

24 October 2022

Amended – December 2022

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.~~

'Anaesthesia' means the art, science and practice of anaesthesia, including in the related subjects of perioperative medicine, critical care and pain medicine.

~~'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.~~

~~'Associate Fellow' means an Associate Fellow of the College.~~

~~'Associate Member' means an Associate Member of the College.~~

'board' means a body established by the Board of Trustees in accordance with Ordinance 11, 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 or Council, in accordance with Ordinance 11 and 21 to consider on its behalf specific operational matters relating to governance.

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'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.

'Council Member' means a member of the Council of the College.

~~'Critical care', 'pain medicine' and 'perioperative medicine' 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.

~~'Election Day' means the third Wednesday in December or such other time as the Council may from time to time determine.~~

'ex officio Trustee' means a Trustee by virtue of their office and having the same responsibilities as the other Trustees of 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.

~~'Foundation member' means a Foundation Member of the College~~

~~'Honorary Fellow' means an Honorary Fellow of the College.~~

'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.

~~'Mmmember' means a person person who has been admitted to in the a category of Member membership of the College as specified in Ordinance 2.1 and, where the context so requires, includes persons in the categories of Fellow, Associate Fellow, Member, Associate Member, or Affiliate.~~

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

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

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

'Register of mMembers' 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 ~~Regulations~~ rules or directives made by the ~~Council~~ Board of Trustees in accordance with these Ordinances and maintained by the Board of Trustees.

~~'Specialist register' means the Register kept by the General Medical Council.~~

~~'Student member' means a Student Member of the College~~

~~'Trainee' means a registered medical practitioner who is registered with the College for training in anaesthesia, critical care or pain medicine.~~

'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.

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MEMBERSHIP OF THE COLLEGE

2. Categories of Membership of the College

Fellowship

2.1 The following shall be ~~M~~members of the College:

2.1.1 Fellows, including

Fellows admitted by examination; and

~~Fellows elected without examination; and~~

(a) ~~Fellows ad eundem;~~

2.1.2 Associate Fellows;

2.1.3 Honorary Fellows;

2.1.4 Fellows in Training;

2.1.5 Members;

2.1.6 Associate Members;

2.1.7 Anaesthetists in Training;

2.1.8 Affiliates;

2.1.9 International Affiliates

2.1.10 Medical Students;

2.1.11 ~~Foundation Year Doctors~~Members; and

2.1.12 ~~Members of the~~Senior Fellows and Members Club.

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 Subject to such further provision as may be made in Regulations:

~~2.1~~ (a) ~~_____~~, **Fellows** shall be such persons as are:

~~(a)~~ (i) ~~_____~~ admitted by Examination;

~~(b) _____ medical, dental or veterinary practitioners or other persons as prescribed by Council, elected without examination; or~~

~~(c)~~ (ii) practising anaesthesia, perioperative medicine, critical care or pain medicine in the United Kingdom and admitted *ad eundem*.

(b) Associate Fellows

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~~2.2 Associate Fellows~~ shall be such registered medical practitioners practising anaesthesia, perioperative medicine, critical care or pain medicine as are admitted to associate fellowship in accordance with Regulations.

(c) Honorary Fellows may be

~~2.3 The Council may elect~~ distinguished persons ~~to be Honorary Fellows of the College~~, who shall enjoy such rights and privileges as may be specified from time to time in Regulations, provided that they shall not by virtue of such honorary fellowship hold themselves out as qualified to practise medicine or anaesthesia, perioperative medicine, critical care or pain medicine. Honorary Fellows shall not be subject to the disciplinary procedures of the College, but their status as Honorary Fellows may be rescinded by the Council.

(d) Fellows in Training shall be medical doctors registered with the GMC and enrolled in an officially recognised training programme in the UK, who have obtained the final FRCA examination.

(e) Members

~~2.4 Subject to such further provision relating to admission as may be made in Regulations, Members~~ shall be registered medical practitioners who are, at the time of application, Associate Members or have ~~completed~~undertaken training in the United Kingdom in accordance with requirements specified in Regulations, and have passed the relevant examination of the College or such other examination as may be specified from time to time in Regulations.

(f) Associate Members

~~2.5 Associate Members~~ shall be registered medical practitioners practising anaesthesia, perioperative medicine, critical care or pain medicine as are admitted to associate membership in accordance with Regulations.

(g) Anaesthetists in Training shall be medical doctors registered with the GMC and enrolled in an officially recognised training programme in the UK, whose parent specialty includes anaesthesia, and who have not yet obtained the final FRCA examination.

(h) Affiliates

~~2.6 Affiliates~~ shall be such persons, not being registered medical practitioners in anaesthesia, perioperative medicine, critical care ~~or~~, pain medicine ~~or perioperative medicine~~ but those being involved in or with an interest in the development or delivery of anaesthesia, perioperative medicine, critical care ~~or~~, pain medicine ~~or perioperative~~

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~~medicine~~, as may be admitted to this category of membership in accordance with Regulations.

