

# Royal College of Physicians of Edinburgh

## Laws

As Amended at an Extraordinary Meeting of the College held on September 27th 2024

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# 1. Definitions And Interpretation

1.1. In these Laws unless the context provides otherwise, the following definitions shall apply:-

- 1.1.1. "Appendix" means Annexes 7 – 25 of these Laws.
- 1.1.2. "Board of Trustees" means the governing body of the College constituted under Law 5.3.
- 1.1.3. "Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005.
- 1.1.4. "Charter" means the Royal Charter of the College granted on 28<sup>th</sup> August 1978 in substitution for several Charters, the first being granted on 29<sup>th</sup> November 1681.
- 1.1.5. "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.
- 1.1.6. "College" means the Royal College of Physicians of Edinburgh, Scottish registered charity (SC009465).
- 1.1.7. "Collegiate Member" means an individual admitted to the College pursuant to Annex: Collegiate Members.
- 1.1.8. "Council" means the body constituted under Law 4.2
- 1.1.9. "Effective Date" means the date on which the amendments to the Charter are allowed by His Majesty in Council.
- 1.1.10. "Fellow" means an individual elected as such pursuant to paragraphs 1 – 12 of Annex: Fellows (further details).
- 1.1.11. "First Meeting Date" means the date of the first meeting of Council or the Board of Trustees after the Annual Meeting whichever is the earlier.
- 1.1.12. "General Meetings" means Annual Meetings and Extraordinary Meetings of the College.

- 1.1.13. "Laws" means these Laws.
  - 1.1.14. "Member" means a Fellow or a Collegiate Member.
  - 1.1.15. "Member of Council" means a member of Council.
  - 1.1.16. "President Elect" means the Fellow elected as President but prior to taking up office in terms of Law 4.5.1.1.
  - 1.1.17. "present" means, where the context allows, either in person or participating by suitable electronic means under these Laws.
  - 1.1.18. "Regulations" means the Regulations comprising the Appendix to the Laws or made by the Board of Trustees in furtherance of the power granted to it under Law 5.15.3 below
  - 1.1.19. "Regional Representative" means an individual elected to Council to represent a geographical constituency pursuant to paragraph 5 of Annex 16, "Annex: The Election of the President, Vice-President(s) and Council"
  - 1.1.20. "Recently Appointed Consultant Representative" means an individual elected to Council to represent the Recently Appointed Consultants' constituency pursuant to paragraph 5 of Annex 16, "Annex: The Election of the President, Vice-President(s) and Council"
  - 1.1.21. "Term" means a period of three Years.
  - 1.1.22. "Trustee(s)" means a member of the Board of Trustees
  - 1.1.23. "Year" means:-
    - 1.1.23.1. For the President a calendar year from 1<sup>st</sup> March.
    - 1.1.23.2. For Members of Council the period between a First Meeting Date and the next First Meeting Date
    - 1.1.23.3. For Lay trustees a calendar year from the date of their appointment.
  - 1.1.24. "electronically" means, in relation to the sending or supply of a document or information, the sending or supply by electronic means or by any other means while in an electronic form.
  - 1.1.25. "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied electronically.
- 1.2. Words or phrases defined in the Charter shall 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.

1.5. In the event of any inconsistency between the provisions of the Charter and these Laws, the provisions of the Charter shall prevail.

## 2. Members of the College

### 2.1. Membership Categories

The College shall consist of:

2.1.1. Fellows

2.1.2. Collegiate Members

### 2.2. Rights, privileges, obligations and subscriptions

2.2.1. The rights, privileges, obligations and subscriptions of Fellows are set out in Annexes

2.2.1.1. Annex: Fellows and

2.2.1.2. Annex: Fees

2.2.2. The rights, privileges, obligations and subscriptions of Collegiate Members are set out in Annexes

2.2.2.1. Annex: Collegiate Members, and

2.2.2.2. Annex: Fees

2.2.3. Associate Members are not Members of the College. The rights, privileges and subscriptions of Associate Members are set out in the Regulations or elsewhere in these Laws

### 2.3. Disciplinary procedures

2.3.1. Disciplinary procedures are set out in Annex: Disciplinary

### 2.4. Removal and resignation

2.4.1. The Council shall have power to terminate the membership of any member pursuant to Annex: Resignations and Removals

2.4.2. Any member of the College may resign by submitting their resignation in writing to the Secretary

2.5. Fellows and Collegiate Members shall comply with the relevant Declaration as set out in Annex 23 below as it shall be expressed from time to time whether or not they have signed it or otherwise acceded to it.

## 3. Meetings Of the College

3.1. General Meetings of the College shall be constituted by a meeting of Fellows and Collegiate Members.

### 3.2. Calling an Annual Meeting or Extraordinary Meeting

3.2.1. The Board of Trustees shall call an Annual Meeting to be held on or as near to as possible St. Andrew's Day. The date of the Annual Meeting shall be not more than 15 months after the date of the previous Annual Meeting.

3.2.2. The Board of Trustees may call an Extraordinary Meeting at any time as it sees fit.

3.2.3. The Board of Trustees shall call an Extraordinary Meeting if it receives a request in writing from at least ten Fellows and Collegiate Members, made up of either all Fellows, all Collegiate Members or a combination of Fellows and Collegiate Members, specifying the purpose of such an Extraordinary Meeting. Such an Extraordinary Meeting shall be held within 28 days of the receipt by the Board of Trustees of the request in writing.

3.2.4. If the Board of Trustees does not call an Extraordinary Meeting as requested under Law 3.2.3, the Fellows and Collegiate Members who made the request in writing, may call such an Extraordinary Meeting and the College must pay their reasonable expenses. Any such Extraordinary Meeting must be held within three months of the date of the expiry of the said 28-day period.

### 3.3. Billet for Annual Meeting:

3.3.1. The Billet for the Annual Meeting shall include the transaction of such business as the President or the Board of Trustees may determine, the discussion of Motions submitted by Fellows and Collegiate Members, and presenting the annual report and accounts for the College for the last completed financial year.

### 3.4. Billets more generally:

3.4.1. The Board of Trustees shall determine and prepare the Billet for General Meetings which shall include the transaction of such business as the Board of Trustees may determine and the discussion of motions submitted by Council and Members including any motions submitted in furtherance of Law 3.2.3. All motions must be submitted in accordance with Law 3.7.

3.4.2. No business shall be transacted at General Meetings except that for which it has been summoned.

### 3.5. Notice

3.5.1. Every Fellow and Collegiate Member shall be invited to all General Meetings of the College.

3.5.2. Notice of General Meetings shall be communicated to every Fellow and Collegiate Member by Billet sent by post or electronically, at least 14 Clear Days before such General Meeting will take place.

3.5.3. The Billet for a General Meeting shall:

3.5.3.1. Specify its date, time and venue

3.5.3.2. if any participation is by electronic means, specify instructions as to how to participate and vote

3.5.3.3. specify the nature of business to be discussed including motions received by the College

3.5.3.4. if applicable, shall contain the form of proxy to be used by Fellows and Collegiate Members unable to attend in person.

3.5.4. The fact that such Billets having been despatched to the address last furnished to the Secretary by a Fellow or Collegiate Member shall be held to be sufficient evidence of legal delivery. The accidental failure to send a Billet to any Fellow or Collegiate Member shall not invalidate any General Meeting.

### **3.6. Changes to Laws**

3.6.1. Where an amendment or addition to the Laws is approved at a General Meeting, that change shall have effect from the end of the General Meeting at which the change is approved unless the contrary is stated in the motion to amend or add to the Laws.

### **3.7. Motions from Council Members, Fellows and Collegiate Members**

3.7.1. All motions must be in writing and must be submitted to the College no later than 7 Clear Days before the General Meeting.

3.7.2. Motions must be submitted by ten Fellows and Collegiate Members made up of either all Fellows, all Collegiate Members or a combination of Fellows and Collegiate Members.

3.7.3. Motions passed at a General Meeting are advisory unless they relate to:-

3.7.3.1. Any matters set out in paragraph 3.10.3 below

3.7.3.2. Any motion to remove a Trustee under Law 5.10

3.7.3.3. Any motion to remove a Council Member under Law 4.8

3.7.3.4. Any matters concerning the level of subscriptions

3.7.3.5. Such other matters as the Trustees may from time to time determine.

3.7.4. The process for amending motions and recording dissent or challenging Minutes is set out in Annex: Minutes, and amendments to Motions

### **3.8. Quorum for General Meetings**

- 3.8.1. The quorum for a General Meeting shall be twenty-five Fellows and Collegiate Members present or represented by proxy.
- 3.8.2. Where a General Meeting has been called by the Board of Trustees in furtherance of Law 3.2.1 or Law 3.2.2 above, if within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting shall be adjourned to the same day in the next week at the same time and place (or as close to these requirements as is reasonably practicable as the Board of Trustees in its sole discretion may determine), and if at such adjourned General Meeting a quorum is not present, any five Fellows and Members who are present shall be a quorum and may transact the business for which the General Meeting was called.
- 3.8.3. Where a General Meeting has been called in furtherance of Law 3.2.3, if within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting shall be dissolved.

### **3.9. Chair of General Meetings**

- 3.9.1. The President or, if they are absent or unable to chair, a Vice President, shall act as Chair of General Meetings. If neither the President nor a Vice-President is present or able to chair, one of the following shall act as Chair and that in the following order of precedence:
- 3.9.1.1. the Secretary,
  - 3.9.1.2. A Dean,
  - 3.9.1.3. Any other member of the Board of Trustees
  - 3.9.1.4. Such Fellow or Collegiate Member as the Fellows or Collegiate Members present at the General Meeting may elect.

### **3.10. Voting at General Meetings**

- 3.10.1. Every Fellow or Collegiate Member eligible to vote shall have one vote which may be given personally or by proxy.
- 3.10.1.1. In the case of an equality of votes, whether on a show of hands or on a poll, the President, or in their absence, the Chair shall be entitled to a casting vote in addition to any other vote they may have.
  - 3.10.1.2. the Board of Trustees may determine that voting on a motion is restricted to either Fellows or Collegiate Members.
- 3.10.2. Subject to the matters set out in paragraph 3.7.3 above, a motion at a General Meeting shall be decided by a simple majority of Fellows and Collegiate Members eligible to vote either in person or by proxy.



