

## SUMMARY TABLE OF PROPOSED AMENDMENTS BY THEME

### (A) Compliance Matters

No.		Original Provision	New Provision
<b>CHARTER</b>			
1.	Amended provisions to provide that the Trustees and not Council are responsible for making any changes to the Regulations given they are the charity trustees of the College	Foreword and Throughout	Foreword and Throughout
2.	Definitions  The definition of "anaesthesia" has been amended to clarify that it includes the practice of perioperative medicine, critical care and pain medicine. This change has already been made in the Ordinances (see definitions in clause 1.1) and should be made in the Charter in order to align the governing documents	Paragraph (2)	Paragraph (2)
3.	Trustee / Council roles  General amendments to clarify definitions of "the Council", "member", "Member", and "Trustee"  References to "Council" changed to "Trustees" to reflect different roles and powers of charity trustees held by Trustees	Throughout	Throughout
4.	Additional definitions and wording inserted to reflect compliance requirements under current law, e.g. "benefit", subject to restrictions imposed by Charities Act etc	Throughout	Throughout
5.	Borrowing provisions updated to align with provisions in Charities Act 2011	Article (3)(2)(d) and (g)	Article (3)(2)(d) and (g)
6.	Trustee Benefits clause updated to reflect current law and practice  Reference to the Council removed from the clause as they are no longer charity trustees; Trustees inserted as they should not benefit from their role as charity trustees	Article (4)	Article (4)
7.	Removed "Officer" term as this is no longer used	Article (4) and (7)(2)	Article (4) and (7)
<b>ORDINANCES</b>			

No.		Original Provision	New Provision
8.	Definitions amended to reflect proposed changes to Ordinances including new definitions of anaesthesia (to reflect that in the Charter), Board of Trustees, Charity Trustee, Council. Definition of "critical care, pain medicine and perioperative medicine" amended to reflect order set out in definition of "anaesthesia".	Ordinance 1.1	Ordinance 1.1
9.	References to defined words amended where necessary, e.g. "Member" amended to "member", references to anaesthesia and critical care	Throughout	Throughout
10.	List of membership categories has been amended to include new categories in order to reflect the current situation. <ul style="list-style-type: none"> <li>"Member" category has been amended to refer to those who have "undertaken" rather than "completed" training</li> <li>Additional wording has been inserted to reflect new categories of Fellows in Training, Anaesthetists in Training, International Affiliates and the Senior Fellows and Members Club.</li> <li>Wording amended to reflect new definitions of anaesthesia, perioperative medicine etc.</li> </ul> Ordinances 2.5 and 2.11 required consequential amendments to reflect the rights, privileges and obligations of the new member categories.	Ordinance 2	Ordinance 2
11.	Appointment Process for members remains split between the Ordinances and Regulations, and additional clauses 2.2 and 2.3 confirm this interaction.	Absent	Ordinance 2.2 and 2.3
12.	Consequential amendments to reflect rights of specific membership categories to stand for election to Council and to vote in such elections (including reference to AiTs, FiTs and SFMC)	Ordinance 3.3	Ordinance 2.7
13.	Trustees (as the charity trustees of the College) have responsibility to prescribe membership fees subject to approval of members in a general meeting (instead of Council as is currently the case)	Ordinance 4	Ordinance 2.9
14.	Reference to Register of Fellows amended to "Register of members" to reflect legal requirements and to reflect new definitions of anaesthesia, perioperative medicine etc	Ordinance 4(a)	Ordinance 2.10

