

Annual General Meeting 2022

Agenda

Thursday 1 December 2022, 18.30 to 20.00

Hybrid: in person at the RCoA, Churchill House, London and via webinar, with voting conducted online

- 1 To receive the attached Minutes of the Annual General Meeting held on 9 December 2021 (Paper 1)**
MOTION: That the Minutes be approved
- 2 To receive the attached Minutes of the Extraordinary General Meeting of 10 February 2022 (Paper 2)**
MOTION: That the Minutes be approved
- 3 To receive a presentation from the President on proposed changes to the College's governing documents, full versions of which are presented for information (Paper 3) followed by questions**
- 4 To approve the proposed changes to the College's governing documents**
MOTION: THAT, in accordance with the recommendation of the Board of Trustees, the Ordinances be amended in relation to '**Amplifying the membership voice**' as proposed in Paper 3 of the meeting papers, subject to and with effect from the approval of the Privy Council.
MOTION: THAT, in accordance with the recommendation of the Board of Trustees, the Charter and Ordinances be amended in relation to '**Compliance matters**' as proposed in Paper 3 of the meeting papers, subject to and with effect from the approval of the Privy Council.
MOTION: THAT, in accordance with the recommendation of the Board of Trustees, the Charter and Ordinances be amended in relation to '**Efficiency matters**' as proposed in Paper 3 of the meeting papers, subject to and with effect from the approval of the Privy Council.
MOTION: THAT, in accordance with the recommendation of the Board of Trustees, the Charter and Ordinances be amended in relation to '**Other clarifications**' as proposed in Paper 3 of the meeting papers, subject to and with effect from the approval of the Privy Council.
ADVISORY MOTION: THAT the Ordinances should be amended in relation to the composition of the Board of Trustees as proposed in Appendix 4 and Appendix 5 of Paper 3 of the meeting papers.
 - 1 Yes – Either Option A or Option B
 - 2 Yes – Option A (smaller board)
 - 3 Yes – Option B (larger board)
 - 4 No

MOTION: THAT, in accordance with the preference expressed by the membership in the previous vote, the Ordinances be amended in relation to 'Board of Trustees' Composition' as per [Option A/Option B] as shown in Appendix 4 and Appendix 5 of Paper 3 of the meeting papers, subject to and with effect from the approval of the Privy Council.

- 5 To receive the President's Statement on College activities
- 6 To receive a summary report on the finances for the year 2021/22 and to lay before the AGM the 2021/22 Annual Report and Accounts
rcoa.ac.uk/about-us/college-governance/annual-review-financial-statements
- 7 To approve the attached rates of subscriptions for the College, the Faculty of Pain Medicine and the Faculty of Intensive Care Medicine (Paper 4)
MOTION: That the resolution made by the Board of Trustees determining the rates of annual subscription from April 2023, in accordance with the provisions of Ordinance 4 be approved
- 8 To report and note the result of the December 2021 election to Council, for members who joined Council in March 2022
rcoa.ac.uk/news/election-rcoa-council-results-announced
- 9 Motions submitted to the Chief Executive Officer in advance of the meeting, by the notified deadline of 9 November 2022
None submitted.
- 10 Opportunity to ask questions of the College's leadership
- 11 Close of AGM

Paper 1

Annual General Meeting 2021

Minutes

Thursday 9 December 2021, 19.00 via webinar

- 1 To receive the attached Minutes of the Annual General Meeting held on 3 December 2020
MOTION AGREED: That the Minutes be approved
- 2 The President's Statement for 2021 was received and referenced the Annual Reports for 2019/20 and 2020/21 and the Annual Review for 2020
- 3 A summary report on the finances for the year 2019/2020 and 2020/21 was received, along with both the 2019/20 and 2020/21 Annual Report and Accounts of the College
- 4 To approve the attached rates of subscriptions for the College, the Faculty of Pain Medicine and the Faculty of Intensive Care Medicine (Paper 4)
MOTION AGREED: That the resolution made by the Board of Trustees on 10 February 2021 determining the rates of annual subscription for 2021/22 from April 2022, in accordance with the provisions of Ordinance 4 be approved
- 5 The results of the December 2020 ballot for the Election to Council were reported
- 6 Motions submitted to the Chief Executive Officer in advance of the meeting, by the notified deadline of 28 October 2021
None received
- 7 Opportunity to ask questions of the College's leadership
- 8 Close of AGM

