

# Ordinances

February 2023

## **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.

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

'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.

'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.

'Designated Resolution' has the meaning in Ordinance 6.6.

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

'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.

'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.

'Perioperative medicine', 'critical care' and 'pain medicine' mean subjects related to anaesthesia within the meaning 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.

'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.

'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, including
  - (a) Fellows admitted by examination; and
  - (b) 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; and
- 2.1.12 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:

- (a) **Fellows** shall be such persons as are:
  - (i) admitted by Examination; or
  - (ii) practising anaesthesia, perioperative medicine, critical care or pain medicine in the United Kingdom and admitted *ad eundem*.
- (b) **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 distinguished persons 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** shall be registered medical practitioners who are, at the time of application, Associate Members or have 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** 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** shall be such persons, not being registered medical practitioners in anaesthesia, perioperative medicine, critical care or pain medicine but those being involved in or with an interest in the development or delivery of anaesthesia, perioperative medicine, critical care or pain 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** 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** 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**

- 2.5 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, 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', 'Affiliate' or 'International Affiliate' of:
- (a) the Royal College of Anaesthetists;
  - (b) a Faculty of the Royal College of Anaesthetists; and/or
  - (c) the Faculty of Intensive Care Medicine.
- 2.6 The following post-nominal letters may be used:
- Royal College of Anaesthetists  
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'
- 2.7 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, 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.
- 2.8 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**

- 2.9 Subject to the approval of a general meeting of the College, the 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 may also provide for the charging of fees in respect of examination entry.

## **Registers**

- 2.10 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, perioperative medicine, critical care or pain medicine who are not in membership of the College.

## **Diplomas**

- 2.11 The admission or election as the case may be of each category of membership 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 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, 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 11 comprising three members of Council to include the President or one of the Vice-Presidents;
  - (b) 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 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 Council 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 Council 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 (c) above.
- 4.2 Any member whose membership has been terminated under Ordinance 4.1 may only be reinstated by a resolution of the Council.
- 4.3 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 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.
- 4.4 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 Council revoking the resolution passed under Ordinance 4.3. 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.



## GENERAL MEETINGS

### 5 Meetings of members

#### Notices

- 5.1 The date, time and venue for every General Meeting of members shall be announced in the President's email newsletter, College publications and website or 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 twenty-one days' notice of every General Meeting shall be given specifying the place and hour of the General Meeting and 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 Meetings

- 5.3 The Board of Trustees shall convene an Annual General Meeting of members ("Annual Meeting") 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 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.

#### Extraordinary General Meetings

- 5.6 The Board of Trustees may, as and when it thinks fit, convene an Extraordinary General Meeting of members ("Extraordinary Meeting").
- 5.7 The Board of Trustees shall, on the requisition of not less than 0.75% of voting members in good standing, convene an Extraordinary Meeting for such objects as shall be stated in the requisition. The requisition shall be signed by such members and delivered to the principal office of the College and may consist of several documents in like form each signed by one or more such members. If the Board of Trustees does not within twenty-one clear days from the date of delivery of the requisition proceed duly to convene an Extraordinary Meeting the members who have signed the

requisition, or any of them numbering more than one-half of all of them, may themselves convene an Extraordinary Meeting but no such meeting so convened shall be held after three months from the said date. Any reasonable expenses incurred by such members by reason of the failure of the Board of Trustees duly to convene an Extraordinary Meeting shall be repaid to 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.

### **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 decided 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 eligible 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 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 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 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 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 9.1.8;
  - (c) any motion to remove a Council Member under Ordinance 17.1.5;
  - (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 method of conducting business at any General Meetings may be prescribed 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 minimum of six and a maximum of 12 Trustees on the Board of Trustees, consisting of the following:
- (a) four 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; and
    - (iii) the Treasurer of the College, as Chair of the Finance committee;
  - (b) up to five Trustees elected by Council from amongst the elected Council Members; and
  - (c) up to three Lay Trustees appointed by the Council in accordance with the process set out from time to time by the Trustees, such appointments to be ratified by the Trustees.
- 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.

### 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 continues;
  - 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
  - 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 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 Ordinance 7.2(b), cease to be a member of the College;
  - 9.1.2 being an ex-officio Trustee, cease to hold the relevant office;
  - 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 9.1.8 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 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 9.1.3 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**

- 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 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 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:
- 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:
- 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.

## **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 shall from time to time be specified 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 and in particular there shall be an established Board to deal with finance and resources reporting to the Board of Trustees.

## **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.
- 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 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.
- 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 Anaesthetists in Training and Fellows in Training set out in Ordinance 14.3, 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 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.
- 14.5 The Regulations shall specify the date on which the term of office of elected Council Members shall start.

### 15 The President and Vice-Presidents

- 15.1 The President and the Vice-Presidents shall be elected or re-elected annually from amongst the elected Council Members according to the process set out in the Regulations.
- 15.2 The maximum term of office of a President shall be three years and the maximum term of office of a Vice-President shall be two years.

- 15.3 The provisions of Ordinances 14.2 to 14.4 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 the Council meeting in the March following 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, 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
  - 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.

## **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.
- 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:
- 17.1.1 resign by notice to the Council in writing;
  - 17.1.2 being an elected Council Member, cease 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;
  - 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 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.

## **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 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 a committee to deal with professional anaesthetic issues reporting to the Council.
- 19.1 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 Fellowships in any such faculty or joint faculty (including Honorary Fellowships) may be granted, in accordance with such Regulations as may from time to time be determined and prescribed.
- 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 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.

### 21 Lower boards and committees

- 21.1 The Board of Trustees and Council may delegate all or any of their functions, powers, duties and discretions to any board, committee or individual upon such terms and subject to such conditions as the Board of Trustees or Council, as the case may be, may from time to time determine. The Board of Trustees or Council, as the case may be, remains responsible for the actions of such boards, committees and individuals and may dissolve a board or committee at any time.
- 21.2 The constitution and procedures of boards and committees shall be determined by Regulations.
- 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.
- 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 Regulations and such directions as the Board of Trustees or Council may 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 fees, 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 Chief Executive Officer 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 committee 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:
- 23.2.1 annual reports;
  - 23.2.2 annual returns; and
  - 23.2.3 annual statements of account.
- 23.3 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.

## **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 member.
- 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:
- 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.

### **Ninth Postscript**

Major amendments were agreed at the College's Annual General Meeting in [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 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 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.

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