~~(i) **International Affiliates** shall be medical practitioners who are registered and residing outside of the UK, working in anaesthesia, perioperative medicine, critical care or pain medicine, and who have not passed any of the examinations of the College or such other examinations as may be specified from time to time in Regulations and so do not fall within any other category of membership.~~

~~—(j) **Medical Students**~~

~~2.7 **Student members** shall be such persons, not being registered medical practitioners, but currently studying a medical or health related degree as may be admitted to this category of membership in accordance with Regulations.~~

~~(k) **Foundation Year Doctors**~~

~~2.8 **Foundation members** shall be registered medical practitioners with an interest in pursuing a career in anaesthesia, perioperative medicine, critical care or pain medicine as are admitted to Foundation membership in accordance with Regulations.~~

~~(l) **Senior Fellows and Members Club** shall be those Fellows and Members of the College who are no longer practising anaesthesia, perioperative medicine, critical care or pain medicine.~~

Rights and Privileges and Obligations of Membership

~~(a) **Rights and Privileges and Obligations of Membership**~~

~~4.12.5~~ Provided that they are in good standing with the College and/or Faculty, Fellows, Associate Fellows, Honorary Fellows, Fellows in Training, Members, Associate Members, Anaesthetists in Training, ~~and~~ Affiliates, and International Affiliates may describe themselves respectively without abbreviation as 'Fellow', 'Associate Fellow', 'Honorary Fellow', 'Fellow in Training', 'Member', 'Associate Member', 'Anaesthetist in Training', ~~or~~ 'Affiliate' or 'International Affiliate' of:

- ~~(a) the Royal College of Anaesthetists; and/or~~
- ~~(b) a Faculty of the Royal College of Anaesthetists; and/or~~
- ~~(c) the Faculty of Intensive Care Medicine.~~

~~4.22.6~~ The following post-nominal letters may be used:

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Fellow: 'FRCA'

Member: 'MRCA'

Faculty of Pain Medicine of the Royal College of Anaesthetists

Fellow: 'FFPMRCA'

Diplomate Fellow: 'DFPMRCA'

Member: 'MFPMRCA'

Faculty of Intensive Care Medicine

Fellow: 'FFICM'

Member: 'MFICM'

2.92.7 Subject to the Regulations, Fellows and Members of the Royal College of Anaesthetists shall be entitled to stand for election to the Council, and Fellows, Associate Fellows, Members, ~~and Associate Members~~ and the Senior Fellows and Members Club shall be entitled to vote in elections to the Council. Fellows in Training and Anaesthetists in Training shall be entitled to stand for the position of trainee Council Member and to vote in such elections.

4.32.8 Regulations may from time to time confer other rights and privileges, other than the right to use titles or post-nominal letters, on any category of membership of the College.

Fees and Subscriptions

5.12.9 Subject to the approval of a general meeting of the College, the ~~Council~~ Trustees may prescribe fees payable in respect of admission or election to any category of membership of the College and annual subscriptions. Regulations may provide for the remission of all or any such fees and subscriptions, for the forfeiture of rights and privileges of membership for those in arrears, and for any other matter relating to fees and subscriptions. The Trustees ~~Council~~ may also provide for the charging of fees in respect of examination entry.

Registers

2.10 A Register of ~~Fellows members~~ shall be maintained showing the name and address of every member of the College in accordance with Regulations. The College may also maintain a voluntary register of registered medical and other healthcare practitioners practising anaesthesia, perioperative medicine, critical care or pain medicine ~~or perioperative medicine~~ who are not in membership of the College ~~nor trainees~~.

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Diplomas

- 2.11 The admission or election as the case may be of ~~each category of membership Fellows, Associate Fellows, Honorary Fellows, Members, Associate Members and Affiliates~~ 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 Council shall have power to terminate the membership of any ~~M~~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 Council, after due enquiry, in accordance with the disciplinary proceedings set out in ~~Ordinance 4 paragraph 8.2 below~~, 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 Council~~ shall establish a disciplinary ~~C~~committee in accordance with Ordinance 11 comprising of three members of Council persons to hold an Inquiry, whose members shall include to include the President or one of the Vice-Presidents;
- (b) the ~~Board of Trustees shall include within the~~ Regulations shall include 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 ~~Inquiry hearing shall be given to the Member concerned~~ accompanied by written details of the allegations against them ~~which are to be considered~~; 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 ~~C~~committee and that they may cross-examine and call witnesses and that they may be represented at such Inquiry hearing;
- (d) if the disciplinary ~~C~~committee at or following that meeting hearing shall

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determine that a motion be placed before Council that membership shall be terminated in the interests of the College the ~~M~~member shall be notified in writing that they are entitled to appeal to the Council ~~itself~~ within twenty-one days;

- (e) any appeal to the Council shall be heard by the Council following the same procedure for the appeal as laid down in sub-paragraph ~~(b)~~ above.