Paper 2

Extraordinary General Meeting 2022 Minutes

Thursday 10 February 2022, 19.00 via webinar

1 Welcome and introductions

The President opened the meeting and welcomed participants

2 To discuss the findings and recommendations from the College's recent governance review

The President made a statement on behalf of the Trustees to outline the proposal to update amend the Charter and Ordinances of the College

The proposals included providing clearer separation in the roles of the Board of Trustees and the Council and bringing the College's governing documents into compliance with charity law. Proposals were also made to reduce the total number of Trustees and give a range of appropriate powers to members. The proposals were presented as a single motion

Attendees were invited to discuss the proposals before the motion was made

3 To approve the proposed changes to the College's governing documents, resulting from the College's governance review

MOTION: that the Charter and Ordinances be amended as proposed and adopted as the Charter and Ordinances of the College, in lieu of and to the exclusion of the existing Charter and Ordinances, subject to and with effect from the approval of the Privy Council.

For the proposal to pass, at least two thirds of those present needed to vote in favour. This meant there needed to be 101 'for' votes out of the 151 eligible voters present.

The votes were:

For: 83

Against: 47

Did not vote: 21

Therefore, the motion did not pass.

4 Close of EGM

Paper 3

Proposed changes to the Governing documents of the Royal College of Anaesthetists

This paper is accompanied by a series of appendices, as follows:

- [Appendix 1: Summary table of proposed amendments by theme](#)
- [Appendix 2: Proposed new Charter in full](#)
- [Appendix 3: Proposed new Ordinances in full](#)
- [Appendix 4: Board composition option A](#)
- [Appendix 5: Board composition option B](#)

Further information can be found on the College's website: www.rcoa.ac.uk/gov. These pages will be updated regularly, including in response to member queries, leading up to the AGM on 1st December 2022

Background

The Royal College of Anaesthetists as a charity

The College is a charity, regulated by the Charity Commission for England and Wales and the Scottish Charity Regulator. All charities have to set out what their charitable purposes are i.e. what they are trying to achieve. These purposes must benefit the public. A brief summary of the College's charitable purposes is:

- Advancing anaesthesia study and research, and disseminating the results of any such research
- Ensuring the highest possible standards in anaesthesia for the protection and benefit of the public
- Training in anaesthesia
- Educating the general public about anaesthesia

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

Charity law

Charity law is wide-ranging, covering all aspects of running a charity. For the purposes of this paper the most relevant elements are highlighted as follows:

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

Charity Commission guidance

The Commission's guidance is very wide-ranging, covering several detailed documents. The Commission has also been involved in the development of the Charity Governance Code. For the purposes of this paper the most relevant elements of the Charity Commission's guidance and Charity Governance Code are highlighted as follows:

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

2021-2022 Governance Review

Purpose and initial proposals

Beginning in January 2021, the College undertook an extensive governance review, supported by a qualified governance adviser working alongside lawyers specialising in charity law. As a part of that review, Trustees became aware of significant errors in the drafting of the College's governing documents and amendments that had been made over many years. As those issues affected the College's ability to comply with charity law, the Trustees brought to an Extraordinary General Meeting in February 2022 a single proposal comprising a series of amendments to amend the College's Charter and Ordinances.