3.10.3. The following matters shall be decided by the majority of Fellows and Collegiate Members eligible to vote either in person or by proxy as shown:

3.10.3.1.	Election to the Fellowship	3/4
3.10.3.2.	Election to the Membership	3/4
3.10.3.3.	Alienation of Property	3/4
3.10.3.4.	Abrogation or Alteration of a Law	2/3
3.10.3.5.	Change in Trainees & Members' Committee Areas	2/3
3.10.3.6.	Change in Council geographical constituencies	2/3

3.10.4. Voting may be by a show of hands, by card, by ballot or electronically at the discretion of the Chair except where the method of voting is prescribed by the Laws.

### **3.11. Proxy voting**

The Board of Trustees may determine that, in respect of a specific resolution proposed for consideration at a General Meeting, Fellows and/or Collegiate Members will be entitled to appoint another person as their proxy, in accordance with Regulations prescribed by the Board of Trustees.

### **3.12. Adjournment**

The Chair of a General Meeting may, with the consent of a majority of the Fellows and Collegiate Members present and eligible to vote, adjourn the meeting to such time and place as the Chair may determine.

### **3.13. Records of votes**

3.13.1. Unless a poll is demanded, the declaration of the Chair of the result of the vote and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact that the number or proportion of votes cast in favour or against need not be recorded.

3.13.2. If a poll is demanded, the number of votes cast in favour or against must be recorded.

### **3.14. Format**

3.14.1. General Meetings may be held either in person, or by suitable electronic means as may be decided by the Board of Trustees in which all participants may communicate with all the other participants, or by a combination of the two.

### **3.15. Regulations**

3.15.1. Regulations made by the Board of Trustees may provide for the further conduct of General Meetings.

# 4. Council

## 4.1. Purpose

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 Charter or the Laws.

## 4.2. Council

Council shall consist of:-

4.2.1. the President,

4.2.2. the President-Elect.

4.2.3. up to three Vice-Presidents,

4.2.4. the Secretary(s)

4.2.5. the Treasurer of the Board of Trustees, if the Treasurer is a Fellow

4.2.6. the Dean(s) of Education,

4.2.7. the Dean(s) of Examinations,

4.2.8. the Dean(s) of Quality Improvement,

4.2.9. the Dean(s) of Training,

4.2.10. the Honorary Librarian and Heritage Trustee(s),

4.2.11. fifteen elected Fellows,

4.2.12. one Fellow of each Faculty or Joint Faculty appointed by that Faculty or Joint Faculty,

4.2.13. two members of the Trainees & Members' Committee appointed by that Committee according to Annex: The Trainees & Members' Committee

4.2.14. the Chair of the Lay Advisory Committee, appointed by that Committee

4.2.15. the Chair of the Equality and Diversity Committee, appointed by Council

4.2.16. up to two Fellows not resident in the United Kingdom, appointed by Council, in accordance with the process set out from time to time by Council as approved by the Board of Trustees.

4.2.17. Members of Council co-opted under Law 4.3.

### **4.3. Co-opted Members of Council**

4.3.1. In addition to the members of Council in Law 4.2, Council may at any time co-opt members of Council:-

4.3.1.1. Where a new post of Dean has been created.

4.3.1.2. To meet a specific short-term need on Council.

4.3.1.3. If the Secretary or a Dean or the Honorary Librarian and Heritage Trustee shares their role with another Fellow or Collegiate Member.

### **4.4. Appointments and elections**

4.4.1. The President, the President-Elect, the Vice-President(s), and the fifteen elected Fellows shall be elected by the Fellows, in accordance with Annex: Minutes, and amendments to Motions

4.4.2. The Secretary, the Deans, and the Honorary Librarian and Heritage Trustee shall be appointed by Council, in accordance with Regulations.

### **4.5. Terms of Office**

#### *4.5.1. The President*

4.5.1.1. Subject to Law 4.7, the President shall hold office for a Term from 1<sup>st</sup> March after the Annual Meeting at which their election is announced.

#### *4.5.2. Vice Presidents*

4.5.2.1. Subject to Law 4.7, Vice Presidents shall be elected for a Term and shall then be eligible for re-election for one further Term.

#### *4.5.3. Members of Council*

4.5.3.1. Subject to Law 4.7 below Members of Council other than the President shall be elected or appointed for a Term ("First Term") and then be eligible for re-election or re-appointment for one further Term ("Second Term").

4.5.3.2. The First Term of a Member of Council will begin on the First Meeting Date.

#### *4.5.4. Co-opted Members of Council*

4.5.4.1. Co-opted Members of Council appointed:-

4.5.4.1.1. In furtherance of Law 4.3.1.1 shall be appointed in accordance with Law 4.5.3.

4.5.4.1.2. In furtherance of Law 4.3.1.2 shall be appointed for such period as Council may determine declaring that such period shall never exceed six years in total.

4.5.4.1.3. In furtherance of Law 4.3.1.3 shall be elected or appointed in accordance with Law 4.5.3.

#### **4.6. Eligibility**

4.6.1. Members of Council must be Fellows or Collegiate Members except:-

- 4.6.1.1. The Chair of the Lay Advisory Committee
- 4.6.1.2. The Chair of the Equality and Diversity Committee
- 4.6.1.3. The representatives of the Trainees and Members Committee
- 4.6.1.4. Members of Council co-opted under Law 4.3.1.2

4.6.2. Maximum period in Office

4.6.2.1. Subject to Law 4.6.2.2 below at the end of their Second Term a Member of Council must then stand down for a Year after which time they will then be eligible to hold office as a Member of Council.

4.6.2.2. Law 4.6.2.1 does not apply to any Fellow or Collegiate Member who is a Member of Council and wishes to stand for election as President or Vice President or for a first or second appointment as the Secretary, a Dean or the Honorary Librarian and Heritage Trustee.

4.6.3. Any period in office served by a Member of Council co-opted under Law 4.3.1.2 shall be disregarded for the purposes of Law 4.6.3.

#### **4.7. Extension of Terms of Office**

4.7.1. Council shall have power to extend the term of office

- 4.7.1.1. of any Member of Council by a Year at the end of either their First Term or Second Term, which four Year term shall be deemed to be their First Term or Second Term.
- 4.7.1.2. by up to two years if a Member of Council, in the first or second year of their Term of office, are appointed as a Council Member Trustee in accordance with Paragraph 5.3.1.11 below

4.8. Disqualification and removal of Members of Council

4.9.1 A Member of Council shall automatically vacate office if they:

- 4.8.1.1. die.
- 4.8.1.2. cease to be a Fellow or Collegiate Member of the College.
- 4.8.1.3. resign in accordance with Law 4.9.

- 4.8.1.4. are disqualified from acting as a charity trustee by virtue of the Charities Act.
  - 4.8.1.5. In the written opinion of a registered medical practitioner who is treating the Member of Council, have become physically or mentally incapable of acting as a Member of Council and may remain so for more than three months.
  - 4.8.1.6. have their name erased from the Medical Register by the General Medical Council under section 36 of the Medical Act 1983.
  - 4.8.1.7. are absent from three consecutive meetings of Council without the permission of Council and Council resolves that they cease to be a Member of Council.
  - 4.8.1.8. are removed as a Trustee by the Board of Trustees under Law 5.9
  - 4.8.1.9. are removed by a resolution of the Board of Trustees that it is in the best interests of the College that their office be vacated passed at a meeting of the Board of Trustees.
  - 4.8.1.10. are removed by a resolution of the Fellows and Collegiate Members at an Extraordinary Meeting.
- 4.8.2. Any resolution under Law 4.8.1.8 or Law 4.8.1.9 or Law 4.8.1.10 must not be passed unless the Member of Council:-
- 4.8.2.1. has been given at least 14 Clear Days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it will be proposed; and
  - 4.8.2.2. has been given a reasonable opportunity to make representations to the meeting either in person or in writing. Trustees or the Fellows and Collegiate Members must consider any representations made by the Member of Council (or their representative) and thereafter the President, or if the Member of Council is the President, a Vice President, must inform the Member of Council of the decision following such consideration.

#### **4.9. Resignations**

- 4.9.1. Any resignation of a Member of Council under Law 4.8:-
- 4.9.1.1. must be in writing to the President or the Secretary
  - 4.9.1.2. will be deemed immediate unless a date is specified
  - 4.9.1.3. will be circulated by the President or the Secretary to Council as soon as possible after its receipt by them
  - 4.9.1.4. will come into effect when circulated to Council.

#### **4.10. Vacancies**

4.10.1. If a vacancy arises for any reason before the end of the term of office of a Member of Council, then:-

4.10.1.1. If that Member of Council was elected

4.10.1.1.1. then the Member of Council elected in their place must be elected for a Term

4.10.1.1.2. The period from their First Meeting Date to the Annual Meeting which next follows shall be deemed to be a Year.

4.10.1.2. If that Member of Council was appointed,

4.10.1.2.1. Then the Member of Council appointed in their place must be appointed for a Term

4.10.1.2.2. The period from their First Meeting Date to the Annual Meeting which next follows shall be deemed to be a Year.

#### **4.11. Meetings**

##### **4.11.1. General**

4.11.1.1. Council will meet at least four times a year.

##### **4.11.2. Calling a Meeting of Council**

4.11.2.1. The President may call a meeting of Council at any time they see fit.

4.11.2.2. The President, or in their absence a Vice President, or the Secretary, shall call a meeting of Council if it receives a request in writing from at least one half of the Members of Council rounded up to the nearest whole number specifying the purpose of such a meeting. Such a meeting must be held within 28 days of the receipt by the Secretary of the request in writing.

##### **4.11.3. Chair**

4.11.3.1. The President shall act as chair of meetings of Council or, if they are absent, a Vice President.

##### **4.11.4. Quorum**

4.11.4.1. No decisions can be taken at a meeting of Council unless a quorum is present. The quorum for meetings of Council shall be fourteen Members of Council present.