4.14.2 Any ~~M~~member whose membership ~~shall have~~ has been terminated under ~~Ordinance 4.1 sub-paragraph 8.1 of this Ordinance~~ may only be reinstated by a resolution of the Council.

4.24.3 If any person holds a Diploma (other than a Diploma in Veterinary Anaesthesia) 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 ~~sub-paragraph 8.2 of this~~ Ordinance 4.1, the Council 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.

4.34.4 Any person whose Diploma shall have been rescinded and declared void under ~~sub-paragraph 8.4 of this~~ Ordinance 4.3 may only have their Diploma restored to them upon a resolution of the Council revoking the resolution passed under ~~sub-paragraph 8.4 of this Ordinance~~ 4.3 Ordinance. The person shall, subject to such conditions as the Council may in the particular case see fit to impose, be restored to their rights and privileges as a holder of the Diploma.

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GENERAL MEETINGS

8 5 Meetings of Mmembers

Notices of Annual General Meeting

5.1 The date, time and venue for every General Meeting of Mmembers shall be announced in the President's email newsletter, College publications and website or such other publication as the Board of Trustees Council may determine and ~~by~~ notification shall be sent to each voting member ~~(including Fellows)~~ whose address or email is recorded at the College ~~and is in the British Isles~~. At least twenty-one days' notice of every General Meeting ~~of Members (exclusive of the day on which it is served and of the day for which it is given)~~ shall be given specifying the place and hour of the General Meeting and ~~of the business to be transacted~~ shall be given. ~~The timing shall permit the publication of the final agenda on the College website or such other publication as the Council may determine, not less than seven clear days before the date of the Meeting.~~

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 Meetings ("Annual Meeting")

8.15.3 The Board of Trustees Council shall convene an Annual General Meeting of Mmembers ("Annual Meeting") for the transaction of such business as the President or the Board of Trustees Council may determine and for the discussion of such Motions as may be delivered to the College by Mmembers in the form prescribed in the Regulations. Each Annual Meeting shall be summoned at such time as the Board of Trustees Council 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

8.2(b) the written notice sets out the terms of the proposed motion and includes

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the names and membership numbers of not less than 0.75% of voting members who support the motion.

Extraordinary General Meetings ("Extraordinary Meetings")

8.35.6 The ~~Council~~ Board of Trustees may, as and when it thinks fit, convene an Extraordinary General Meeting of ~~M~~members ~~for the purposes aforesaid~~ ("Extraordinary Meeting").

5.7 The ~~Board of Trustees~~ Council shall, on the requisition of not less than 0.75% of voting members in good standing, ~~forthwith~~ convene an Extraordinary Meeting ~~of~~ ~~Members~~ for such objects as shall be stated in the requisition. The requisition shall be signed by ~~such members~~ ~~the requisitionists~~ and delivered to the principal office of the College and may consist of several documents in like form each signed by one or more ~~requisitionists~~ such members. If the ~~Board of Trustees~~ Council does not within twenty-one clear days from the date of delivery of the requisition proceed duly to convene an Extraordinary ~~M~~Meeting ~~the requisitionists~~ members who have signed the requisition, or any of them numbering more than one-half of all of them, may themselves convene an Extraordinary ~~M~~Meeting but no such meeting so convened shall be held after three months from the said date. Any reasonable expenses incurred by such members ~~the requisitionists~~ by reason of the failure of the ~~Board of Trustees~~ Council duly to convene an Extraordinary ~~M~~Meeting shall be repaid to ~~the requisitionists~~ such members by the College.

5.8 A member wishing to submit a motion at an Extraordinary 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 not less than 0.75% of voting members who support the motion.

Agenda and Quorum

5.9 The quorum for the transaction of business at a General Meeting of ~~M~~members shall be twenty ~~(exclusive of Council Members)~~. The Chair shall be taken by the President or in their absence a Vice-President selected by the members present at the General ~~M~~Meeting or if neither the President nor any Vice-President is present then by the most senior elected Council ~~M~~member on the Board of Trustees present. The Chair may with the consent of the members ~~Meeting~~ and shall if so directed by the Meeting 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

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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~~decided by the Board of Trustees in which all participants may communicate with all the other participants, or by a combination of the two.

8.45.12

8.5—Motions introduced by ~~M~~members for discussion at ~~the a~~ General Meeting shall be signed by the Mover or by the Mover and other ~~M~~members, and shall be received by the Chief Executive Officer by the date stipulated in the announcement of the ~~General M~~meeting.

5.13

8.6 The President shall determine what motions are in order, and direct the arrangement of the agenda.

Motions for the Annual Meeting

6 Voting at General Meetings

6.1 A resolution put to the vote ~~of at a the~~General Meeting shall be decided on a show of hands ~~and of~~ every eligible voting Mmember 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 eligible 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 eligible 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.

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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.