The amendments were intended to provide clearer separation in the roles of the Board of Trustees and the Council, to bring the College's governing documents into alignment with charity law, to reduce the total number of Trustees from 29 to 15 and to give a range of new powers to members. These proposals were presented as a single motion: *that the Charter and Ordinances be amended as proposed and adopted as the Charter and Ordinances of the College, in lieu of and to the exclusion of the existing Charter and Ordinances, subject to and with effect from the approval of the Privy Council.* Despite achieving a majority of the votes cast, the required 'super-majority' of those present and eligible to vote was not attained, so the motion did not pass.

Mindful that a requirement to amend the governing documents still exists to ensure compliance with charity law, Trustees have overseen a period of review and engagement to address concerns expressed by the membership around the presentation, content and format of the vote in February 2022. This period of sustained engagement started in April 2022 and will continue until immediately before the AGM in December 2022 as Trustees are aware of the importance of member input and support for these proposals.

This paper sets out the principles behind the proposed changes, summarises the proposals and explains where more information can be found.

Governance proposals: AGM 2022

At AGM, members will be asked to review proposed amendments to the Charter and Ordinances of the College and to consider and approve a range of motions that will, in the view of the Trustees and subject to approval by the Privy Council, improve the way in which the College is governed.

The motions themselves are contained in the agenda to this meeting. A detailed list of proposals broken down by theme (and mapped to the motions) can be found at the bottom of this paper as [Appendix 1](#).

A clean copy of the amended **Charter and Ordinances** containing all the updates described in [Appendix 1](#) are included as [Appendix 2](#) and [Appendix 3](#). The two alternative proposals for the **trustee board composition** proposed in these motions is included as [Appendix 4](#) and [Appendix 5](#)

To further support consideration by members, this paper is accompanied by a further Schedule which provides the same background information as Appendix 1 but in a different format, to help members access the information being provided in the manner that most suits them.

In addition to the Appendices, the College's website governance pages will be updated with key information to support member engagement with the AGM. Please see www.rcoa.ac.uk/gov for more information.

Proposed Amendments to the Charter & Ordinances

The starting point for the proposed amendments has been the set of amendments approved by the Board of Trustees and proposed to members at the EGM in February 2022 as these amendments were approved by a majority of members at that meeting.

Changes have been made to the February proposals to reflect the consultation exercise carried out with members since the February EGM, as well as further discussions on governance with the Board of Trustees and the Governance Steering Group.

The most substantial change made by Trustees in light of member feedback has been to split the original proposals into five themed categories which can be considered and voted upon separately and independently of each other at AGM.

Brief summary of amendments by theme:

a. **Amplifying the membership voice**

These are amendments which represent good practice in promoting effective engagement with the membership and good governance more generally. The overall purpose is to amplify the membership's rights and voice in the College's governance.

b. **Compliance matters**

These are amendments which need to be made in order for the Charter and Ordinances to be compliant with charity law and consistent both internally and with the College's established practices. This includes both significant issues such as the lack of clarity on charity trustee status, and more minor issues such as incorrect cross-referencing or use of definitions.

c. **Efficiency**

These amendments comprise mainly modernising provisions. They are not essential for the purposes of compliance, but they will lead to greater efficiency within the governing bodies of Trustees and Council.

d. **Other clarifications**

These amendments are aimed primarily at clarity, openness and inclusivity. While not essential for the College to be legally compliant, they should assist in ensuring that the Charter and Ordinances are more readily accessible. This includes some minor points such as correcting typos, simplifying some text and inserting new headings.

e. **Board size and composition**

These amendments relate solely to one area: whether and how to update the size and composition of the Board of Trustees.

Recommendation

The proposals arising from the College's governance review are the result of almost two years' engagement with members, alongside research, analysis and consideration by the Governance Review Group and the Board of Trustees. The proposals have been developed with the support of the College's external governance adviser, and follow advice from the College's solicitors.

The Trustees recommend that the membership vote to accept motions 4a, 4b, 4c and 4d. Trustees also recommend both models of board composition to the membership, and request that those attending and voting at the December 2022 AGM vote to first express their preference for one of the models and then to confirm that option as an amendment to the Ordinances.