##### **4.11.5. Decision making**

4.11.5.1. Every member of Council eligible to vote shall have one vote notwithstanding that they may hold more than one office

4.11.5.2. All decisions at a meeting of Council shall be decided by a simple majority vote.

4.11.5.3. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

#### **4.11.6. Written resolutions**

4.11.6.1. A resolution agreed to in writing by a simple majority of the Members of Council then in office shall be as valid as if passed at a Meeting of Council.

4.11.6.2. In the case of an equality of votes there is no casting vote.

#### **4.11.7. Conflicts of interest**

4.11.7.1. In circumstances giving rise to the possibility of a conflicting duty or interest between the College and any other party:-

4.11.7.2. A member of Council must disclose any potential conflicting duty or interest of which they are aware to Council;

4.11.7.3. If such conflicting duty or interest does not prevent them from participating in any discussions or decisions with regard to the matter in question, the member of Council must put the interests of the College before those of the other party; and

4.11.7.4. Where such conflicting duty or interest prevents them from doing so, the member of Council must refrain from participating in any discussion or decisions with regard to the matter in question.

#### **4.12. Validity of decisions**

4.12.1. The acts of the Council shall not be invalidated by the existence of any vacancy in the offices of President, a Vice-President or member of Council or by any informality afterwards discovered in the election or appointment of such President, a Vice-President or Member of Council.

4.12.2. All acts done in good faith by any meeting of Council shall be valid notwithstanding the participation in any vote by a Member of Council who:-

4.12.2.1. Was disqualified from holding office.

4.12.2.2. Had previously retired or who had been obliged by the Laws to vacate office.

4.12.2.3. Was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

4.12.3. If the information available is insufficient to confirm the validity of any act of Council, Council may decide whether or not the act should be considered valid or

not, having regard to the best interests of the College.

**4.13. Further duties are set out in 17 Annex: Council duties**

**4.14. Regulations**

4.14.1. Regulations made by the Board of Trustees in consultation with Council may provide for the further conduct of meetings of Council.



# 5. Board Of Trustees

## 5.1. Purpose

5.1.1. The governing body of the College shall be a Board of Trustees.

5.1.2. The members of the Board of Trustees shall be charity trustees for the purposes of the Charities Act and shall have the general control and management of the administration of the College.

## 5.2. Minimum size of the Board of Trustees

5.2.1. The minimum number of Trustees is eight.

5.2.2. If at any time, the number of Trustees in office falls below the minimum number of Trustees in Law 5.2.1, the remaining Trustees will have power to fill the vacancies but otherwise will not be able to make any other valid decisions.

## 5.3. Composition

5.3.1. The Board of Trustees shall consist of:-

5.3.1.1. The President of the College, *ex officio*.

5.3.1.2. the Vice-Presidents of the College *ex officio*.

5.3.1.3. The Treasurer of the College, appointed by the Board of Trustees pursuant to Law 5.6.1.1, who may be a Fellow of the College or a Lay Trustee

5.3.1.4. The Secretary(s) of the College, *ex officio*

5.3.1.5. The Dean(s) of Education of the College *ex officio*

5.3.1.6. The Dean(s) of Examinations of the College *ex officio*

5.3.1.7. The Dean(s) of Quality Improvement of the College *ex officio*

5.3.1.8. The Dean(s) of Training of the College *ex officio*

5.3.1.9. The Honorary Librarian and Heritage Trustee(s) of the College, *ex officio*

5.3.1.10. The Chair of the Lay Advisory Committee of the College, *ex officio*

5.3.1.11. Up to three Council Member Trustees appointed by Council pursuant to Law 5.6.1.3

5.3.1.12. Up to four further Lay Trustees appointed by the Trustees pursuant to Law 5.6.1.2

5.3.1.13. Co-opted Trustees, appointed by the Trustees pursuant to Law 5.4 and Law 5.6.1.4

#### **5.4. Co-opted trustees:**

5.4.1. The Board of Trustees may co-opt:-

5.4.1.1. up to three Trustees for any purpose.

5.4.1.2. Trustees to meet a specific or short-term need of the Board of Trustees.

#### **5.5. President Elect**

5.5.1. The President Elect:-

5.5.1.1. Shall be entitled to attend meetings of the Board of Trustees but shall not be entitled to vote.

5.5.1.2. Shall not be a charity trustee for the purposes of the Charities Act.

#### **5.6. Appointments and Terms of Office**

5.6.1. Subject to Law 5.8 below

5.6.1.1. The Treasurer, shall be appointed for one Term and shall then be eligible for re-appointment for one further Term

5.6.1.2. Lay Trustees shall be appointed for a Term and shall then be eligible for re-appointment for one further Term.

5.6.1.3. Subject to Law 6.6.2 Council Member Trustees shall be appointed by Council for one Term only which Term shall begin on the First Meeting Date.

5.6.1.4. Co-opted Trustees shall be appointed for such period as the Board of Trustees decides, subject to a maximum period of six years.

#### **5.7. Eligibility**

5.7.1. Council Member Trustees

5.7.1.1. Members of Council are only eligible for appointment as Council Member Trustees if:-

5.7.1.1.1. they have been elected to Council as Regional Representatives or Recently Appointed Consultant Representatives. And, subject to Law 6.6.2, are either

5.7.1.1.2. in the first or second year of a Term as a Regional Representative or a Recently Appointed Consultant Representative. Or

5.7.1.1.3. in the third year of their first Term as a Regional Representative of a Recently Appointed Consultant Representative and are standing

unopposed for a second Term as such.

#### 5.7.2. The Lay Trustees

- 5.7.2.1. At the end of their Second Term a Lay Trustee, must then stand down for a Year after which time they will then be eligible to hold office as a Lay Trustee.

### 5.8. Extensions of and Exceptions to Terms of Office

5.8.1. The Board of Trustees shall have power to extend the Term of the Treasurer, any Lay Trustee, co-opted Trustee or Council Member Trustee by one Year at the end of either their First Term or Second Term.

5.8.2. Any period in office served by a Trustee co-opted under Law 5.4.1.2 shall be disregarded for the purposes of Law 5.7.

### 5.9. Disqualification and Removal of Trustees

5.9.1. A Trustee shall automatically vacate office if they:

- 5.9.1.1. Die.
- 5.9.1.2. cease to be a Fellow or Collegiate Member of the College.
- 5.9.1.3. are an *ex-officio* Trustee and cease to hold the relevant office.
- 5.9.1.4. subject to Law 5.11 resign in accordance with Law 5.10
- 5.9.1.5. are disqualified from acting as a charity trustee by virtue of the Charities Act.
- 5.9.1.6. In the written opinion of a registered medical practitioner who is treating the Trustee, have become mentally or physically incapable of acting as a Trustee and may remain so for more than three months.
- 5.9.1.7. are absent from three consecutive meetings of the Board of Trustees without permission from the Board of Trustees and the Board of Trustees resolve that they are removed as a Trustee.
- 5.9.1.8. Are removed by a resolution of the Board of Trustees that it is in the best interests of the College that their office is vacated, passed at a meeting of Board of Trustees.
- 5.9.1.9. are removed by a resolution of the Fellows and Collegiate Members passed at an Extraordinary Meeting of the College.

5.9.2. Any resolution under Law 5.9.1.7, Law 5.9.1.8, or Law 5.9.1.9 must not be passed unless the Trustee:-

5.9.2.1. has been given at least 14 Clear Days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it will be proposed; and

5.9.2.2. has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Board of Trustees or the Fellows and Collegiate Members must consider any representations made by the Trustee (or their representative) and thereafter the President, or if the Trustee is the President, a Vice President, must inform the Trustee of the decision following such consideration.

## **5.10. Trustee resignations**

5.10.1. Any resignation of a Trustee :-

5.10.1.1. must be in writing to the President or the Secretary

5.10.1.2. will be deemed immediate unless a date is specified.

5.10.1.3. will be circulated by the President or the Secretary to Board of Trustees as soon as possible after its receipt by them.

5.10.1.4. will come into effect when circulated to the Board of Trustees.

## **5.11. Terms which are shorter than expected**

5.11.1. Subject to Law 5.11.2 below if a Trustee who is also a Member of Council ceases to be a Trustee for whatever reason, then their term of office as a Member of Council will also terminate.

5.11.2. The Board of Trustees shall have power, in exceptional circumstances, to disapply Law 5.11.1 above and allow the resigning Trustee to continue to hold office as a Member of Council.

## **5.12. Vacancies**

5.12.1. Lay Trustees

5.12.1.1. If a vacancy arises for any reason before the end of the Term of a Lay Trustee, then the individual appointed in their place shall be appointed for a Term.

5.12.2. Council Member Trustees

5.12.2.1. If a vacancy arises for any reason before the end of the Term of Council Member Trustees the Board of Trustees will not be required to fill that office before the end of the Year in which the vacancy arises.

## **5.13. Meetings**

5.13.1. General

5.13.1.1. There shall be at least four meetings of the Board of Trustees in every year and at such times as may be determined by the Board of Trustees or by the President or by the President on the request in writing of more than one half of the members of the Board of Trustees.

5.13.1.2. At every meeting of the Board of Trustees there must always be a majority of members of the Board of Trustees who are:

5.13.1.2.1. also Members of Council and

5.13.1.2.2. who are not Lay Trustees.

#### **5.13.2. Quorum for Meetings of the Board of Trustees**

5.13.2.1. The quorum for the transaction of business at a meeting of the Board of Trustees is one half of the number of Trustees in office and must include the President or a Vice President.

#### **5.13.3. Chair**

5.13.3.1. The President, or if they are absent a Vice President, shall act as Chair of Meetings of the Board of Trustees. If neither the President nor a Vice-President is present the meeting such other Trustee as the Board of Trustees may elect shall act as Chair.

#### **5.13.4. Decision making**

5.13.4.1. Every Trustee eligible to vote shall have one vote notwithstanding that they may hold more than one office

5.13.4.2. All decisions at a meeting of the Board of Trustees shall be decided by a simple majority vote.

5.13.4.3. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote they may have.

#### **5.14. Written resolutions**

5.14.1. A resolution agreed to in writing by a simple majority of Trustees then in office shall be as valid as if passed at a meeting of the Board of Trustees.

