has one vote.
- 6.2 Except for those matters set out in Ordinance 6.3 a resolution at a General Meeting of members shall be decided by a simple majority of the votes cast by voting members either in person or by proxy.
- 6.3 Subject to the Charter and these Ordinances, the following matters shall be decided by a majority of two-thirds of voting members casting a vote either in person or by proxy in accordance with the provisions of this Ordinance 6:
 - (a) any proposal to amend the Charter or petition for a new or Supplemental Charter in accordance with Article 13 of the Charter;
 - (b) any proposal to alter these Ordinances in accordance with Article 12 of the Charter; and
 - (c) any proposal to wind up the College in accordance with Article 14 of the Charter.
- 6.4 In the case of an equality of votes, the President, or in their absence the Chair, shall be entitled to a second or casting vote.
- 6.5 At any General Meeting, a declaration by the Chair that a resolution has been carried, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the General Meeting, shall be conclusive evidence of that fact.

Proxy Voting

- 6.6 The Board of Trustees may direct that, in respect of a specific resolution proposed for consideration at a General Meeting (a "Designated Resolution"), those members entitled to vote in person on that resolution can elect to appoint another

person as their proxy to exercise their right to vote on that Designated Resolution. No amendment shall be made at a General Meeting to a Designated Resolution as set out in the notice calling that General Meeting.

- 6.7 An instrument appointing a proxy shall be in such form as the Board of Trustees shall prescribe for the General Meeting. An instrument appointing a proxy must be received by the College not less than 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting as the case may be. Any instrument which is in default of the provisions of this Ordinance is invalid.
- 6.8 A proxy is not entitled to speak on their appointor's behalf in respect of the Designated Resolution which is the subject of the proxy notice.
- 6.9 An appointment under a proxy notice may be revoked by delivering to the College a notice given by the member by whom the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned General Meeting to which it relates.
- 6.10 A member of the College who is entitled to vote on the Designated Resolution at the General Meeting or any adjournment of it, remains so entitled, even though a valid proxy notice has been delivered to the College by that member. If such a member attends the General Meeting in person, their proxy appointment shall be automatically terminated.
- 6.11 Any motions passed at a General Meeting are advisory unless they relate to:
 - (a) any matters set out in Ordinance 6.3;
 - (b) any motion to remove a Trustee under Ordinance 9.1 (h);
 - (c) any motion to remove a Council Member under Ordinance 17.1 (e);
 - (d) any matters concerning the level of annual subscription; or
 - (e) such other matter as the Trustees may from time to time determine.
- 6.12 Where these Ordinances make no specific provision, the Board of Trustees may prescribe the method of conducting business at any General Meetings such provisions to be set out in the Regulations.

THE BOARD OF TRUSTEES

7 Composition of the Board of Trustees

- 7.1 In accordance with the Charter the management of the business affairs of the College as set out in the Regulations shall be vested in the Board of Trustees.
- 7.2 There shall be a maximum of 15 and a minimum of six Trustees on the Board of Trustees, consisting of the following:
- (a) Seven ex-officio Trustees, being:
 - (i) the President of the College, who will act as Chair of the Board of Trustees;
 - (ii) the two Vice-Presidents of the College;
 - (iii) the Treasurer of the College, as Chair of the Finance and Resources board;
 - (iv) the Chairs of the following boards:
 - (1) the Clinical Quality & Research board;
 - (2) the Communications and External Affairs board; and
 - (3) the Education, Training and Examinations board;
 - (b) up to five General Trustees elected by Council from amongst the elected Council Members in accordance with the process set out in the Regulations provided always that at least one of the General Trustees shall be an Anaesthetist in Training and at least one shall be a SAS doctor;
 - (c) such number of Lay Trustees elected in accordance with the process set out in the Regulations; and
 - (d) such number of Appointed Trustees as the Board of Trustees deem to be necessary, appointed in accordance with the process set out in the Regulations.
- 7.3 A maximum of 12 Trustees shall be elected Council Members, serving either as ex-officio Trustees or General Trustees.
- 7.4 If the number of Trustees falls below the minimum, the remaining Trustees may act only for the purposes of:
- (a) filling any vacancies by appointing one or more Appointed Trustees; and/or
 - (b) calling a General Meeting

8 Terms of Office

- 8.1 A Trustee shall hold office:
- (a) in the case of an ex-officio Trustee, for such period of time as their term of office

as President, Vice-President, Treasurer or Chair, as the case may be, continues;

- (b) in the case of a General Trustee, for a period of three years from the date of their election as specified in the Regulations;
- (c) in the case of a Lay Trustee, for a period of three years from the date of their election as specified in the Regulations; and
- (d) in the case of an Appointed Trustee, for a period of up to one year from the date of their appointment.