Decisions made at the December 2022 AGM will form the basis of an updated Charter and Ordinances and will be presented to the Privy Council for ratification whereupon they will be adopted by the College.

APPENDIX 1: SUMMARY TABLE OF PROPOSED AMENDMENTS BY THEME

(A) Compliance Matters

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

ORDINANCES			
8.	Definitions amended to reflect proposed changes to Ordinances including new definitions of anaesthesia (to reflect that in the Charter), Board of Trustees, Charity Trustee, Council. Definition of "critical care, pain medicine and perioperative medicine" amended to reflect order set out in definition of "anaesthesia".	Ordinance 1.1	Ordinance 1.1
9.	References to defined words amended where necessary, e.g. "Member" amended to "member", references to anaesthesia and critical care	Throughout	Throughout
10.	List of membership categories has been amended to include new categories in order to reflect the current situation. <ul style="list-style-type: none"> • "Member" category has been amended to refer to those who have "undertaken" rather than "completed" training • Additional wording has been inserted to reflect new categories of Fellows in Training, Anaesthetists in Training, International Affiliates and the Senior Fellows and Members Club. • Wording amended to reflect new definitions of anaesthesia, perioperative medicine etc. <p>Ordinances 2.5 and 2.11 required consequential amendments to reflect the rights, privileges and obligations of the new member categories.</p>	Ordinance 2	Ordinance 2
11.	Appointment Process for members remains split between the Ordinances and Regulations, and additional clauses 2.2 and 2.3 confirm this interaction.	Absent	Ordinance 2.2 and 2.3
12.	Consequential amendments to reflect rights of specific membership categories to stand for election to Council and to vote in such elections (including reference to AiTs, FiTs and SFMC)	Ordinance 3.3	Ordinance 2.7
13.	Trustees (as the charity trustees of the College) have responsibility to prescribe membership fees subject to approval of members in a general meeting (instead of Council as is currently the case)	Ordinance 4	Ordinance 2.9
14.	Reference to Register of Fellows amended to "Register of members" to reflect legal requirements and to reflect new definitions of anaesthesia, perioperative medicine etc	Ordinance 4(a)	Ordinance 2.10
15.	Board of Trustees (rather than Council) has power to establish a disciplinary committee	Ordinance 8.2	Ordinance 4.1

16.	Power for Trustees (as those responsible for the management of the College as its charity trustees) to call General Meetings (both Annual General Meetings and Extraordinary General Meetings); previously Council had this power.	Absent	Ordinance 5
17.	Provisions inserted to allow for adjournment of a General Meeting in the event of a quorum not being present	Absent	Ordinance 5.10
18.	Virtual / Hybrid Meetings explicitly permitted	Absent	Ordinance 5.11
19.	Clarification that every eligible voting member has only one vote	Absent	Ordinance 6.1
20.	Clarification that generally a simple majority of eligible voting members voting in favour is required for a resolution to be passed (provision was previously missing). Exclusions to this rule requiring a 2/3 majority explicitly stated as: resolutions to change the Charter and Ordinances and resolution to wind up the charity.	Absent	Ordinance 6.2 and 6.3
21.	Clarification of role of Board of Trustees as responsible for management of College due to charity trustee status	Ordinance 5.1	Ordinance 7.1
22.	Provisions allowing Board of Trustees to function if the number of Trustees falls below a minimum.	Absent	Ordinance 7.3
23.	New provision setting out process for appointment / election of Trustees to be included in Regulations.	Absent	Ordinance 7.4
24.	Board of Trustees Terms of Office clarified	Absent	Ordinances 8 and 9
25.	Provisions included allowing for the removal of Trustees (removal does not affect the role on Council)	Absent	Ordinance 9.1
26.	Inserted provision clarifying that removal of Trustee from office does not affect their role on Council (if any)	Absent	Ordinance 9.4
27.	Meetings of the board of trustees may be requested by 50% of the members of the board (previously 8 members, but amended to reflect possible alternative board compositions)	Ordinance 5.4(1)	Ordinance 10.1
28.	Provisions inserted for the management of Conflicts of Interest by Trustees	Absent	Ordinance 10.3
29.	Inserted provisions confirming trustees take decisions by simple majority voting	Absent	Ordinance 10.4
30.	Inserted provisions confirming each trustee has one vote	Absent	Ordinance 10.5
31.	Saving provisions inserted to allow trustee decisions to be valid in certain circumstances	Absent	Ordinance 10.7