~~8.76.5~~ 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 book of proceedings of the College, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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 her or his 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 With the exception of approval of changes in the Charter and Ordinances and in the level of annual subscription, Any motions passed at a General Meeting of Members are only advisory to the Council unless they relate to:~~

(a) any matters set out in Ordinance 6.3;

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- ~~(b) any motion to remove a Trustee under Ordinance 9.1.8(h);~~
- ~~(c) any motion to remove a Council Member under Ordinance 17.1.5(e);~~
- ~~(d) any matters concerning the level of annual subscription; or~~
- ~~8.8(e) such other matter as the Trustees may from time to time determine, =~~

~~6.12 Subject as Where these Ordinances make no specific provision, the Board of Trustees may prescribe the method of conducting business at any General Meetings aforesaid meetings of Members and the convening thereof and proceedings thereat such provisions to be set out may be prescribed in shall be regulated by the Regulations.~~

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THE BOARD OF TRUSTEES

97 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 ~~r~~Regulations shall be vested in the Board of Trustees ~~with other responsibilities delegated to Council.~~

[SEE APPENDIX 4 AND APPENDIX 5 FOR OPTIONS A OR B, SETTING OUT THE ALTERNATIVE PROPOSED AMENDMENTS FOR ORDINANCE 7.2]

7.3 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 Trustees to hold office until the next General Meeting; and/or
- (b) calling a General Meeting.

7.4 The process for electing or appointing Trustees is set out in the Regulations.

~~In accordance with the Charter the management of the business affairs of the College as set out in the r~~Regulations shall be vested in the Board of Trustees ~~with other responsibilities delegated to Council.~~

~~9.1~~ ~~There shall be a maximum of 15 and a minimum of six Trustees on the~~ ~~The Board of Trustees, shall consisting of the following:~~

~~— 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;~~
 - ~~(a) Deans of the faculties;~~
 - ~~— the Treasurer of the College, as Chair of the Finance committee;~~
 - ~~the Chairs of the following committees:~~
 - ~~— the Clinical Quality and Research committee;~~
 - ~~— the Outreach and External Affairs committee; and~~
 - ~~— the Education, Training and Examinations committee;~~

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~~(b) up to five General Trustees Members elected by Council from amongst the elected members of Council Members in accordance with the process set out in the Regulations; the exact numbers will be determined under the College's Regulations provided always that two of the General Trustees shall be an Anaesthetist in Training and a SAS doctor;~~

~~(c)-~~

~~— such number of Lay Trustees elected in accordance with the process set out in the Regulations Up to five trustees recommended for appointment to Council the College's Nominations Committee and approved by Council; 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.~~

~~— A maximum of 12 Trustees No less than two thirds of the Board of Trustees shall be drawn from elected members of Council Members, serving either as ex-officio Trustees or General Trustees.~~

~~— If the number of Trustees falls below the minimum, the remaining Trustees may act only for the purposes of:~~

~~— filling any vacancies by appointing one or more Appointed Trustees; and/or~~

~~9.2 calling a General Meeting~~

8 Terms of Office

8.1 A Trustee shall hold office:

~~8.1.1 in the case of an ex-officio Trustee, for such period of time as their respective term of office as President, Vice-President, Treasurer or Chair, as the case may be, continues;~~

~~— in the case of a General Trustee, for a period of three years from the date of their election as specified in the Regulations;~~

~~— in the case of a Lay Trustee, for a period of up to three years from the date of their election, renewable annually; and~~

~~in the case of an Appointed Trustee, for a period of up to one year from the date of their appointment~~

~~8.1.2 in the case of Trustees elected from amongst elected Council Members under Ordinance 7.2(b), for the period for which the Trustee is a member of Council or such period of up to three years from the date of becoming a Trustee, the precise term to be specified in the instrument or decision appointing them as a Trustee, whichever is the shorter, provided always that they shall be eligible for a second term of office of up to three years or until the expiration of their term of office on Council, whichever is the sooner; and~~

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8.1.3 for Lay Trustees, a period of up to three years from the date of becoming a Trustee, the precise term to be specified in the instrument or decision appointing them as a Trustee, provided always that they shall be eligible for a second term of office of up to three years.

8.2 A General or Lay Trustee shall be eligible for a second term of up to three years (such term being renewable annually in the case of a Lay Trustee), but no such No Trustee shall serve on the Board of Trustees for longer than a maximum continuous period of six years, provided that any period of time as an ex officio Trustee shall not be counted.

9 Resignation and removal of Trustees

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

9.1.1 being an ex officio Trustee under Ordinance 7.2(a), or a Trustee elected by Council -under Ordinances 7.2(b)7.2(a) or (b), cease to be a member of the College;

9.1.2 being an ex-officio Trustee, under Ordinance 7.2(a) cease to hold the relevant office;

—being a General Trustee under Ordinance 7.2(b), cease to be an elected Council Member;

9.1.3 are disqualified under the Charities Act from acting as a Charity Trustee;

9.1.4 resign by written notice to the Board of Trustees;

9.1.5 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;

9.1.6 are incapable, whether mentally or physically, of managing their own affairs;

9.1.7 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;

9.1.8 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

9.1.9 die.