8.2 A General or Lay Trustee shall be eligible for a second term of three years, but no such Trustee shall serve on the Board of Trustees for longer than a maximum period of six years. There shall be no maximum period of time for which ex-officio Trustees shall serve on the Board of Trustees; instead they shall serve as Trustees for as long as they hold the relevant office in the College.

9 Resignation and removal of Trustees

9.1 A Trustee's term of office automatically ends if they:

- (a) being a Trustee under Ordinances 7.2(a) or (b), cease to be a member of the College;
- (b) being an ex-officio Trustee under Ordinance 7.2(a) cease to hold the relevant office;
- (c) being a General Trustee under Ordinance 7.2(b), cease to be an elected Council Member;
- (d) are disqualified under the Charities Act from acting as a Charity Trustee;
- (e) resign by written notice to the Board of Trustees;
- (f) are absent from three consecutive meetings of the Board of Trustees and are removed from office by a resolution of the Board of Trustees approved by not less than two-thirds of those present and voting;
- (g) are incapable, whether mentally or physically, of managing their own affairs;
- (h) are removed by a resolution of the Board of Trustees passed at a meeting of the Trustees by a two-thirds majority of those present and voting after the other Trustees have invited the views of the Trustee concerned and considered the matter in the light of any such views;
- (i) are removed by a resolution of the members passed at a General Meeting of the College by a simple majority of voting members voting, in person or by proxy, in accordance with Ordinances 9.2 and 9.3; or
- (j) die.

- 9.2 A resolution to remove a Trustee Member under Ordinance 9.1 (i) must have the support of 0.75% of voting members and must be sent to the College's principal office together with:
- (a) the name of the Trustee the members propose to remove and the reasons for the proposed removal;
 - (b) the names and membership numbers of the members who support the proposal; and
 - (c) a request to requisition a General Meeting in accordance with Ordinance 5.7 at which meeting the members wish the proposed resolution to be considered.
- 9.3 Any resolution by the members to remove a Trustee may not be passed in writing, but must be considered at a General Meeting at which the Trustee concerned has been invited to give their views and the matter must be considered in light of any such views.
- 9.4 If a Trustee's term of office is terminated in accordance with Ordinance 9.1 (d) to (i), such termination shall not affect the Trustee's position as an elected Council Member, if applicable.

10 Meetings of the Board of Trustees

- 10.1 There shall be four meetings of the Board of Trustees in every year and at such other times as may be determined by the Board of Trustees or by the President on the request in writing of eight members of the Board of Trustees.
- 10.2 The quorum for the transaction of business at a meeting of the Board of Trustees shall be 50% of the Board of Trustees, including the President or a Vice-President.
- 10.3 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the College or in any transaction or arrangement entered into by the College which has not previously been declared. A Trustee must absent themselves from any discussions of the Board of Trustees in which there is a conflict, or it is possible that a conflict will arise, between their duty to act solely in the interests of the College and any personal interest (including but not limited to any personal financial interest) and must not participate in any vote on such matters.
- 10.4 Every issue shall be determined by a simple majority of the votes cast at a meeting by those Trustees eligible to vote.
- 10.5 Every Trustee has one vote on each issue and, in the case of an equality of votes, the President shall have a second or casting vote.
- 10.6 A Written Resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Board of Trustees and approved by a simple

majority of them is as valid as a resolution passed at a meeting and for this purpose:

- (a) the number of Trustees who approve the Written Resolution must be at least as many as would be required to form a quorum at a meeting of the Board of Trustees;
- (b) the Written Resolution may be contained in more than one document and may be wholly or partly in electronic form; and
- (c) the Written Resolution will be treated as passed on the date of the last signature constituting a simple majority of those eligible to receive it.

10.7 All acts bona fide done by any meeting of the Board of Trustees or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the Regulations to vacate office; or
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

11 Powers of the Board of Trustees

- 11.1 The Board of Trustees shall manage the business of the College and may exercise all of the powers of the College unless it is subject to any restrictions imposed by the College's Charter or these Ordinances.
- 11.2 The Board of Trustees may delegate to Council such of its functions as relate to the management of the profession as it shall from time to time specify in the Regulations and in any Scheme of Delegation.
- 11.3 The Board of Trustees may establish boards and committees in accordance with the provisions of Ordinance 21 for the purpose of dealing with any subject as it may from time to time determine.