No.		Original Provision	New Provision
15.	Board of Trustees (rather than Council) has power to establish a disciplinary committee	Ordinance 8.2	Ordinance 4.1
16.	Power for Trustees (as those responsible for the management of the College as its charity trustees) to call General Meetings (both Annual General Meetings and Extraordinary General Meetings); previously Council had this power.	Absent	Ordinance 5
17.	Provisions inserted to allow for adjournment of a General Meeting in the event of a quorum not being present	Absent	Ordinance 5.10
18.	Virtual / Hybrid Meetings explicitly permitted	Absent	Ordinance 5.11
19.	Clarification that every eligible voting member has only one vote	Absent	Ordinance 6.1
20.	Clarification that generally a simple majority of eligible voting members voting in favour is required for a resolution to be passed (provision was previously missing). Exclusions to this rule requiring a 2/3 majority explicitly stated as: resolutions to change the Charter and Ordinances and resolution to wind up the charity.	Absent	Ordinance 6.2 and 6.3
21.	Clarification of role of Board of Trustees as responsible for management of College due to charity trustee status	Ordinance 5.1	Ordinance 7.1
22.	Provisions allowing Board of Trustees to function if the number of Trustees falls below a minimum.	Absent	Ordinance 7.3
23.	New provision setting out process for appointment / election of Trustees to be included in Regulations.	Absent	Ordinance 7.4
24.	Board of Trustees Terms of Office clarified	Absent	Ordinances 8 and 9
25.	Provisions included allowing for the removal of Trustees (removal does not affect the role on Council)	Absent	Ordinance 9.1
26.	Inserted provision clarifying that removal of Trustee from office does not affect their role on Council (if any)	Absent	Ordinance 9.4
27.	Meetings of the board of trustees may be requested by 50% of the members of the board (previously 8 members, but amended to reflect possible alternative board compositions)	Ordinance 5.4(1)	Ordinance 10.1
28.	Provisions inserted for the management of Conflicts of Interest by Trustees	Absent	Ordinance 10.3

No.		Original Provision	New Provision
29.	Inserted provisions confirming trustees take decisions by simple majority voting	Absent	Ordinance 10.4
30.	Inserted provisions confirming each trustee has one vote	Absent	Ordinance 10.5
31.	Saving provisions inserted to allow trustee decisions to be valid in certain circumstances	Absent	Ordinance 10.7
32.	Express statement that Board of Trustees, as the charity trustees, have all the powers of the College and that the Council operates under delegated power from the Board of Trustees (they are not trustees themselves)	Ordinances 5.1 and 5.5	Ordinance 11 and 13.1
33.	Raising of Money – wording removed as no longer compliant with current law	Ordinance 12	Deleted
34.	Inserted new investment powers provisions to update previous provisions and to reflect modern standard text and align with Charities Act	Ordinance 11	Ordinance 12
35.	Provisions inserted to clarify the role and remit of Council	Absent	Ordinance 13.1
36.	Terms of Office on Council clarified as starting on the date stated in Regulations given there are different dates of commencement for President / Vice President, Chair and general Council members  Certain provisions regarding terms of office deleted	Ordinance 5.2	Ordinance 14.5
37.	Clarified that the President and Vice-President remain in office until the Council meeting in March following their demission from office. This ensures there are no vacancies on Council for the intervening period	Ordinance 5.2	Ordinance 15.4
38.	Terms of Office (start and end) on Council and Board of Trustees clarified so clear that the terms are linked. Reference to "Fixed Day" removed	Ordinance 5.2	Ordinances 7.2, 8, 9, 14 and 15
39.	Broken terms of office for President and Vice President clarified	Absent (unclear whether Ordinance 5.2(1) applies due to Ordinance 5.(5))	Ordinance 15.5

No.		Original Provision	New Provision
40.	Inserted provision that a President or Vice President may not be re-elected once they have served a full term (broken terms are permissible)	Absent	Ordinance 15.5
41.	Inserted provisions allowing for the removal / resignation of Council Members	Absent	Ordinance 17.1
42.	Removal of superfluous words "if accepted" in relation to resignation from Council	Regulations Part 4(3)(2)	Ordinance 17.1
43.	Provisions dealing with conduct of meetings of Board of Trustees and Council have been separated and amended accordingly	Ordinance 5.4	Ordinances 10 and 18
44.	Reference to "officers" removed as no longer applicable	Ordinance 5.5	Deleted term with consequential amendments to new Ordinances 19 and 21.
45.	Lower Boards - provisions amended so it is clear how delegation operates in practice and that Board of Trustees remains responsible for all actions of lower boards, committees and Council, given they are the charity trustees of the College	Ordinance 5.5	Ordinance 21
46.	Faculties - wording clarified so reflects current practice	Ordinance 7	Ordinance 20
47.	Inserted provisions clarifying Chairs of boards (including Treasurer) are appointed by a process set out in the Regulations	Absent	Ordinance 21.3
48.	Wording amended to provide that the Trustees are responsible for making and amending Regulations (see also Charter above)  Note that membership approval is still needed for any changes to election fees, admission fees and subscriptions.	Ordinance 5.6	Ordinance 22 (consequential amendments throughout)
49.	Provisions amended to align with current practice that the Chair of the Finance board is the sole Treasurer of the College	Ordinance 6.3	Ordinance 23.1
50.	Record-Keeping and Accounts - inserted provisions to align with current law	Absent	Ordinance 23
51.	Common Seal provisions clarifying only the Trustees (as charity trustees of the College) are able to use the seal	Ordinance 13	Ordinance 25