32.	Express statement that Board of Trustees, as the charity trustees, have all the powers of the College and that the Council operates under delegated power from the Board of Trustees (they are not trustees themselves)	Ordinances 5.1 and 5.5	Ordinance 11 and 13.1
33.	Raising of Money – wording removed as no longer compliant with current law	Ordinance 12	Deleted
34.	Inserted new investment powers provisions to update previous provisions and to reflect modern standard text and align with Charities Act	Ordinance 11	Ordinance 12
35.	Provisions inserted to clarify the role and remit of Council	Absent	Ordinance 13.1
36.	Terms of Office on Council clarified as starting on the date stated in Regulations given there are different dates of commencement for President / Vice President, Chair and general Council members Certain provisions regarding terms of office deleted	Ordinance 5.2	Ordinance 14.5
37.	Clarified that the President and Vice-President remain in office until the Council meeting in March following their demission from office. This ensures there are no vacancies on Council for the intervening period	Ordinance 5.2	Ordinance 15.4
38.	Terms of Office (start and end) on Council and Board of Trustees clarified so clear that the terms are linked. Reference to "Fixed Day" removed	Ordinance 5.2	Ordinances 7.2, 8, 9, 14 and 15
39.	Broken terms of office for President and Vice President clarified	Absent (unclear whether Ordinance 5.2(1) applies due to Ordinance 5.(5))	Ordinance 15.5
40.	Inserted provision that a President or Vice President may not be re-elected once they have served a full term (broken terms are permissible)	Absent	Ordinance 15.5
41.	Inserted provisions allowing for the removal / resignation of Council Members	Absent	Ordinance 17.1
42.	Removal of superfluous words "if accepted" in relation to resignation from Council	Regulations Part 4(3)(2)	Ordinance 17.1
43.	Provisions dealing with conduct of meetings of Board of Trustees and Council have been separated and amended accordingly	Ordinance 5.4	Ordinances 10 and 18
44.	Reference to "officers" removed as no longer applicable	Ordinance 5.5	Deleted term with consequential amendments to

			new Ordinances 19 and 21.
45.	Lower Boards - provisions amended so it is clear how delegation operates in practice and that Board of Trustees remains responsible for all actions of lower boards, committees and Council, given they are the charity trustees of the College	Ordinance 5.5	Ordinance 21
46.	Faculties - wording clarified so reflects current practice	Ordinance 7	Ordinance 20
47.	Inserted provisions clarifying Chairs of boards (including Treasurer) are appointed by a process set out in the Regulations	Absent	Ordinance 21.3
48.	Wording amended to provide that the Trustees are responsible for making and amending Regulations (see also Charter above) Note that membership approval is still needed for any changes to election fees, admission fees and subscriptions.	Ordinance 5.6	Ordinance 22 (consequential amendments throughout)
49.	Provisions amended to align with current practice that the Chair of the Finance board is the sole Treasurer of the College	Ordinance 6.3	Ordinance 23.1
50.	Record-Keeping and Accounts - inserted provisions to align with current law	Absent	Ordinance 23
51.	Common Seal provisions clarifying only the Trustees (as charity trustees of the College) are able to use the seal	Ordinance 13	Ordinance 25
52.	Amendments to the Charter / Ordinances may be proposed by Trustees given they are charity trustees	Absent	Ordinance 26