5.14.2. In the case of an equality of votes there is no casting vote.

#### **5.15. Powers**

##### **5.15.1. General**

5.15.1.1. Subject to the provisions of the Charter and these Laws, the Board of Trustees may exercise all the powers of the College.

### **5.15.2. To delegate**

**5.15.2.1.** The Board of Trustees shall have power to delegate all or any of its functions, powers and duties to any body, boards, committees, sub-committees or individual upon terms and subject to such conditions as the Board of Trustees may from time to time by resolution, determine.

### **5.15.3. Regulations**

5.15.3.1. The Board of Trustees, having first consulted Council, may by resolution from time to time make, alter and repeal such Regulations (howsoever called) as it may think fit for regulating generally the affairs of the College provided that such Regulations are not contrary to the Charter or the College.

5.15.3.2. In the event of any inconsistency between the provisions of the Charter and Laws 1 to 6 (inclusive) and the provisions of the Appendix or Regulations made in furtherance of Law 5.15.3.1, the provisions of the Charter and Laws 1 to 6 (inclusive) shall prevail.

### **5.16. Validity of decisions**

5.16.1. The acts of the Board of Trustees shall not be invalidated by the existence of any vacancy on the Board of Trustees or by any informality afterwards discovered in the election or appointment any Trustee.

5.16.2. All acts done in good faith by any meeting of the Board of Trustees shall be valid notwithstanding the participation in any vote by a Trustee who:-

5.16.2.1. Was disqualified from holding office.

5.16.2.2. Had previously retired or who had been obliged by the Laws to vacate office.

5.16.2.3. Was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

5.16.3. If the information available is insufficient to confirm the validity of any act of the Board of Trustees, the Board of Trustees may decide whether or not the act should be considered valid or not, having regard to the best interests of the College.

### **5.17. Charitable declaration and conflicts of interest**

5.17.1. It is declared that the assets of the College shall only be applied in furtherance of the charitable objects of the College and the Trustees will:

5.17.1.1. Act in accordance with the 2005 Act; and

5.17.1.2. Do nothing to prevent the College qualifying and continuing to qualify as a charity.

5.17.2. Without prejudice to Law 5.17.1, the Trustees shall, in exercising their duties as a charity trustee, act in the interests of the College. In doing so:-

5.17.2.1. The Trustees must seek, in good faith, to ensure that they act in a manner which is in accordance with the charitable objects of the College and act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

5.17.2.2. In circumstances giving rise to the possibility of a conflicting duty or interest between the College and any other party:-

5.17.2.2.1. A Trustee must disclose any potential conflicting duty or interest of which they are aware to the Board of Trustees;

5.17.2.2.2. If such conflicting duty or interest does not prevent them from participating in any discussions or decisions with regard to the matter in question, the Trustee must put the interests of the College before those of the other party; and

5.17.2.2.3. Where such conflicting duty or interest prevents them from doing so, the Trustee must refrain from participating in any discussion or decisions with regard to the matter in question.

## 6. Administration

### 6.1. College Seal

6.1.1. The Common Seal of the College shall be kept in the custody of the Board of Trustees

6.1.2. The Common Seal shall be affixed under the authority of the President to all Diplomas, Certificates, Charters, Dispositions or other deeds or instruments granted by the College and to such other documents as the College, Council or President shall direct.

6.1.3. The Common Seal when affixed to Charters, Dispositions or other deeds or instruments granted by the College shall be attested by three of the Trustees and by the President or a Vice-President or Treasurer or Secretary of the College for the time being.

### 6.2. Faculties

6.2.1. The College may institute and establish Faculties in the College, as set out in Annex: Faculties and Joint Faculties

### 6.3. Accounts and Annual Reports

6.3.1. The Board of Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and

6.3.2. the preparation and transmission to the Office of the Scottish Charity Regulator of:

- 6.3.2.1. annual reports;
- 6.3.2.2. annual returns; and
- 6.3.2.3. annual statements of account.

### 6.4. Committees

6.4.1. The Standing Committees of the College shall be the Library Committee, the Fellowship Committee and such other Committees as the College may so designate.

6.4.2. The Board of Trustees or Council, as appropriate, shall determine the constitution and procedures of Committees, including how members of such Committees are appointed

6.4.3. Membership of College Committees shall always include but need not be confined to Fellows and Collegiate Members of the College

6.4.4. The Board of Trustees or Council, as appropriate, shall remain responsible for the actions of such Committees and individuals.

6.4.5. The Board of Trustees or Council, as appropriate, may dissolve a Committee at any time.



6.4.6. All committees must report to the Board of Trustees or Council, as appropriate, as required.

## 6.5. Communication with Members

6.5.1. The College may validly send any document to a member:

- 6.5.1.1. by delivering it by hand to the address recorded for the member in the Register of members;
- 6.5.1.2. by sending it by post to the address recorded for the member in the Register of members; or
- 6.5.1.3. by electronic mail to an email address given in a written notice by the member.

6.5.2. Any notice given in accordance with these Laws is to be treated for all purposes as having been received:

- 6.5.2.1. 24 hours after being sent by electronic mail or delivered by hand to the relevant address;
- 6.5.2.2. Two Clear Days after being sent by first class post to the relevant address
- 6.5.2.3. Ten Clear Days after being sent by second class or overseas post to the relevant address;
- 6.5.2.4. on being handed to the member personally; or, if earlier, as soon as the member acknowledged actual receipt.

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

- 6.5.3.1. by post to the College's principal office or any other address specified by the College for such purposes; or
- 6.5.3.2. to any email address provided by the College for such purposes.

## 6.6. Transitional Provisions

6.6.1. Subject to Law 6.6.2 Members of Council in office at the Effective Date shall continue in office for the periods set out in Annex 26, "Annex: Transitional Provisions"

6.6.2. The provisions of Law 5.7.1.1.2, Law 5.7.1.1.3 and Law 5.6.1.3 shall not apply to the election or terms of office of the first Council Member Trustees elected after the Effective Date.

## 7. Annex: Fellows (further details)

### Eligibility requirements for admission as a Fellow

1. The Council shall determine the criteria for the award of Fellowship.
2. All nominations shall be examined by the Fellowship Committee. The Fellowship Committee shall be made up of two Members of the Council selected by the Fellows of the Council from those Councillors elected by the Fellows and two Fellows elected for that purpose at the Annual Meeting who shall not be members of the Council. The election shall take place as provided for in Annex 17 below. The Fellowship Committee shall make recommendations to the Fellows of the Council concerning each candidate nominated for advancement to the Fellowship. Thereafter the Fellows of the Council shall consider those recommended by the Fellowship Committee for election to the Fellowship. A decision to recommend a candidate for advancement to Fellowship under this Law will require a three quarters majority of the Fellows of the Council present and voting. The Council shall then submit to the Fellows of the College the names, qualifications and appointments held by those candidates they recommend for election under this Law.
3. The Fellows of the College may comment on each candidate for advancement proposed by the Council under paragraph 2 of this Annex: Fellows. Such comments must be addressed to the Secretary of the College and received within one month of the date of nomination (which shall be the date the nomination was posted by the College).
4. In the event that no comments are received, the candidate shall be deemed conditionally elected upon the following (1) receipt of the candidate's declaration form, which form shall be in such terms as shall be determined by Council from time to time (2) acceptance of the form by the Secretary (which acceptance shall be in the Secretary's sole discretion) (3) written confirmation of the candidate's desire to proceed with advancement to Fellowship (4) payment of any fee payable under Annex: Fees (5) written confirmation that the candidate will pay any annual fee payable under the Laws and (6) acceptance of the Declaration in Annex 23 below. If the candidate's declaration, confirmation, payment and acceptance is received within four weeks of the date of posting of the Secretary's letter advising of the conditional election of the candidate, the candidate shall be deemed to have been elected to the Fellowship at the Council meeting at which their conditional election took place.
5. If the candidate's declaration, confirmation, payment and acceptance of the Declaration is not received within four weeks, the Secretary shall write to the candidate to give a further four weeks for their receipt or an explanation of their failure.
6. If the candidate's confirmation, payment, declaration and acceptance of the Declaration is received within the second four week period, and if the declaration is accepted by the Secretary, the candidate shall be deemed to have been elected to the Fellowship at the Council meeting at which their conditional election took place.
7. If no timeous response is received, the nomination shall lapse but if an explanation of a candidate's failure to make a complete response is received by the Secretary they may, at their discretion, refer the nomination to the next available Council Meeting. At that Meeting, the Fellows of the Council may, by a three quarters majority decision of the Fellows of the Council present and voting, (1) elect the candidate and decide whether or not to exempt them from payment of the fee (or fees as the Council may resolve) payable under Annex: Fees in which case, the Fellow shall be deemed to have been elected at the date of the said Council Meeting;

(2) postpone the candidate's advancement to allow the Secretary to write to the candidate to advise of the Council's decision and invite them to satisfy conditions (1)-(6) in paragraph 4 above. The candidate's nomination shall be considered at a Council meeting after the candidate has satisfied the conditions, which Council Meeting shall be taken as the date of their election; or (3) reject their explanation whereupon their nomination shall lapse.

8. If comments are received, the Council may seek further advice and defer a decision on the nomination pending further investigation. Once that investigation is completed, Council shall proceed to take a decision on the nomination at a subsequent meeting of Council and, if the Council approves the nomination, the candidate shall be deemed elected at that meeting so long as conditions (1)-(6) in 4 above have been met.
9. Every Fellow on election shall have their name and date of election placed on the List of Fellows maintained at the College.
10. Fellows shall have their names placed on the List according to the date of their election. When two or more Fellows are elected on the same day their seniority shall be determined according to the date of their Diploma of MRCP (UK) or the date of their Diploma of MRCPCH, but if these are of the same date, according to the date of their original qualification in medicine. Fellows elected on the same day who do not have MRCP (UK) or MRCPCH will be listed after those with MRCP (UK) or MRCPCH according to the date of their original qualification in medicine.
11. Subject to acceding to the Declaration a duly elected Fellow (the conditions of their election having been met) shall have all the rights and privileges of Fellowship, intimation to this effect being sent to them by the Secretary.
12. The Diploma presented by the College to its Fellows shall be in the form given in Annex 23 below

#### **Rights, privileges and subscriptions**

13. The Fellows of the College shall elect the President, the Vice-President(s) and Fellows to serve on the Council.
14. The Council shall annually at a Meeting of the College submit for approval the Regulations regarding the annual subscription payable by Fellows always provided that any Fellow exempted by the Council from payment of the fee payable by a Fellow on election shall be exempted from payment of the annual subscription. Fellows who have paid one of the rates of annual subscription and those exempted under the provisions of these shall be entitled to enjoy a range of privileges determined by Council from time to time.
15. In addition, Fellows shall be entitled to vote by post or other electronic means as determined by Council, and according to the specific constituencies, for the election of the Fellows of the Council.