12 Investment Powers

- 12.1 The Board of Trustees shall establish and maintain an Investment Strategy.
- 12.2 The Board of Trustees may delegate the management of investments to a Financial Expert, but only on terms that:
 - (a) require the Financial Expert to comply with the Investment Strategy;
 - (b) require the Financial Expert to report significant matters to the Board of

Trustees promptly;

- (c) require the Financial Expert to review the performance of the investments with the Board of Trustees regularly;
- (d) entitle the Board of Trustees to cancel the delegation at any time;
- (e) require the Investment Strategy and the delegation arrangement to be reviewed by the Board of Trustees not less than annually;
- (f) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Board of Trustees on receipt; and
- (g) prohibit the Financial Expert from doing anything outside the powers of the Board of Trustees.

- 12.3 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.

THE COUNCIL

13 Composition of the Council

- 13.1 The College shall have a Council consisting of elected and co-opted Council Members to which the Board of Trustees shall delegate such of its functions and powers as shall be set out in the Regulations.
- 13.2 The size and composition of the Council shall be specified in the Regulations.

14 Elected Council Members

- 14.1 Vacancies on Council shall be filled by members elected in accordance with the process set out in the Regulations ("elected Council Member").
- 14.2 Subject to the provisions relating to the President and Vice-Presidents set out in Ordinance 15 and Trainee Council Members set out in Ordinance 0, an elected Council Member shall serve for an initial term of six years, after which they shall be eligible for re-election as a Council Member for one further term of four years, but shall not be eligible for re-election thereafter unless a period of at least one year has elapsed.
- 14.3 Subject to the provisions relating to the President and Vice-Presidents set out in Ordinance 15 and Trainee Council Members set out in Ordinance 0, no elected Council Member shall serve for longer than a maximum continuous period of ten years.

- 14.4 An elected Council Member who is an Anaesthetist in Training at the time of their election (a "Trainee Council Member") shall serve for an initial term of four years, after which they shall be eligible for re-election as a Trainee Council Member for one further term of two years provided always that they are an Anaesthetist in Training at the time of their re-election. No Trainee Council Member shall serve for longer than a maximum continuous period of six years, but any Trainee Council Member may be re-elected to Council as an elected Council Member under Ordinance 14.2, provided always that they are no longer an Anaesthetist in Training at the time of their election.
- 14.5 Elected Council Members, who are General Trustees by virtue of Ordinance 7.2, and Chairs of boards shall be eligible for a one-year extension to each of their terms of office on Council in accordance with the criteria set out in the Regulations.
- 14.6 The Regulations shall specify the date on which the term of office of elected Council Members shall start.

15 The President, Vice-Presidents and Chairs of boards

- 15.1 The President and the Vice-Presidents shall be elected from amongst the elected Council Members according to the process set out in the Regulations.
- 15.2 The term of office of a President shall be three years and the term of office of a Vice-President shall be two years.
- 15.3 The provisions of Ordinances 14.2, 14.3 and 14.5 relating to the term of office of elected Council Members shall not apply to any such Council Member holding the office of President or Vice-President during any term or terms to which they may be elected to such office and they shall remain a Council Member throughout their term or terms of such office.
- 15.4 A President or Vice-President who, by virtue of Ordinance 15.3, continues in office as a Council Member for longer than ten years shall remain a Council Member until the date of their demission from office as President or Vice-President and for the avoidance of doubt shall still be considered an elected Council Member.
- 15.5 At the end of their term of office as President or Vice-President, a person shall continue as an elected Council Member until the expiration of their term of office on Council in accordance with Ordinances 14.2 and 14.3, the exact date to be calculated as set out in the Regulations, provided always that they shall be eligible for re-election to Council in accordance with Ordinance 14.2 but no such person is eligible to be re-elected to the office of President or Vice-President as the case may be.