No.		Original Provision	New Provision
52.	Amendments to the Charter / Ordinances may be proposed by Trustees given they are charity trustees	Absent	Ordinance 26

### (B) Amplifying the Membership Voice

No.		Original Provision	New Provision
<b>ORDINANCES</b>			
1.	Members may submit a motion for consideration at EGM/AGM  Currently members may only submit a motion at the AGM, and only for discussion, not for voting	Ordinance 9.8	Ordinance 5.5 and 5.8
2.	Issues on which votes are binding has been expanded	Ordinance 9.10	Ordinance 6.11
3.	Inserted provisions allowing for removal of Trustee by vote of members	Absent	Ordinance 9.1.8 and 9.2-9.3
4.	Inserted provisions allowing removal of Council Members by members (subject to certain restrictions)	Absent	Ordinance 17.1.5 and 17.2-17.3
5.	Inserted provision providing that the Board of Trustees must seek Council's advice to any proposed amendment to the Regulations by the Trustees	Absent	Ordinance 22.2
6.	Inserted provisions dealing with Communications with members	Absent	Ordinance 24
7.	Amendments to the Charter / Ordinances may be proposed by members	Absent	Ordinance 26

### (C) Board Size and Composition

No.		Original Provision	New Provision
<b>ORDINANCES</b>			
1.	Option 1 - Smaller board (max 12) with 6 ex officio trustees, five trustees from Council and three Lay Trustees	Ordinance 5.1.2	7.2
2.	Option 2 - Larger board (max 17) with 8 ex officio trustees, 8 trustees from Council (including reserved places for SAS, AiT and Consultants) and three Lay Trustees	Ordinance 5.1.2	7.2

**(D) Efficiency**

No.		Original Provision	New Provision
<b>CHARTER</b>			
1.	Paragraphs 12 and 13 set out the requirements for how amendments to the Charter and Ordinances can be made. The requirement for 2/3 of members "present and eligible to vote" voting in favour is amended to "eligible to vote and voting either in person or by proxy"	Para 12 and 13	Para 12 and 13
<b>ORDINANCES</b>			
2.	Wording of provisions dealing with disciplinary hearings clarified - Council members will make up the committee and remain responsible for terminating membership following disciplinary hearings	Ordinance 4	Ordinance 4
3.	Removal of provisions excluding Council members from counting towards the quorum for EGM / AGM (Council members now included in quorum)	Ordinance 9.6	Ordinance 5.9
4.	Allowed for President to have the Casting Vote (previously absent)	Absent	Ordinance 6.4
5.	Inserted standard provision clarifying that once a vote has been taken, the declaration by the Chair of the result of that vote and whether or not the motion is passed is conclusive proof of that fact.	Absent	Ordinance 6.5
6.	Inserted provisions allowing proxy voting on any resolution of the Trustees' choosing	Absent	Ordinance 6.6-6.10  Consequential amendments to Ordinances 6.3, 9.1.8, 17.2.5
7.	Inserted provision allowing for conduct of General Meetings to be prescribed by Regulations where the Ordinances are silent (saving provision)	Absent	Ordinance 6.12
8.	Inserted provisions allowing removal of Trustees from office by resolution of the Board of Trustees	Absent	Ordinance 9.1.7
9.	Quorum for Trustees reduced to 50% rather than 2/3, as is currently the case	Ordinance 5.4(2)	Ordinance 10.2
10.	President (or Chair of the meeting of the Board of Trustees) has casting vote in the event of a tie	Absent	Ordinance 10.5