## 8. Annex: Members of the Royal Colleges of Physicians of the United Kingdom (MRCP (UK))

1. The Royal Colleges of Physicians of the United Kingdom comprise the Royal College of Physicians of Edinburgh, the Royal College of Physicians and Surgeons of Glasgow, and the Royal College of Physicians of London. A member of the Royal Colleges of Physicians of the United Kingdom is a person who has been admitted and passed an examination which satisfies the requirements of each of the Colleges, and who has been elected by each of them to Membership of the Royal Colleges of Physicians of the United Kingdom.
2. Every candidate for election to the MRCP(UK) shall have passed an examination arranged in accordance with the Regulations approved by the Royal Colleges of Physicians of the United Kingdom.
3. The Council shall be responsible for the selection of such examiners as may be required.
4. Every candidate for the MRCP(UK) shall have paid (a) Examination Fees and when successful (b) a Diploma Fee and after election shall pay any other fees required by the College in accordance with the Regulations approved by the College.
5. Amendments to the Regulations and the Instructions for the Examination for the Diploma of Membership of the Royal Colleges of Physicians of the United Kingdom shall be approved by the Council and reported to the College at any Meeting of the College.
6. Every Member of the Royal Colleges of Physicians of the United Kingdom shall on election by the three Colleges, have their name placed on the List of Members of the Royal Colleges of Physicians of the United Kingdom maintained in the College

# 9. Annex: Collegiate Members

## Eligibility requirements for admission as a Collegiate Member

1. A holder of the Diploma of MRCP(UK) or MRCPCH on acceptance of their application to the Secretary of the College, and having acceded to the Declaration in Annex: Declarations and Diplomas and paid the required fee is entitled to be admitted a Collegiate Member and have their name placed on the List of Collegiate Members maintained in the College

## Rights, privileges, obligations and subscriptions

2. Collegiate Members shall conform to the Laws and Regulations of the College.
3. Collegiate Members shall be entitled to use the post-nominal MRCP (Edin.) in addition to MRCP(UK) and to other privileges as determined by the Council.
4. Collegiate Members who have signed the Declaration may attend the Annual and Ordinary Meetings of the College, propose motions and vote on motions other than those relating solely to the Fellowship .
5. Collegiate Members who have signed the Declaration may attend Extraordinary Meetings of the College, propose motions and vote on motions other than those relating to election to or forfeiture of the Fellowship.
6. The Council shall annually at any Meeting of the College submit for approval the Regulations regarding the annual subscription payable by Collegiate Members.
7. Any Collegiate Member in arrears with their annual subscription for such period as the Council shall determine from time to time shall, after due intimation made in writing to their last known address, be deprived of Collegiate Membership.

## 10. Annex: The Trainees & Members' Committee

1. The Collegiate Members shall elect biennially a Committee, hereafter known as the Trainees & Members' Committee which shall consist of Collegiate Members, elected from those Collegiate Members working in the following geographical areas or practising in the following categories and in the numbers indicated, and one Associate who shall be elected from and by their number in accordance with the table in this paragraph and in paragraph 3 below and practising in the following geographical areas. An Associate or Collegiate Member will also be elected to the Staff, Specialty and Associate Specialist Grade seat. The boundaries of the geographical areas listed below may be altered by Motion of the Council at a Meeting of the College. An alteration to such boundaries shall require a two-thirds majority of those present and voting. All candidates must be eligible to stand for the constituency they seek to represent at the date of the election. In the first instance, all questions of entitlement to stand shall be determined by the Secretary. A Collegiate Member denied the right to stand by the Secretary's decision may appeal in writing to the President within 14 days of the Secretary's decision. The President's decision shall be final.

Constituency	Area	Number of Seats
A	Scotland	13
B	England and Wales	8
C	Northern Ireland	1
D	Staff, Specialty and Associate Specialist	1
E	Associates (UK)	1

2. The same Collegiate Member or Associate may be elected biennially as a member of the Trainees and Members' Committee for three successive two-year terms but not for any longer consecutive period. Any Collegiate Member or Associate may be re-elected after having been out of office for one year. Any Collegiate Member or Associate who ceases to qualify mid-term may serve out that term.
3. Annually the Secretary of the College shall intimate to Collegiate Members and Associates that nominations for membership of this Committee must be made. Only Collegiate Members and Associates resident within the United Kingdom and who satisfy the conditions of paragraph 2 of this Section will be eligible for nomination. It shall be competent for any Collegiate Member to nominate one or more Collegiate Members and any Associate or Collegiate Member to nominate one or more Associates. The Secretary of the College shall, on receipt of the nomination, notify the Collegiate Member or Associate concerned. The Secretary shall thereafter issue voting papers by post or electronic equivalent to Collegiate Members and Associates, listing those nominated who have not withdrawn their names. Each eligible Collegiate Member and Associate shall vote in accordance with the accompanying voting instructions. The voting papers or electronic equivalent must be returned to the College by a date specified by the Secretary and not less than two working weeks before the Annual Meeting. The Secretary shall ensure that a minimum of four weeks is given for nomination and voting.

4. The votes shall be counted by the Secretary or in their absence by any other Office Bearer of the College. Those Collegiate Members or Associates up to the number required in each category who received the largest number of votes shall be elected. Should the number of nominations be equal to or fewer than the number of vacancies which exist in any category any Collegiate Member so proposed shall be deemed to have been elected to membership of the Trainees and Members' Committee. In the event of insufficient nominations having been received to fill all the vacancies in any Collegiate Member category the elected members of the Trainees and Members' Committee may co-opt another Collegiate Member to fill these vacancies. In the event of insufficient nominations having been received to fill one of the Associate vacancies, a second-placed candidate for the other constituency shall be deemed elected as a second Associate to serve on the Trainees and Members' Committee and if no such candidates exist elected members of the Trainees and Members' Committee may co-opt another Associate to fill this vacancy

Additional co-opted Members may also be appointed to the Trainees and Members' Committee periodically, for one year, by a majority vote of the Trainees and Members' Committee, in order to ensure the ongoing delivery of the College's operational objectives. All co-opted Members shall assume the same rights as elected members, but there should always be a majority of elected members both on the Trainees and Members' Committee and participating in any votes.

5. Where an elected member of the Trainee and Members' Committee resigns mid-term, the Committee may request a mid-term election to preserve the required majority of elected members. The election shall be called at the discretion of the President and follow the procedures laid out in this Section.
6. The newly appointed Committee shall meet before the Annual Meeting of the College to elect a Chair, and up to three Vice-Chairs any two of whom can attend as members of Council. The Committee shall nominate one or more Collegiate Members or Associates to membership of each committee of the College other than the Fellowship Committee.
7. In addition to the meeting to elect a Chair and up to three Vice Chairs, the Trainees and Members' Committee shall meet at such other times during the year as the proper discharge of their duties may require. Four elected Collegiate Members of the Committee shall constitute a quorum.
8. The Trainees and Members' Committee shall prepare an annual report on its activities for submission to Council.
9. A meeting of Collegiate Members may be called by the Trainees and Members' Committee at any time.

# 11. Annex: Licentiates and Diplomates

1. All Licentiates and Diplomates who were elected and admitted prior to the date that these Laws take effect shall continue to enjoy the rights and privileges under the Laws in force immediately prior to these Laws taking effect



## 12. Annex: Fees

1. The total Fee to be paid for all categories of Fellows, Collegiate Members and Associates of the College shall be of such amount and shall be payable in such manner as agreed by Trustees and announced at a Meeting of the College.
2. The Fee to be paid by a Fellow on election and annually thereafter shall be determined by the Trustees from time to time always provided that at the discretion of the Trustees (1) any elected Fellow may be exempted from payment and (2) in exceptional circumstances a Fellow unable to make payment of the fee may be exempted from payment
3. The Trustees shall annually at a Meeting of the College submit for approval the Laws regarding the annual subscription payable by Fellows, Collegiate Members and Associates

# 13. Annex: Disciplinary procedures

1. The College's Disciplinary procedures and policy shall be published and maintained on the College website.
2. Such publication may be as part of the College's Regulations.

# 14. Annex: Resignations and Removals of Members of the College

1. Council shall have power to terminate the membership of any Member:
  - 1.1. if they are convicted of any criminal offence which in the opinion of Council or the Board of Trustees is inconsistent with the conduct required of members;
  - 1.2. 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 reenactment or modification thereof);
  - 1.3. if at any time the Council, after due enquiry in accordance with the disciplinary proceedings set out in Annex: Disciplinary procedures, shall resolve that the interests of the College so require.
  - 1.4. For the avoidance of doubt, grounds for termination of membership shall include non-payment of any fees which remain due after a grace period (such grace period to be determined by Council at its absolute discretion)
2. Notwithstanding the provisions of Law 2, this Annex applies to Associate Members and Student and Foundation Members

# 15. Annex: Minutes, and amendments to Motions

## Amendments to motions

1. Subject to Annex 25,
  - 1.1. When a motion is under consideration at a Meeting of the College any amendment shall be put in writing by the proposer and seconder and before it is spoken to by other Fellows or Collegiate Members, it shall be read from the Chair. All amendments shall be framed so that they may be read as independent motions. No amendment shall be withdrawn after having been read from the Chair unless by permission of the Fellows and Collegiate Members.
  - 1.2. The seconder of an amendment may reserve their speech until any stage of the debate, but the proposer of the motion alone has the right of reply, provided always that a Fellow or Collegiate Member may speak to a point of order or in explanation of some material part of a speech made by them which they believe to have been misunderstood.
  - 1.3. If an amendment be proposed it shall be disposed of before any other amendment is moved. All amendments shall be disposed of before the original motion is put to the vote.
  - 1.4. The amendment shall be put to the vote. If it be rejected a second amendment may be moved and shall be disposed of in the same way; and so on until no further amendment is proposed.
  - 1.5. Should every amendment be rejected the original motion shall be put to the vote.
  - 1.6. If any amendment be carried it shall then be regarded as the substantive motion and treated, as to further amendments and the right of speaking in reply and in all other respects, as an original motion.
  - 1.7. It shall not be competent to move a direct negative to any motion. When a Fellow or Collegiate Member is unwilling that the College should come to a decision on any motion they may move the previous question, which without discussion shall be put to the Meeting by the President or Chair in the following form: "Is it the pleasure of the Fellows and Collegiate Members that the motion be considered?" If this question be answered in the negative the motion shall not be further considered.