- 15.6 If a person resigns from the office of President or Vice-President before the completion of their term of office in accordance with Ordinance 15.2, they shall be eligible at a later date to be re-elected to the office of President or Vice-President, as the case may be, for that part of their term of office which remains uncompleted.
- 15.7 Any Vice-President who did not complete a full two-year term of office as Vice-President at any point prior to the date on which the amendments set out in the Ninth Postscript took effect, shall be eligible to be re-elected as Vice-President and to serve full two-year term of office as Vice-President in accordance with Ordinance 15.2, irrespective of whether or not the person has already served as an elected Council Member for a continuous period of more than ten years.
- 15.8 The Chairs of boards shall be appointed in accordance with the process set out in the Regulations and shall continue as an elected Council Member until the expiration of their term of office in accordance with Ordinances 14.2-14.3 and 14.5, the exact date to be calculated as set out in the Regulations, provided always that they shall be eligible for re-election to Council in accordance with Ordinance 14.2.

16 Co-opted Council Members

- 16.1 The Council may from time to time co-opt additional Council Members ("co-opted Council Members") for such period as the Council may determine to represent branches of medicine, groups of practitioners or kindred institutions not represented by the elected Council Members.
- 16.2 The process for appointing a co-opted Council Member, their term of office and any rights, benefits and obligations associated with their role shall be set out in Regulations.

17 Resignation and removal of Council Members

- 17.1 A Council Member shall vacate office if they:
- (a) resign by notice to the Council in writing;
 - (b) being an elected Council Member ceases to be a member of the College;
 - (c) are incapable, whether mentally or physically, of managing their own affairs;
 - (d) are removed from office by a resolution of the Trustees, such removal to be in the interests of the College, after inviting the views of the Council Member concerned and considering the matter in the light of any such views;
 - (e) are removed from office by a resolution of the members passed at a General Meeting by a simple majority of voting members voting, in person or

by proxy, in accordance with Ordinances 17.2 and 17.3; or

(f) die.

17.2 A resolution to remove a Council Member under Ordinance 17.1(e) must have the support of 0.75% of voting members and must be sent to the College's principal office together with:

- (a) the name of the Council Member the members propose to remove and the reasons for the proposed removal;
- (b) the names and membership numbers of the members who support the proposal; and
- (c) a request to requisition a General Meeting in accordance with Ordinance 5.7 at which meeting the members wish the proposed resolution to be considered.

17.3 Any resolution by the members to remove a Council Member may not be passed in writing, but must be considered at a General Meeting at which the Council Member concerned has been invited to give their views and the matter must be considered in light of any such views.

18 Meetings of the Council

18.1 There shall be six meetings of the Council in every year and at such other times as may be determined by the Council or by the President on the request in writing of eight or more elected Council Members.

18.2 The quorum for the transaction of business at a meeting of the Council shall be the President or a Vice-President and ten other elected Council Members.

18.3 Meetings of the Council shall be conducted in accordance with the provisions set out in the Regulations.

19 Delegation of the Council's Powers

19.1 The Council may propose to the Board of Trustees the establishment of committees and working groups for the purpose of dealing with any subject as it may from time to time determine.

19.2 The Council may by resolution delegate all or any of its functions, powers, duties and discretions to any committee or individual upon terms and subject to such conditions as the Council may from time to time by resolution determine.

ADMINISTRATION

20 Faculties and Joint Faculties

- 20.1 Any faculty or joint faculty instituted or established pursuant to Article 10 of the Charter shall be instituted and established, and membership in any such faculty or joint faculty may be granted to any member of the College in accordance with such Regulations as the Board of Trustees may from time to time determine and prescribe.
- 20.2 The status of members of the College in any such faculty or joint faculty and the rights, privileges, conditions and restrictions applicable to such status shall be such as the Board of Trustees may from time to time by Regulations prescribe, save that Regulations relating to the subscriptions, if any, payable in respect thereof shall require the approval of the members in a General Meeting.

21 Lower boards and committees

- 21.1 The Board of Trustees may delegate all or any of its functions, powers, duties and discretions to any board, committee or individual upon terms and subject to such conditions as the Board of Trustees may from time to time determine. The Board of Trustees remains responsible for the actions of such boards, committees and individuals and the Board of Trustees may dissolve a board or committee at any time.
- 21.2 The Board of Trustees shall have power to determine by Regulations the constitution and procedures of boards and committees.
- 21.3 The Chair of each board shall be appointed in accordance with the procedure set out in the Regulations. Vacancies occurring on any board or committee shall be filled in such manner as the Board of Trustees may determine.
- 21.4 Every board or committee appointed under this Ordinance shall report to the Board of Trustees and shall, in exercising the powers delegated to it, conform to such Regulations or directions as the Board of Trustees may prescribe or impose.