(B) Amplifying the Membership Voice

No.		Original Provision	New Provision
ORDINANCES			
1.	Members may submit a motion for consideration at EGM/AGM Currently members may only submit a motion at the AGM, and only for discussion, not for voting	Ordinance 9.8	Ordinance 5.5 and 5.8
2.	Issues on which votes are binding has been expanded	Ordinance 9.10	Ordinance 6.11
3.	Inserted provisions allowing for removal of Trustee by vote of members	Absent	Ordinance 9.1.8 and 9.2-9.3

No.		Original Provision	New Provision
4.	Inserted provisions allowing removal of Council Members by members (subject to certain restrictions)	Absent	Ordinance 17.1.5 and 17.2-17.3
5.	Inserted provision providing that the Board of Trustees must seek Council's advice to any proposed amendment to the Regulations by the Trustees	Absent	Ordinance 22.2
6.	Inserted provisions dealing with Communications with members	Absent	Ordinance 24
7.	Amendments to the Charter / Ordinances may be proposed by members	Absent	Ordinance 26

(C) Board Size and Composition

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

(D) Efficiency

No.		Original Provision	New Provision
CHARTER			
1.	Paragraphs 12 and 13 set out the requirements for how amendments to the Charter and Ordinances can be made. The requirement for 2/3 of members "present and eligible to vote" voting in favour is amended to "eligible to vote and voting either in person or by proxy"	Para 12 and 13	Para 12 and 13
ORDINANCES			
2.	Wording of provisions dealing with disciplinary hearings clarified - Council members will make up the committee and remain responsible for terminating membership following disciplinary hearings	Ordinance 4	Ordinance 4
3.	Removal of provisions excluding Council members from counting towards the quorum for EGM / AGM (Council members now included in quorum)	Ordinance 9.6	Ordinance 5.9
4.	Allowed for President to have the Casting Vote (previously absent)	Absent	Ordinance 6.4

No.		Original Provision	New Provision
5.	Inserted standard provision clarifying that once a vote has been taken, the declaration by the Chair of the result of that vote and whether or not the motion is passed is conclusive proof of that fact.	Absent	Ordinance 6.5
6.	Inserted provisions allowing proxy voting on any resolution of the Trustees' choosing	Absent	Ordinance 6.6-6.10 Consequential amendments to Ordinances 6.3, 9.1.8, 17.2.5
7.	Inserted provision allowing for conduct of General Meetings to be prescribed by Regulations where the Ordinances are silent (saving provision)	Absent	Ordinance 6.12
8.	Inserted provisions allowing removal of Trustees from office by resolution of the Board of Trustees	Absent	Ordinance 9.1.7
9.	Quorum for Trustees reduced to 50% rather than 2/3, as is currently the case	Ordinance 5.4(2)	Ordinance 10.2
10.	President (or Chair of the meeting of the Board of Trustees) has casting vote in the event of a tie	Absent	Ordinance 10.5
11.	Written Resolutions for Trustees moved from the Regulations to the Ordinances	Previously absent then included in Regulations	Ordinance 10.6
12.	Details relating to the size and composition of Council removed to the Regulations, allowing this to be more easily amended in the future	Ordinance 5.1	Ordinance 13
13.	Details of process of elections to Council to be removed to the Regulations to prevent Ordinances being overwhelmed in detail and to allow provisions to be more easily amended in the future should the process need to be changed	Ordinance 5.2	Ordinance 14
14.	Superfluous provisions regarding Co-Opted Members of Council removed (process of appointment to be placed in Regulations); clarified they can be appointed for such periods as Council may determine (not restricted to periods of less than one year as is currently the case) and appointments to be made in accordance with Regulations Provisions on voting remain unchanged	Ordinance 5.3	Ordinance 16
15.	Inserted provisions allowing for removal of Council Member by Board of Trustees (power related to a single Council Member in certain circumstances and not the entire Council)	Absent	Ordinance 17.1
16.	Inserted wording allowing vote by members to amend Charter and Ordinances to be either in person or by proxy. Wording reflects amended wording in Charter (paragraphs 12 and 13)	Absent	Ordinance 26.4