9.2 A resolution to remove a Trustee Member under Ordinance ~~9.1(h)~~9.1.8 must have the support of 0.75% of voting members and must be sent to the College's principal office together with:

9.2.1 the name of the Trustee the members propose to remove and the reasons for the proposed removal;

9.2.2 the names and membership numbers of the members who support the

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proposal; and

9.2.3 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)~~ 9.1.3 to 9.1.8, such termination shall not affect the Trustee's position as an elected Council Member, if applicable.

10 Meetings of the Board of Trustees

~~9.3~~ 10.1 There shall be four meetings of the Board of Trustees ~~and six meetings of Council~~ in every year and at such other times as may be determined by the Board of Trustees, ~~Council~~ or by the President on the request in writing of ~~eight or more elected Council Members or~~ 50% of the 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 ~~two-thirds of the 50% of the Board of Trustees~~ Board's Members, 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

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

10.6.1 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;

10.6.2 the Written Resolution may be contained in more than one document any may be wholly or partly in electronic form; and

10.6.3 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)~~ 10.7.1 -who was disqualified from holding office;

10.7.2 who had previously retired or who had been obliged by the Regulations to vacate office; or

10.7.3 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...

4011 Powers Delegation of the Board of Trustees and Council Powers

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 ~~be specified~~ in the Regulations and in any Scheme of Delegation.

11.3 The Board of Trustees ~~and Council~~ may establish boards ~~which recommend and committees in accordance with the provisions of Ordinance 21 and ad-hoc committees or sub-committees~~ for the purpose of dealing with any subject as it may from time to time determine and in particular there shall be ~~an~~ established ~~Boards~~ to deal with ~~F~~inance and ~~R~~esources reporting to the Board of Trustees ~~and in particular there shall be established Boards to deal with Finance and resources reporting to the Board of Trustees and matters relating to professional anaesthetic issues reporting to Council.~~

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Raising of money

~~10.1 Pursuant to the objects of the College the Board of Trustees shall, subject to any trust deed, have power to raise money by borrowing it or by selling, converting, calling in, mortgaging or otherwise charging all or any part of the property of the College: 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.~~

11.12 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:~~

~~12.2.1 require the Financial Expert to comply with the Investment Strategy;~~

~~12.2.2 require the Financial Expert to report significant matters to the Board of Trustees promptly;~~

~~12.2.3 require the Financial Expert to review the performance of the investments with the Board of Trustees regularly;~~

~~12.2.4 entitle the Board of Trustees to cancel the delegation at any time;~~

~~12.2.5 require the Investment Strategy and the delegation arrangement to be reviewed by the Board of Trustees not less than annually;~~

~~12.2.6 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~~

~~12.2.7 prohibit the Financial Expert from doing anything outside the powers of the Board of Trustees.~~

~~11.1 Monies held by the College (including the sale proceeds of other investments held) may be invested in such stock funds shares securities and other investments (including without limitation land of any tenure or any interest therein and works of art) within the United Kingdom or elsewhere and whether producing income or not and without need for diversification as may be thought fit; and for the avoidance of doubt but without prejudice to the generality of the foregoing the College may invest monies within its control in:~~

~~(a) foreign currency;~~

~~(b) futures and options;~~

~~(c) the subscription for or underwriting of (for the purpose of allocation) new~~

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issues:

~~provided that in the case of an investment under (a) and (b) such investment is for the protection of monies and other investments held by the College and the Board of Trustees is satisfied that such investment is not speculative and will not expose such monies and other investments to undue risk.~~

Registration and Management of Investments

~~11.2 Investments, and certificates or other documents of title to investments, in the beneficial ownership of the College or of which it is a trustee may be registered in the names of, and/or deposited for safe keeping with, nominees acting as bare trustees for the College in accordance with such arrangements (including remuneration) as may from time to time be approved by the Board of Trustees.~~

~~11.3 Management of investments in the beneficial ownership of the College or of which it is a trustee may be delegated on a discretionary basis to such persons, duly authorised under Financial Services and Markets Act 2000 or any successor Act as may from time to time be approved by the Board of Trustees and upon such terms and conditions (including remuneration) and subject to such limitations as may be agreed between such persons and the Board of Trustees.~~

11.412.3 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.

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THE COUNCIL

12.13 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 and in any Scheme of Delegation. The Council shall have oversight of all clinical, professional and health policy matters and may exercise such other functions as are delegated to it by the Board of Trustees subject to any restrictions imposed by the College's Charter, these Ordinances or the Regulations.