No.		Original Provision	New Provision
11.	Written Resolutions for Trustees moved from the Regulations to the Ordinances	Previously absent then included in Regulations	Ordinance 10.6
12.	Details relating to the size and composition of Council removed to the Regulations, allowing this to be more easily amended in the future	Ordinance 5.1	Ordinance 13
13.	Details of process of elections to Council to be removed to the Regulations to prevent Ordinances being overwhelmed in detail and to allow provisions to be more easily amended in the future should the process need to be changed	Ordinance 5.2	Ordinance 14
14.	Superfluous provisions regarding Co-Opted Members of Council removed (process of appointment to be placed in Regulations); clarified they can be appointed for such periods as Council may determine (not restricted to periods of less than one year as is currently the case) and appointments to be made in accordance with Regulations  Provisions on voting remain unchanged	Ordinance 5.3	Ordinance 16
15.	Inserted provisions allowing for removal of Council Member by Board of Trustees (power related to a single Council Member in certain circumstances and not the entire Council)	Absent	Ordinance 17.1
16.	Inserted wording allowing vote by members to amend Charter and Ordinances to be either in person or by proxy. Wording reflects amended wording in Charter (paragraphs 12 and 13)	Absent	Ordinance 26.4
17.	Removed restriction that only a Fellow can nominate a member for election to Council.	Ordinance 5.2(8)	Process removed to Regulations and this will be deleted

#### (E) Other Clarifications

No.		Original Provision	New Provision
<b>CHARTER</b>			
1.	General amendments to improve punctuation and correct typos, headings inserted and definitions clarified	Throughout	Throughout
2.	Amended references to the Queen and Queen in Council to take into account recent passing of Her Majesty Queen Elizabeth II and accession of King Charles III	Throughout	Throughout



No.		Original Provision	New Provision
<b>ORDINANCES</b>			
3.	Amended punctuation, typos and wording for clarity, transparency and accessibility, including deletions and insertions of wording for clarity, and use of new definitions and references where required (eg to "perioperative medicine")	Throughout	Throughout
4.	Headings inserted to clarify provisions	Throughout	Throughout
5.	Cross-references amended throughout to allow for internal consistency	Throughout	Throughout
6.	List of membership categories amended to remove wording referring to "Fellows admitted without examination" in order to reflect the current situation.	Ordinance 2	Ordinance 2
7.	Wording of membership categories clarified and re-numbered	Ordinance 2	Ordinance 2
8.	Deletion of wording requiring notices of members' meetings to be sent only to those members who have addresses in the British Isles	Ordinance 9.4	Ordinance 5.1
9.	Wording in relation to members requisitioning a General Meeting amended for clarity and accessibility	Ordinance 9.3	Ord 5.7
10.	Clarified provisions for election of trainee Council members	Ordinance 5.2	Ordinance 14
11.	Terms of Office on Council clarified as being six years with a second term of four years, with the exception of the President and Vice-Presidents, whose terms are separate and Anaesthetists in Training and Fellows in Training (see below)	Ordinance 5.2	Ordinances 14.2
12.	Clarified Term of Office on Council for Anaesthetists in Training and Fellows in Training is four years, with no second term (absent in current Ordinances)	Ordinance 5.2(2)	Ordinances 14.3
13.	Clarified maximum term of office of 10 years for most Elected Council Members	Ordinance 5.2(1)	Ordinance 14.4
14.	Reference to "Prescribed Seniority" in tied elections removed as no longer applicable	Ordinance 5.2(10)	Deleted
15.	Inserted provision allowing for elected Council Members to be re-elected after a break of one year	Absent	Ordinance 14.2
16.	Clarified process of election of President / Vice President is set out in Regulations	Ordinance 5.2(5)	Ordinance 15.1

No.		Original Provision	New Provision
17.	Provisions relating to record-keeping and accounts inserted, allowing members to inspect records and confirming what records must be kept	Absent	Ordinance 23