## Minutes

2. Any Fellow or Collegiate Member present at a Meeting may protest against a decision reached by the Fellows and Collegiate Members. Their dissent shall be recorded in the Minutes if they so request at the Meeting.

3. It shall not be lawful to take any exception to the Minutes, except on the grounds that either (i) their narrative of things done or transacted is inaccurate or (ii) that the Meeting in question had not been properly summoned.

# 16. Annex: The Election of the President, Vice-President(s) and Council

1. The President and Vice-President(s) shall not be entitled to represent a constituency
2. No member of Council shall represent more than one constituency.
3. The election of the President, Vice-President(s) and Fellows to serve on the Council, shall be by postal vote (or by electronic ballot as the Council may direct) taken prior to the Annual Meeting.
4. The result of the election shall be announced at the Annual Meeting or at a time of Council's choosing.
5. Subject to the following provisions of this Annex, Fellows on Council shall be elected from and by those Fellows working in the following constituencies, and in the numbers indicated for each constituency. No Fellow may stand for more than one constituency. In the first instance all questions of entitlement to stand or vote shall be determined by the Secretary. A Fellow denied the right to vote or to stand by the Secretary's decision may appeal in writing to the President within fourteen days of notification of the Secretary's decision. In the absence of a President the decision shall be made by the longest- serving Vice-President. The President or Vice-President's decision shall be final.

Where a constituency is geographical its physical boundaries shall be displayed on the College's website and be available on request to the Secretary. Geographical boundaries may be changed by Motion of the Council at a Meeting of the College. Any change proposed in the Motion by the Council shall only come into effect if approved by two thirds of those present and voting at the Meeting. Where a constituency is geographical, only those Fellows paying a UK subscription or exempted from payment upon election and working principally in the constituency, or if retired domiciled in it, may stand, nominate or vote.

Only Fellows appointed to their Consultant posts within the last 10 years and paying a UK subscription or exempted from payment upon election shall be entitled to stand for, nominate and vote in the Recently Appointed Consultants' constituency.

Eligibility to vote in any constituency shall be determined at the date of issue of voting papers. A candidate must be eligible to stand for the constituency they seek to represent at both the date of this nomination and at the date of the election.

Constituency	Area	Number of Seats
A	Lothian, Fife and the Borders	3
B	West of Scotland	1

C	Central Scotland	1
D	Northern Scotland	1
E	North of England	1
F	West of England	1
G	Central England	1
H	South of England	1
I	Northern Ireland	1
J	Recently Appointed Consultants	2
K	Greater London	1
L	Wales	1

6. At least three months prior to the expiry of the term of the President or Vice-President the Secretary of the College shall invite all Fellows who have paid one of the rates of subscription applicable to Fellows or who are exempt from such to nominate one or more Fellows as President and Vice-President(s).
7. At the same time, the Secretary shall invite all such Fellows who are eligible to vote in Council constituencies to nominate Fellows to fill the vacancies which occur in the number of elected Fellows serving on Council at the forthcoming Annual Meeting. The said invitations shall include a note of the duties and responsibilities of each office.
8. The number of vacancies occurring in the Council shall be listed separately for each category.
9. Each nomination shall state the constituency for which the candidate is nominated and be signed by two Fellows of the College who, as at the date of nomination, must be eligible to vote for the candidate they propose. The candidate must sign and complete a Consent Form giving details of career, appointments, place of work and details of any office held within or for the College. This Consent Form shall be received by the Secretary by a date specified by the Secretary in the accompanying explanatory papers.
10. If a sitting President, Vice President or Elected Member of Council is eligible and willing to stand again for election the original nomination as a candidate for that post shall continue to be valid and no new nomination or Consent Form will be required.
11. The Secretary shall indicate on the call for nominations the names of all those sitting elected officers who are eligible and willing to stand again for the posts they presently occupy and shall inform Fellows that these persons need not be nominated again and that, should any of them be the only candidate for the post that they currently hold, they will be re-elected unopposed to that post for one year.
12. Nomination papers duly completed must be returned to the Secretary of the College to reach them by a date determined by the Secretary. A list of Fellows nominated for election as President, Vice President(s) and to Council, the office for which each candidate is nominated, and the names of the proposers shall be published by the College.

13. On receipt of duly completed nominations, the Secretary of the College shall arrange for the preparation of voting papers or their electronic equivalent for the election of the President, Vice-President(s) and the vacancies on Council showing the names of those nominated for election to fill these vacancies and the place of work, with a precis of their career and appointments, of each nominee.
14. The voting paper shall be sent by post or electronically to all Fellows eligible to vote, together with instructions as to the voting procedure. Fellows may vote for any number of candidates up to the number of vacancies in each category. The voting paper (or electronic vote as the case may be) shall be returned by post or by hand to the Clerk or, with the approval of Council, to an outside agency in the envelope provided, to reach either the College or outside agency by a date specified by the Secretary and not less than two weeks prior to the Annual Meeting of the College. The Secretary shall ensure that a minimum of four weeks is given for nomination and voting.
15. Prior to the Annual Meeting the Secretary will arrange for the votes to be counted. This may be by three Fellows not being candidates together with the Clerk or, with the approval of the Council, by an outside agency. Should any voting paper be found to be not in accordance with the Laws it shall be destroyed. After the vote is declared by the President at the Annual Meeting of the College all voting papers shall be destroyed by the Clerk or, under their direction by the said outside agency.
16. Should the number of nominations for any office be equal to or fewer than the number of vacancies which exist for that office, any Fellow so proposed shall be deemed to have been elected to that office. In the event of insufficient nominations having been received to fill all the vacancies in any category on Council, the vacancies shall remain unfilled until the next election. If more than two nominations are received for President, or Vice-President, or for a seat on Council, the election shall be by single transferable vote. In the event of a tie, the Fellow or Fellows most senior on the List shall be elected. If a Fellow is nominated for more than one office for which there is a vacancy their candidature shall be considered first for President, next for a Vice-Presidency and then for any vacancy on Council for which they are nominated.
17. If no written nominations for the election to the office of President or Vice- President have been received by the deadline set out in election communications then at the Annual General Meeting any Fellow may propose one of the Fellows as President or Vice-President and on this motion being seconded by another Fellow and no other being proposed the Fellow so nominated shall be elected President or Vice President. If more than one Fellow has been duly proposed and seconded as either President or Vice-President, an election will be held amongst the Fellows present and eligible to vote, in accordance with the process set out from time to time by the Trustees. Should two of the Fellows receive an equal number of votes, the senior of them on the List shall be President or Vice-President.



## 17. Annex: Council duties (further detail)

1. The Council at its first meeting following the Annual Meeting shall appoint two elected Fellows of Council as members of the Fellowship Committee
2. The Council shall report to a Meeting of the College amendments to the Regulations and the Instructions for the Examination for the Diploma of Membership of the Royal Colleges of Physicians of the United Kingdom.
3. The Council shall arrange in accordance with the Regulations and Instructions approved by the Royal Colleges of Physicians of the United Kingdom such parts of the examination for the Diploma of Membership of the Royal Colleges of Physicians of the United Kingdom as may be within its jurisdiction.
4. The Council from time to time shall determine the nature of the privileges additional to those of Members to which Collegiate Members and Associates shall be entitled.

# 18. Annex: Powers and duties of the Senior Office-Bearers

1. The Senior Office Bearers shall be the President, the Vice-President(s), the Secretary(s), the Treasurer (if a Fellow), the Deans, and the Heritage Trustee and Honorary Librarian(s)
2. The President may from time to time inspect the examinations.
3. The President shall sign the Diplomas granted by the College.
4. In the absence of the President their duties and powers including the signing of Diplomas shall be exercisable by the Vice-President or if there are two or more, the Vice-President who has held office as Vice-President for the longest period or in the event of a tie, the senior on the List ("the senior Vice-President").
5. In the absence of the President, the senior Vice-President shall carry out the duties of the President and shall have the powers of the President including the signing of Diplomas, but the senior Vice-President may, at their discretion, authorise another Vice-President to carry out any of their duties.
6. The Treasurer shall receive, disburse and be accountable for the funds of the College and shall be responsible for the safe keeping of all titles and securities.
7. The Treasurer may pay, without any special order, the ordinary expenses of the College but shall not pay or disburse any other sum without previous direction to that effect from the Council.
8. The Treasurer shall prepare the Accounts of the College and Trust Funds as at the Thirty First day of January or such other date as may be determined by the Council in each year and shall present or cause to be presented to a College Meeting each year, a Statement of the Accounts duly audited.
9. The Treasurer shall keep accounting records sufficient to disclose at any time the financial position of the College.
10. The Treasurer may retain in their hands such a sum not to exceed a maximum to be determined from time to time by the Council of the College, but any surplus above the maximum sum shall be lodged in the Bank. When the funds so lodged are more than is necessary for current requirements, the balance shall be placed in an interest-bearing account in the name of the College.
11. The Treasurer shall not overdraw the current account of the College without the authority of the Board of Trustees.
12. The Treasurer may expend a sum not to exceed a maximum to be determined from time to time by the Board of Trustees on such repairs to the building as may be necessary. When the estimated expense exceeds that sum they shall obtain the prior authority of the Board of Trustees
13. After the Accounts of the College and Trust Funds have been approved, they shall be filed in the College.
14. The Treasurer shall be authorised to employ assistants for the necessary work connected with their responsibilities.