~~**12.13.2** The size and composition of the Council shall consist of be specified in the Regulations.:~~

- ~~**(a)** up to 20 members, who are on the specialist register, elected by the Fellows, Associate Fellows, Members, Associate Members and Trainees, from amongst the Fellows by Examination and the Fellows ad eundem. All members elected under former rules will continue to satisfy the requirements (subject to paragraph 5.2);~~
- ~~**(b)** at least two members, who are neither consultant anaesthetists nor trainees, elected by the Members and Associate Members, who are not trainees from amongst the Fellows and Members;~~
- ~~**(c)** at least two members, who are trainees and Fellows by Examination, elected by trainees; and~~
- ~~**(d)** co-opted members.~~

~~**12.2** For the purpose of elections to Council, the Council shall have power, within the limits fixed by sub-paragraph (1) of this paragraph, to determine the number of Council Members to be elected.~~

13.14 Elected Council Members

~~**14.1** Vacancies amongst on Council Members occasioned either by Council Members going out of office in accordance with Ordinance 5.2(3) or by any other cause shall be filled by members election elected in accordance with the process set out in the Regulations ("elected Council Member") as hereinafter prescribed on the Election Day in every year.~~

~~**14.2** Subject to the provisions relating to the President and Vice-Presidents set out in Ordinance 15, and -Anaesthetists in Training and Fellows in Training set out in Ordinance 14.3, an elected Council Member shall serve for sub-paragraph (5) of this paragraph, the an initial term period of service of a Council Member elected under Ordinance 5.1.3(1)(a) shall not exceed six years, after which, On completing their initial period of service, they shall be eligible for re-election as a Council Member for one one~~

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further ~~term of period, which shall not exceed~~ four years, but shall not be eligible for re-election thereafter ~~unless a period of at least one year has elapsed.~~

~~14.3~~ ~~-or to serve for a period longer than ten years in the aggregate~~An elected Council Member who is an Anaesthetist in Training or Fellow in Training shall serve for a term of four years, after which they shall not be eligible for re-election to Council as an Anaesthetist in Training or Fellow in Training but may be re-elected as an elected Council Member under Ordinance 14.2.

~~14.4~~ ~~Subject to the provisions relating to the President and Vice-Presidents set out in Ordinance 15, and Anaesthetists in Training and Fellows in Training set out in Ordinance 14.3, no Council Member shall serve for longer than a maximum continuous period of ten years, provided always that any such Council Member 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.~~

~~14.5~~ ~~The Regulations shall specify the date on which the term of office of elected Council Members shall start.~~

~~13.2~~ ~~;~~ ~~provided that in the event of the resignation of a Council Member from their office the completion of their initial period or of any subsequent period to which they may have been elected, they shall be eligible at a later date to stand for re-election for that part of their period of office of six or four years, as the case may be, that remains uncompleted.~~

~~13.3~~ ~~—The period of service of a Council Member elected under Ordinance 5.1.3(1)(b) shall be six years and they shall be eligible for re-election for one further term of four years, and a Council Member elected under Ordinance 5.1.3(1)(c) shall serve for one four year term.~~

~~13.4~~ ~~—On the Fixed Day in every year any Council Member whose current period of office shall, in accordance with sub-paragraphs (1) or (2) of this paragraph, be due to expire shall cease to be a Council Member, without prejudice to their re-election for any further period for which they may be eligible.~~

~~13.5~~ ~~—In computing the period for which a Council Member elected or re-elected otherwise than on the Fixed Day in any year has held office they shall be deemed to have been elected or re-elected on the Fixed Day nearest to the day of their actual election or re-election.~~

~~14~~15 ~~Special provisions relating to the holders of the office of~~ The ~~President and Vice-Presidents~~

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15.1 The President and the Vice-Presidents shall be elected or re-elected annually ~~the Council~~ from amongst the elected Council Members according to the process set out in as prescribed by the Regulations.

15.2 The maximum terms of office of a President shall be three years, and the maximum term of office of a Vice-President shall be two years.

~~14.1 A casual vacancy shall be filled in the same manner as defined in the Regulations.~~

~~14.2 For the purpose of this Ordinance the expression 'elected Council member' shall include such a member, elected or re-elected under Ordinance 5.1(1)(a) who, having completed ten years' service in that capacity has continued in office as a Member of the Council for longer than ten years by virtue of the operation of Ordinance 5.2(5).~~

~~14.3~~ 15.3 The provisions of Ordinances 14.2 and 14.4 ~~14.3~~ sub-paragraphs (1), (2) and (3) of this paragraph relating to the term of office lengths of periods of service as of elected a Council Members and the termination of such periods of service shall not apply to any such Council Member holding the office of President or Vice-President during any term or terms to which ~~such Member they~~ may be elected to ~~any~~ such office and ~~such they Member~~ shall remain a Council Member ~~of Council~~ throughout ~~such their~~ term or terms of such office.