No.		Original Provision	New Provision
17.	Removed restriction that only a Fellow can nominate a member for election to Council.	Ordinance 5.2(8)	Process removed to Regulations and this will be deleted

(E) Other Clarifications

No.		Original Provision	New Provision
CHARTER			
1.	General amendments to improve punctuation and correct typos, headings inserted and definitions clarified	Throughout	Throughout
2.	Amended references to the Queen and Queen in Council to take into account recent passing of Her Majesty Queen Elizabeth II and accession of King Charles III	Throughout	Throughout
ORDINANCES			
3.	Amended punctuation, typos and wording for clarity, transparency and accessibility, including deletions and insertions of wording for clarity, and use of new definitions and references where required (eg to "perioperative medicine")	Throughout	Throughout
4.	Headings inserted to clarify provisions	Throughout	Throughout
5.	Cross-references amended throughout to allow for internal consistency	Throughout	Throughout
6.	List of membership categories amended to remove wording referring to "Fellows admitted without examination" in order to reflect the current situation.	Ordinance 2	Ordinance 2
7.	Wording of membership categories clarified and re-numbered	Ordinance 2	Ordinance 2
8.	Deletion of wording requiring notices of members' meetings to be sent only to those members who have addresses in the British Isles	Ordinance 9.4	Ordinance 5.1
9.	Wording in relation to members requisitioning a General Meeting amended for clarity and accessibility	Ordinance 9.3	Ord 5.7
10.	Clarified provisions for election of trainee Council members	Ordinance 5.2	Ordinance 14
11.	Terms of Office on Council clarified as being six years with a second term of four years, with the exception of the President and Vice-Presidents, whose terms are separate and Anaesthetists in Training and Fellows in Training (see below)	Ordinance 5.2	Ordinance 14.2

No.		Original Provision	New Provision
12.	Clarified Term of Office on Council for Anaesthetists in Training and Fellows in Training is four years, with no second term (absent in current Ordinances)	Ordinance 5.2(2)	Ordinance 14.3
13.	Clarified maximum term of office of 10 years for most Elected Council Members	Ordinance 5.2(1)	Ordinance 14.4
14.	Reference to "Prescribed Seniority" in tied elections removed as no longer applicable	Ordinance 5.2(10)	Deleted
15.	Inserted provision allowing for elected Council Members to be re-elected after a break of one year	Absent	Ordinance 14.2
16.	Clarified process of election of President / Vice President is set out in Regulations. No change is proposed to the current practice of Council re-electing the President and Vice-Presidents annually nor to the terms of office for the President or Vice-Presidents.	Ordinances 5.2(5), 6.1 and 6.2	Ordinances 15.1 and 15.2
17.	Provisions relating to record-keeping and accounts inserted, allowing members to inspect records and confirming what records must be kept	Absent	Ordinance 23