15. On demitting office the Treasurer shall hand over all documents and papers in their custody, with a proper inventory thereof, to their successor in office whose receipt for the same shall free them from all further responsibility regarding them.
16. The Secretary(s) shall summon all Meetings of the College and Council by Billets on which they shall enter the business proposed to be transacted.
17. At all Meetings of the College or Council the Secretary shall take, or cause to be taken, Minutes of the Proceedings including the names of the Fellows and Collegiate Members attending.
18. The Secretary's Minutes of College Meetings shall prior to their approval be made available by them for inspection by Fellows and Collegiate Members within the College and electronically.
19. The Secretary shall at all times allow Fellows and Collegiate Members access to the Minutes of the College Meetings. Other persons shall be permitted to inspect them only on making written application to the Council and receiving its sanction.
20. The Secretary shall, when directed by the Council, submit to a meeting of the College the opinion of the Council on motions or other matters of business which have been considered by it and shall give such explanations at Meetings of the College as the Council may direct.
21. The Secretary, or in their absence any other Office Bearer, shall count the votes for the annual election of the Trainees & Members' Committee.
22. The Dean of Examinations shall have charge of all correspondence regarding the qualifications granted by the College after examination.
23. The Dean of Examinations shall, subject to the control of the Council, make plans for examinations held under the auspices of the College and make the necessary arrangements for candidates to attend for such examinations.
24. The Heritage Trustee and Honorary Librarian, who shall be Convener of the Library Committee, shall have the general control of the Library, Museum and Archive and shall supervise the Librarian and Library staff. The Heritage Trustee and Honorary Librarian shall have power to co-opt to the Library Committee.
25. Amendments to the Regulations governing the use of the Library, Museum and Archive may be submitted for approval to any Meeting of the College.
26. The Dean of Education shall be responsible for the organisation of all educational activities of the College subject to the control of the Council.
27. The Dean of Quality Improvement shall be responsible for the organisation of all quality improvement, research and standards activities of the College subject to the control of the Council.
28. The Dean of Training shall be responsible for all training related activities of the College subject to the control of the Council.

# 19. Annex: Property Of the College

1. No motion which would have the effect of alienating any part of the property of the College or applying it to other than the ordinary purposes of the College, except as provided for in Paragraph 2 below and Paragraph 3.1 below of this Annex, shall be determined unless approved by a majority of three-fourths of the Fellows and Collegiate Members voting at a Meeting of the College.
2. When it is considered desirable to dispose of furniture or equipment belonging to the College the Trustees shall appoint a Committee to examine the articles and make recommendations. Thereafter the Trustees may at their discretion sanction such disposal or propose a motion for such disposal at any Meeting of the College where it shall be determined by a simple majority of the Fellows and Collegiate Members voting.
3.
  - 3.1. When in the opinion of the Library Committee it is desirable to dispose of books belonging to the College the Library Committee shall make recommendations to the Council. Thereafter the Council may at their discretion sanction such disposal or propose a motion for such disposal at any Meeting of the College where it shall be determined by a simple majority of the Fellows and Collegiate Members voting.
  - 3.2. When in the opinion of the Library Committee it is desirable to dispose of books, objects or manuscripts belonging to the College and forming part of the Library, Museum and Archive, ("Accessioned Collection") the Library Committee shall make recommendations to the Council. Thereafter, the Council may propose a motion for such disposal at any Meeting of the College.
  - 3.3. The Council, in consultation with the Library Committee, will use its best endeavours to use the proceeds received from the disposal of an item from the Accessioned Collection for the benefit of the Library, Museum and Archive in the first instance, failing which for the ordinary purposes of the College.
4. A list of furniture and equipment disposed of in accordance with the provisions of this Section shall be available for inspection by the Fellows and Collegiate Members.
5. The Council shall make no donation, subscription or other payment exceeding a sum to be determined by the College from time to time except for the ordinary expense of the College, without the approval of the College.
6. The Trustees shall determine annually in consultation with the Library Committee the sum available from the general funds of the College for expenditure by the Committee. The Library Committee shall be entitled to propose to the Council expenditure in excess of this sum if it considers that such would be in the best interests of the College.

The securities of all sums of money or property that may belong to or constitute any part of the funds of the College and all heritable rights connected therewith, shall be taken in favour of the College in its corporate name or in favour of the persons who may be Trustees for the time being and their successors in office with exception of investments quoted on the Stock Exchange which may be registered in the name of a nominee company in a designated account on behalf of the College.

7. The Trustees shall have power to lend out and invest the monies belonging to the College or any part thereof in any investments authorised by the Trustee Investments Act 1961 and subject to the restrictions imposed by Section 2 of that Act as amended by the Charities (Trustee Investments Act 1961) Order SI 1995 No.01092 and after having previously obtained and considered advice from a person who is reasonably believed to be qualified by their ability in and practical experience of financial matters.

## 20. Annex: Library, Museum and Archive Committee

- 1 The President and Heritage Trustee and Honorary Librarian together with four other Fellows elected annually at the Annual Meeting and one Collegiate Member or Associate nominated annually by the Trainees & Members' Committee shall form a Committee for the superintendence of the Library, Museum and Archive including the purchase of books and the making of recommendations to the Board of Trustees for the disposal of unwanted books.
- 2 The Library Committee shall meet at least once each year. Three members shall form a quorum.
- 3 The Board of Trustees shall determine annually in consultation with the Library Committee the sum available from the general funds of the College for expenditure by the Committee. The Library Committee shall be entitled to propose to the Board of Trustees expenditure in excess of this sum if it considers that such would be in the best interests of the College.
- 4 The Library Committee shall review annually the Regulations governing the use of the Library, Museum and Archive and shall submit any proposed amendments to the regulations to the Board of Trustees Meeting preceding the Annual Meeting of the College. The Library Committee's proposals shall be presented for approval to the College at that Meeting on the motion of the Heritage Trustee and Honorary Librarian.
- 5 The Committee may at other times make amendments to the Library Regulations. Such amendments shall be submitted at the next convenient Meeting of the Board of Trustees and shall not be effective until approved by the Board of Trustees.
- 6 No manuscript or any item of the Accessioned Collection shall be issued on loan except with the approval of the President, or one of the Vice Presidents, and the Heritage Trustee and Honorary Librarian following advice from the Librarian and under such conditions as may be appropriate. Intimation of the loan of any manuscript shall be made to the next meeting of the Board of Trustees

## 21. Annex: Representatives of the College, Honorary Fellows, Fellowship with Distinction, Associates, Student and Foundation Members

1. The Council shall from time to time, as it sees fit, appoint representatives of the College to act on other medical and charitable boards.
2. Fellows of Council may offer Honorary Fellowship to persons of high distinction, whether medically qualified or not, to be known as "Honorary Fellows" or "Hon FRCP Edin".
3. Nominations must be proposed and seconded by Fellows of Council and approved by the Fellowship Committee.
4. A majority of 75% of Fellows of Council present and voting at a duly constituted meeting of Council shall be required to approve recommendations from the Fellowship Committee.
5. Honorary Fellows will not be required to pay a Fellowship Fee or annual subscription.
6. The Council of the College may elevate elected Fellows to "Fellowship with Distinction" to recognise those who have served the College with distinction over a sustained period. A majority of 75% of elected Fellows present and voting at a duly constituted meeting of Council shall be required to approve nominations from the Fellowship Committee.
7. Council may award licences to non-Members on such terms as they may prescribe from time to time, to be known as "Associates".
8. Associates shall not be Members of the College.
9. An Associate shall upon acquisition of MRCP(UK), cease to be an Associate. All Associates must sign the relevant Declaration in Annex 23 below
10. All Associates shall comply with this Declaration as it shall be expressed from time to time whether or not they have signed it or otherwise acceded to it.
11. Council may admit non-Members on such terms and entitled to such privileges as Council may prescribe from time to time, to be known as "Student and Foundation Members".
12. Student and Foundation Members shall not be Members of the College.
13. All Student and Foundation Members must sign the relevant Declaration in Annex 23 below
14. All Student and Foundation Members shall comply with this Declaration as it shall be expressed from time to time whether or not they have signed it or otherwise acceded to it.

## 22. Annex: Faculties and Joint Faculties

1. The College may institute and establish such Faculties in the College and may delegate such powers to and confer such rights upon the members of any such Faculty as it may from time to time determine.
2. The College may combine with any other body or bodies in instituting and establishing a Joint Faculty in the College and may further combine with any such other body or bodies in delegating powers to and conferring rights upon the members of any such Joint Faculty to such extent as the College may from time to time determine.
3. The College shall have power in relation to any Faculty in the College to grant a Diploma of Membership in that Faculty and to charge reasonable fees therefor and to appoint duly qualified examiners and to make Regulations for the examination of candidates for such Membership and to confer the said Diploma without examination on a limited number of suitably qualified persons.
4. The College shall also have power in relation to any such Faculty to grant a Diploma of Fellowship in that Faculty with or without examination and to charge reasonable fees therefor and to appoint duly qualified examiners and to make Regulations for the examination of candidates for such Fellowship.
5. The College shall have power in relation to any Joint Faculty instituted and established under this Annex to combine with the relevant other body or bodies in granting a Diploma of Membership in that Faculty and in charging reasonable fees therefor and also in appointing duly qualified examiners and making Regulations for the examination of candidates for such Membership and in conferring the said Diploma without examination on a limited number of suitably qualified persons.
6. The College shall also have power in relation to any such Joint Faculty to combine with the relevant other body or bodies in granting a Diploma of Membership or Fellowship in that Faculty with or without examination and in charging reasonable fees therefor and in appointing duly qualified examiners and making Regulations for the examination of candidates for such Membership or Fellowship.
7. The College may inaugurate a Faculty or combine with any other relevant body or bodies in inaugurating a Joint Faculty and may designate the first Members and Fellows and appoint the first officers and convene the first meeting of the said Faculty or Joint Faculty.
8. The affairs of each Faculty or Joint Faculty shall be managed and administered by a Board of Faculty composed as provided for in the Standing Orders of the said Faculty or Joint Faculty. The Council shall appoint annually at least one Fellow or Collegiate Member of the College to serve on the Board of the said Faculty or Joint Faculty.
9. The affairs of any Faculty or Joint Faculty and the rights and obligations of its Members and Fellows shall be regulated by Standing Orders approved by the College and it shall be expressly provided in any such Standing Orders that no change shall be made in them without the approval of the College.
10. Any Faculty or Joint Faculty shall submit any proposed amendments to its Standing Orders to the College. Such amendments shall be considered first by the Council, which may approve them on behalf of the College or refer them to a Meeting of the College, if considered necessary.