15.4 A President or ~~a~~ Vice-President who, by virtue of ~~the foregoing paragraph~~ Ordinance 02, continues in office as a Council Member for ~~a period longer in aggregate than ten years, or such longer period to which they may be entitled through the operation of proviso of Ordinance 5.2 (1),~~ shall remain a Council Member ~~of the Council~~ until the date of the Council meeting in the March election following their demission ~~from of~~ office as President or Vice-President, ~~as the case may be~~, and for the avoidance of doubt shall still be considered ~~as~~ an elected Council Mmember.

15.5 At the end of their term of office, or earlier if the person resigns or is removed pursuant to Ordinance 17, a President or Vice President shall cease to be an elected Council Member, provided always that:

15.5.1 they shall continue to be an elected Council Member until the date of the Council meeting in the March following their demission from office as President or Vice-President;

15.5.2 such a person may stand for re-election to Council if they have not yet served on Council for a total period of ten years or if more than one year has elapsed following the end of their term of office, but no such person is eligible to be re-elected to the office of President or Vice-President as the case may be; and

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15.5.3 if such a person is removed or 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.

~~14.4 If a Member of Council, by virtue of sub-paragraph (a) of this paragraph, has been exempted from standing for re-election as a Council Member after six years of service they shall remain so exempt if there is less than one year to run between their demission of the office of President or Vice-President and the date on which they will complete ten, subject to proviso of paragraph 5.2(1), years' service as a Council member~~

~~15 Conduct of Elections~~

~~15.1 Vacancies amongst Council Members occasioned either by Council Members going out of office in accordance with Ordinance 5.2(3) or by any other cause shall be filled by election as hereinafter prescribed on the Election Day in every year: provided that if at any time the number of Council Members shall be reduced below twelve the Council may appoint such date for filling such vacancies as it may think fit.~~

~~15.2 Notice of the Election Day and of the number of vacancies, distinguishing between those arising under Ordinance 5.1.3(1)(a), (b) and (c), shall be advertised in such manner as the Council may direct.~~

~~15.3 Every candidate for election as a Council Member, shall, within such period and in such form as shall be directed by the Council in Regulations, deliver to the College a notice with their signature of their intention to stand as a candidate together with a nomination, signed by three Fellows, of the candidate as a fit person to be a Council Member. Subject to Ordinance 5.2(9)(a), a list of such candidates and of the Fellows nominating them respectively shall be published by the Council at such time before the Election Day as the Council shall direct.~~

~~15.4 In the election of Council Members, if the number of candidates does not exceed the number of vacancies for each candidate then no election will be held.~~

~~15.5 In Council elections, votes shall be given by voting papers or in such other manner, and subject to such other requirements, as shall be specified from time to time in Regulations.~~

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~~Definition of 'prescribed seniority'~~

~~15.6 For the purpose of this Ordinance, 'prescribed seniority' shall mean such seniority as shall from time to time be prescribed by the Council by regulations~~

16 Co-opted Council Members

~~16.1 16.1 The Council may from time to time co-opt additional Council Members ("co-opted Council Members") for such period of less than one year, 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 If no election has been made under Ordinance 5.1.3, the Council may co-opt eligible Fellows and Members and, notwithstanding the provisions of Ordinance 5.3.(3), for such periods of less than one year, as the Council may determine.~~

~~16.3 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. A co-opted Council Member shall hold office in that capacity for as long as their role requires subject to annual renewal nor shall they be entitled to voting rights enjoyed by elected Council Members.~~

~~16.4 Not less than seven days' notice shall be given to Council Members of the number of co-options and the branches of practice to be considered and the Council shall, unless otherwise determined, consult that College or other body which in the opinion of the Council represents the appropriate branch of practice. If there is more than one candidate the co-option of Council members can be determined by ballot, and to be co-opted a candidate must receive the favourable votes of an absolute majority of those present whether voting or not.~~

17 Resignation and removal of Council Members

~~17.1 A Council Member shall vacate office if they:~~

~~17.1.1 resign by notice to the Council in writing;~~

~~17.1.2 being an elected Council Member, ceases to be a member of the College;~~

~~17.1.3 are incapable, whether mentally or physically, of managing their own affairs;~~

~~17.1.4 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;~~

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17.1.5 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

17.1.6 die.

17.2 A resolution to remove a Council Member under Ordinance 17.1.5(e) must have the support of 0.75% of voting members and must be sent to the College's principal office together with:

17.2.1 the name of the Council Member the members propose to remove and the reasons for the proposed removal;

17.2.2 the names and membership numbers of the members who support the proposal; and

17.2.3 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.

1718 Meetings of ~~Board of Trustees and~~ the Council

~~17.4~~18.1 There shall be ~~four meetings of the Board of Trustees and~~ six meetings of the Council in every year and at such other times as may be determined by the ~~Board of Trustees~~, Council or by the President on the request in writing of eight ~~or more~~ elected Council Members ~~or members of the Board of Trustees~~.

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.