22 Regulations

- 22.1 Subject to the provisions of the Charter and these Ordinances, the Board of Trustees may by resolution from time to time make, alter and repeal such Regulations as it may think fit for regulating generally the affairs of the College save that Regulations in respect of election or admission fees and subscriptions require the approval of the members in a General Meeting.
- 22.2 Amendments to the Regulations may be proposed by the Board of Trustees, the Council or the senior management team of the College and the Board of Trustees must, prior to passing any resolution under Ordinance 22.1, seek the advice of

Council to any proposed amendment.

23 Records and Accounts

- 23.1 The Chair for the time being of the Finance and Resources Board shall be the Treasurer of the College.
- 23.2 The Board of Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Charity Commission of:
- (a) annual reports;
 - (b) annual returns; and
 - (c) annual statements of account.
- 23.3 The Board of Trustees may in the Regulations set out the arrangements under which members who are not Trustees may inspect all or some of the accounts and books of the College. Such persons have no right to inspection beyond that provided in the Regulations.
- 23.4 The Board of Trustees must keep proper records of:
- (a) all proceedings of General Meetings;
 - (b) all proceedings of Board of Trustee meetings including any written resolutions of the Trustees;
 - (c) any written resolutions of the Council;
 - (d) all reports of boards and committees; and
 - (e) all professional advice received.

24 Communication with members

- 24.1 The College may validly send any document to a member:
- (a) by delivering it by hand to the address recorded for the member in the Register of Members;
 - (b) by sending it by post to the address recorded for the member in the Register of Members; or
 - (c) by electronic mail to an email address given in a written notice by the members.
- 24.2 Any notice given in accordance with these Ordinances is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic mail or delivered by hand to the relevant address;

- (b) 2 clear days after being sent by first class post to the relevant address;
- (c) 10 clear days after being sent by second class or overseas post to the relevant address;
- (d) on being handed to the member personally; or
- (e) if earlier, as soon as the member acknowledged actual receipt.

24.3 A technical defect in the giving of notice of which the Board of Trustees is unaware at the time does not invalidate decisions taken at a General Meeting.

24.4 Members may validly send any notice or document to the College:

- (a) by post to:
 - (i) the College's principal office; or
 - (ii) any other address specified by the College for such purposes; or
- (b) to any email address provided by the College for such purposes.

25 Common Seal

25.1 The Common Seal of the College shall consist of the Armorial Bearings, Crest, Supporters and Motto of the College as registered in Her Majesty's College of Arms and shall be kept in the custody and for the sole use of the Board of Trustees.

25.2 The Common Seal shall not be affixed to any instrument unless it is witnessed by the signature of the President or one of the Vice-Presidents (or in their absence by the most senior elected Council Member on the Board of Trustees available).

26 Alterations to the Charter and Ordinances

26.1 The Charter and Ordinances are made, amended, revoked or added to by the members of the College in General Meeting in accordance with the provisions of the Charter and this Ordinance.

26.2 A change to the Charter and Ordinances may be proposed by:

- (a) the Board of Trustees; or
- (b) any member who has obtained the support of 0.75% of voting members and who has complied with the provisions of Ordinance 26.3.

26.3 The member must send to the College's principal office a written notice which sets out clearly:

- (a) the proposal for the alteration of the Charter or Ordinances and the reasons for that proposal;
- (b) a request to requisition a General Meeting in accordance with Ordinance

5.7 at which meeting they wish the proposal to be considered; and

- (c) the names and membership numbers of the members who support the proposal.

26.4 Any proposal to amend the Charter or Ordinances must be approved by a majority of two-thirds of those members voting, in person or by proxy, in accordance with the Charter.

26.5 No proposal to amend the Charter or Ordinances shall take effect until it has been approved by the Privy Council.

Ninth Postscript

Major amendments were agreed at the College's Annual General Meeting in [February] 2022. The effect of these amendments were:

- to update the general provisions of the Ordinances to reflect changes in the law, for instance in relation to investment powers;
- to clarify the role of the Board of Trustees and the Council, their composition and size;
- to move the detail regarding the membership categories, their eligibility, rights and responsibilities to the Regulations;
- to clarify how Council Members and Trustees are appointed or elected and to set out their respective terms of office;
- to move the detail of the election processes to the Regulations;
- to allow for the removal of Trustees and Council Members;
- to clarify the procedure at Trustee meetings including in relation to conflicts of interest;
- to clarify the procedure at members' meetings and to allow for virtual or hybrid meetings and proxy voting.

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