11. The Board of any Faculty or Joint Faculty, may, and if requested by the College, shall make recommendations to the College in furtherance of the objects of the Faculty with special reference to research, lectures, awards, examinations and other matters related to its specially.
12. Every Member or Fellow of a Faculty or Joint faculty in the College shall after their admission be presented with a Diploma in such form as shall from time to time be approved by the College (and in the case of a Joint Faculty by the other body or bodies) and the Board of the said Faculty.
13. Every person prior to their admission as a Fellow or Member of any Faculty shall make and subscribe their name to the following declaration:

I hereby faithfully promise to abide by the Standing Orders of the Faculty and the Laws and Regulations of the Royal College of Physicians of Edinburgh as they apply to Members or Fellows of the Faculty of..... and every person prior to their admission as a Fellow or Member of any Joint Faculty shall make and subscribe their name to such declaration as may be approved by the College and the other body or bodies concerned.

14. The College shall be entitled at any time to revoke any powers which it has delegated to any Faculty. It shall also be entitled at any time by giving not less than two years' notice in writing to the Board of any Faculty to sever any or all connection between the College and that Faculty and to terminate the right of that Faculty to describe itself as a Faculty of the College. It shall also have power to combine with the other body or bodies concerned in taking such actions in relation to any Joint Faculty.

## 23. Annex: Declarations and Diplomas

FORM of Declaration to be signed by every Fellow before taking their seat in the College:

I, ..., a Fellow of the Royal College of Physicians of Edinburgh, incorporated by Royal Charter on 29th Day of November 1681, agree to adhere to all the present and future laws of the College, to promote and contribute to fellowship and to the work of the College, to vote conscientiously when required and to conduct myself with the highest level of probity personally and in all affairs related to the College and to the profession of Medicine.

FORM of Declaration to be signed by every Member before taking their seat in the College

I, ..., a Member of the Royal College of Physicians of Edinburgh, incorporated by Royal Charter on 29th Day of November 1681, agree to adhere to all the present and future laws of the College, to promote and contribute to fellowship and to the work of the College, to vote conscientiously when required and to conduct myself with the highest level of probity personally and in all affairs related to the College and to the profession of Medicine.

A DIPLOMA in the following terms shall be granted to every FELLOW of the College:

'COLLEGIUM Regium Medicorum Edinburgense, rogante Praeside, Sociisque annuentibus, decrevit ornatissimam personam A.B. in Societatem suam co-optare, et Collegam adsciscere. Ipsam ideo in societatem co-optat, Socium adsciscit omniumque honorum atque privilegiorum quibus Socii ejusdem Collegii fruuntur, participem facit. In cujus Rei fidem, hoc diploma, sigillo suo, Praesidis, Secretarii que chirographis munitum, expediri jussit.

'Actum Edinburgi, in Conventu Sociorum. die,' etc.

Declaration to be signed by every Associate and Student and Foundation Member

I, ..... one of the Associates / Student and Foundation Members of the Royal College of Physicians of Edinburgh hereby faithfully declare,

1. That I shall uphold the rights and privileges of the College and promote the interests of the College to the best of my ability.
2. That I shall obey the Laws, Bye-Laws and Regulations of the College made or to be made.
3. That I shall never divulge or publish anything that is acted or spoken or proposed to be transacted in any meeting of the College, or Council or Committee thereof, without leave asked and obtained from the President or the Secretary of the College.
4. That I will conduct myself with the highest level of probity personally and in all affairs related to the College and to the profession of Medicine.

## 24. Annex: The Clerk

1. The Clerk, who shall normally be the Legal Adviser to the College, shall be a solicitor in practice in Scotland.
2. The Clerk shall be appointed annually by the Board of Trustees
3. The Clerk shall attend all the Meetings of the College and the Meetings of the Council at which Billets for Meetings are considered. The Clerk shall be responsible for those parts of the voting procedure for election of the President, Vice-President(s) and the Council as defined in Annex: The Election of the President, Vice-President(s) and Council
4. For these services the Clerk shall receive a salary the amount of which shall be determined annually by the Board of Trustees. For other services they shall be entitled to charge the appropriate professional fees.
5. In the event of the Clerk being unavoidably prevented from attending a Meeting, they shall depute a competent person to perform their duties who shall be approved by the President.
6. In the event of the College deciding to entertain a motion for the censure, suspension or expulsion of a Fellow, Collegiate Member or Member, the Clerk shall send a copy of the motion to the Fellow, Collegiate Member or Member.

## 25. Annex: Proxy Voting

1. The Board of Trustees may direct that, in respect of a specific motion proposed for consideration at a General Meeting, those members entitled to vote in person on that motion can elect to appoint another person as their proxy to exercise their right to vote on that motion.
2. No amendment shall be made at a General Meeting to such a motion as set out in the notice calling that General Meeting.
3. An instrument appointing a proxy shall be in such form as the Board of Trustees shall prescribe for the General Meeting.
4. 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 these Laws or Regulations is invalid.
5. 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.
6. 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.
7. A member of the College who is entitled to vote on the motion 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.

## 26. Annex: Transitional Provisions

Members of Council in office at the Effective Date shall continue in office as follows:

1. Andrew Elder shall serve as President until 28<sup>th</sup> February 2026 and then shall not be eligible to be appointed or elected to any role on Council until at least one Year has elapsed;
2. Sunil Bhandari shall serve as a Vice-President until the day before the First Meeting Date after the AGM in 2026, and shall then be ineligible for re-election to this role;
3. Conor Maguire shall serve as a Vice-President until the day before the First Meeting Date after the AGM in 2026, and shall then be ineligible for re-election to this role;
4. Susan Pound shall serve as a Vice-President until the day before the First Meeting Date after the AGM in 2025, and shall then be ineligible for re-election to this role;
5. Kathleen White shall serve as Treasurer until the day before the First Meeting Date after the AGM in 2025, and shall then be ineligible for re-appointment to this role, unless at least one Year has elapsed;
6. Lesley Dawson shall serve as Secretary until the day before the First Meeting Date after the AGM in 2027, and shall then be eligible for re-appointment to this role for one further Term, after which she shall be ineligible for re-appointment to this role unless at least one Year has elapsed;
7. Mark Strachan shall serve as Honorary Librarian and Heritage Trustee until the day before the First Meeting Date after the AGM in 2027, and shall then be eligible for re-appointment to this role for one further Term, after which he shall be ineligible for re-appointment to this role unless at least one Year has elapsed;
8. Kerri Baker shall serve as:
  - 8.1. Dean of Training until the day before the First Meeting Date after the AGM in 2027, and shall then be eligible for re-appointment to this role for one further Term, after which she shall be ineligible for re-appointment to this role unless at least one Year has elapsed, and
  - 8.2. Dean of Education until the day before the First Meeting Date after the AGM in 2026, and shall then be ineligible for re-appointment to this role, unless at least one Year has elapsed
9. Marion Slater shall serve as Dean of Education until the day before the First Meeting Date after the AGM in 2027, and shall then be eligible for re-appointment to this role for one further Term, after which she shall be ineligible for re-appointment to this role unless at least one Year has elapsed;
10. Matthew Thomas shall serve as Dean of Examinations until the day before the First Meeting Date after the AGM in 2026, and shall then be eligible for re-appointment to this role for one further Term, after which he shall be ineligible for re-appointment to this role unless at least one Year has elapsed;
11. Hamish Courtney shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be ineligible for re-election to this role, unless at least

one Year has elapsed;

12. Patricia Cantley shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be eligible for re-election to this role for one further Term;
13. Laura Clark shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be eligible for re-election to this role for one further Term;
14. Jane Wallace shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be eligible for re-election to this role for one further Term;
15. Neeraj Bhala shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be eligible for re-election to this role for one further Term;
16. Alison Falconer shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2026, and shall then be ineligible for re-election to this role, unless at least one Year has elapsed;
17. Catherine Labinjoh shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2026, and shall then be ineligible for re-election to this role, unless at least one Year has elapsed;
18. Hasnain Jafferbhoy shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2026, and shall then be eligible for re-election to this role for one further Term;
19. Soon Song shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2026, and shall then be eligible for re-election to this role for one further Term;
20. Sharan Ramakrishna shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2026, and shall then be eligible for re-election to this role for one further Term;
21. Arjune Sen shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2027, and shall then be ineligible for re-election to this role, unless at least one Year has elapsed;
22. Kevin O’Kane shall serve as a Regional Representative until the day before the First Meeting Date after the AGM in 2027, and shall then be ineligible for re-election to this role, unless at least one Year has elapsed;
23. Nicola Zammit shall serve until the day before the First Meeting Date after the AGM in 2027, and shall then be eligible for re-election to this role for one further Term;
24. Caroline Scally shall serve as a Recently Appointed Consultant Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be eligible for re-election to this role for one further Term;
25. Helen Liddicoat shall serve as a Recently Appointed Consultant Representative until the day before the First Meeting Date after the AGM in 2025, and shall then be eligible for re-election to this role for one further Term;

26. The terms of office of the Chair of the Lay Advisory Committee, the Representatives of the Trainees and Members' Committee, the Representatives of the Faculty of Public Health and the Faculty of Pharmaceutical Medicine shall be as determined by the relevant Committee or Faculty;
27. Deepak Dwarakanath, John Connell, Alan Craft and Elaine Tait shall demit office on the Effective Date
28. The term of office of the Chair of the Equality and Diversity Committee shall be as determined by Council
29. Any individual referred to in paragraphs 2 to 28 of this Annex shall, subject to Law 4.6 above, be eligible for election or appointment to any role on Council other than the role referred to in the paragraph relevant to the individual.