1819 Delegation of ~~Board of Trustees and~~ the Council's Powers

~~18.1~~ 19.1 The ~~Board of Trustees and~~ Council may establish committees in accordance with Ordinance 21 for the purpose of dealing with any subject as it may from time to time determine and in particular there shall be established ~~Boards to deal with~~

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~~Finance and Resources reporting to the Board of Trustees and matters relating to a committee to deal with~~ professional anaesthetic issues reporting to the Council.

~~18.2~~ 19.2 The ~~Board of Trustees and~~ Council may by resolution delegate all or any of its functions, powers, duties and discretions to any committee, ~~officer~~ or individual upon terms and subject to such conditions as the ~~Board of Trustees and~~ Council may from time to time by resolution determine.

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ADMINISTRATION

1920 **Faculties and Joint Faculties**

~~19.1~~ 20.1 Any faculty or joint faculty instituted or established pursuant to Article 10 of the Charter shall be instituted and established, and Fellowships in any such faculty or joint faculty (including Honorary Fellowships) may be granted, in accordance with such Regulations as ~~the Board of Trustees Council (in the case of a faculty) or the Council acting in combination with the other body concerned (in the case of a joint faculty),~~ may from time to time be determined and prescribed.

~~19.2~~ 20.2 The status of Fellows and Honorary Fellows 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 Council or the Council acting in combination with the other body concerned~~ may from time to time by Regulations be prescribed, save that Regulations relating to the subscriptions, if any, payable in respect thereof shall require the approval of ~~the members in a General Meeting of Fellows and Members of the College.~~

21 **Lower boards and committees**

21.1 The Board of Trustees and Council may ~~by resolution~~ delegate all or any of ~~its~~ their functions, powers, duties and discretions to any board, committee, ~~sub-committee,~~ ~~officer~~ or individual upon such terms and subject to such conditions as the Board of Trustees ~~and or~~ Council, as the case may be, may from time to time ~~by resolution~~ determine. The Board of Trustees or Council, as the case may be, 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 and Council shall have power to determine by Regulations~~ ~~the~~ constitution and procedures of boards ~~and~~ ~~committees~~ shall be determined by Regulations and sub-committees.

21.3 ~~The Chair of each board shall be elected~~ or 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 or Council, as the case may be, may determine.

~~19.3~~ 21.4 Every board or committee appointed under this Ordinance shall report to the Board of Trustees or Council, as the case may be, and shall, in exercising the powers delegated to it, conform to such Regulations and such directions as the Board of Trustees or Council may prescribe or impose.

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~~20~~22 Regulations

~~22.1~~ Subject to the provisions of the Charter and these Ordinances, the ~~Council~~Board of Trustees ~~may~~ by resolution ~~may~~ 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 ~~fees, or~~ admission fees and subscriptions require the approval of the ~~M~~members in ~~a~~ General Meeting.

~~19.122.2~~ Amendments to the Regulations may be proposed by the Board of Trustees, the Council or the Chief Executive Officer 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 ~~President and Vice-Presidents, together with the~~ Chair for the time being of the ~~F~~finance and Resources Board~~committee~~, shall be ~~joint~~the Treasurers 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:

~~23.2.1~~ annual reports;

~~23.2.2~~ annual returns; and

~~20.123.2.3~~ annual statements of account.

~~23.3~~ The Board of Trustees may in the Regulations may 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:

~~23.4.1~~ all proceedings of General Meetings;

~~23.4.2~~ all proceedings of Board of Trustee meetings including any written resolutions of the Trustees;

~~23.4.3~~ any written resolutions of the Council;

~~23.4.4~~ all reports of boards and committees; and

~~23.4.5~~ all professional advice received.

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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 ~~m~~Members;
- (b) by sending it by post to the address recorded for the member in the Register of ~~m~~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.

2425 Common Seal

~~5.4~~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 ~~and the Council~~.

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).

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626 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:

26.2.1 the Board of Trustees; or

26.2.2 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:

26.3.1 the proposal for the alteration of the Charter or Ordinances and the reasons for that proposal;

26.3.2 a request to requisition a General Meeting in accordance with Ordinance 5.7 at which meeting they wish the proposal to be considered; and

26.3.3 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 present, eligible to vote and voting either 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.

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Ninth Postscript

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

- clarification of the role of the Board of Trustees and the Council, their composition and size;
- formally creating an Fellow in Training, Anaesthetist in Training and SFMC membership categories;
- updating ~~the~~ provisions of the Ordinances to reflect changes in the law, for instance in relation to investment powers;
- to allow for the removal of Trustees ~~and~~ Council Members;
- to clarify ~~the methods of appointment~~how Council Members and Trustees are appointed or elected and setting out their respective terms of office;
- to clarify the procedure at Trustee meetings including in relation to conflicts of interest;
- to clarify the procedure at members' meetings including allowing for virtual or hybrid meetings and proxy voting ~~change the composition of the board of trustees and quorum required for meetings~~