CHARTER OF THE ROYAL COLLEGE OF ANAESTHETISTS

Foreword

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

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

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

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

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

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

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

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

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

- (3) (1) The objects for which the College is incorporated shall be to:
- a advance promote and carry on study and research into anaesthesia and related subjects and to disseminate the useful results of any such research;
 - b educate medical and other appropriately qualified healthcare practitioners to maintain the highest possible standards of professional competence in the practice of anaesthesia for the protection and benefit of the public;
 - c further instruction and training in anaesthesia both in the United Kingdom and overseas; and
 - d educate the general public in all matters relating to anaesthesia.
- (2) For the purpose of attaining the aforesaid objects the College shall have power to do any lawful thing and, without prejudice to the generality of the foregoing, shall have power:
- a to conduct examinations and award Certificates and Diplomas in anaesthesia and related subjects, provide, establish and maintain offices, examination halls, lecture rooms, libraries and museums, with all requisite equipment, establish lectureships in anaesthesia and related subjects and award prizes and scholarships: Provided that no Certificate, Diploma or other like award issued by the College are contained in any statement expressing or implying that it is granted by or under the authority of any department or authority of Our Government;
 - b to maintain a Register of members;
 - c to disseminate information on all matters affecting anaesthesia and related subjects, and establish, print, publish, issue and circulate such papers, results of study and research, journals, magazines, books, periodicals and publications and hold such meetings, conferences, congresses, seminars and instructional courses as shall be necessary to attain the objects or in any way be beneficial to the work of the College;
 - d to acquire, own, construct, provide, maintain, manage, repair and dispose of any real or other property subject to the restrictions, if any, imposed by the Charities Act;
 - e to solicit, receive, accept and administer donations, grants, endowments, gifts, legacies and loans of any property whatsoever and whether subject to any trusts or conditions or not;
 - f to invest any monies in the hands of the College and available for investment in accordance with the Ordinances;
 - g to borrow and raise money in any manner subject to the taking of professional financial advice and the restrictions if any imposed by the Charities Act;
 - h to pay, apply or use any monies or assets of the College for any charitable purposes which in the opinion of the Trustees may tend to promote all or any of the objects of the College and either to do so directly or to pay or transfer any such money or assets to some other trust or person (whether an individual or corporation) to be applied in the above manner; and
 - i to set standards for the provision of high-quality anaesthetic services for the benefit of patients.
- (4) (1) The income and property of the College shall be applied solely towards the promotion of the objects, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the College, provided that nothing herein shall prevent a member, who is not a Trustee, receiving:
- a a benefit as a beneficiary of the College; or
 - b reasonable and proper remuneration for any goods or services supplied to the

College.

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

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

(3) A Trustee may:

- a receive a benefit as a beneficiary of the College;
- b participate in the normal trading and fundraising activities of the College on the same terms as members of the public;
- c receive reimbursement of reasonable out-of-pocket expenses incurred when acting on behalf of the College;
- d benefit from trustee indemnity insurance cover purchased at the College's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- e receive interest at a reasonable and proper rate on money lent to the College;
- f enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011;
- g subject to Article (4)(4) below, receive payment for the supply of goods that are not supplied in connection with services provided to the College; and
- h receive rent for premises let by the Trustee to the College, provided that the amount of rent is reasonable and proper.

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

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

g a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article (4)(3).

- (5) There shall be the following classes of members of the College, namely:
 - i Fellows of the College;
 - ii Members of the College; and
 - iii Such other classes of membership as the Ordinances of the College for the time being in force may prescribe.
- (6) The qualifications for admission to each class of membership and the rights, privileges and obligations (including the payment of fees and subscriptions) of the members thereof and all matters relating to disqualification for, and resignation or expulsion from, such membership shall be regulated by and in accordance with the Ordinances and Regulations.
- (7) There shall be a President and at least two Vice-Presidents of the College and the qualifications for, and tenure of, those offices and method of election shall be regulated by the Ordinances and Regulations.
- (8) There shall be a Board of Trustees and Council of the College and, subject to the provisions of this Our Charter, the Board of Trustees shall exercise all the powers of the College as described in the Ordinances and Regulations, save to the extent that this Our Charter and the Ordinances otherwise provide.
- (9) Subject to the provisions of this Our Charter, the constitution of the Board of Trustees and the Council, their powers and duties, the manner of appointment or election and period of office of their members, the manner of filling vacancies in their membership, the conduct of their meetings and affairs and all other matters relating to the Board of Trustees and the Council shall be as prescribed by or under the Ordinances and Regulations.
- (10) The College may institute, establish and close such faculties in the College (forming administrative parts of the College) as the Board of Trustees may think fit and determine and may combine and cooperate with any other body in the establishment of a joint faculty of the College and such other body.
- (11) The Board of Trustees shall have the custody and sole use of the Common Seal of the College and arrangements for its safe keeping and manner of authentication shall be as regulated by the Ordinances.
- (12) The Ordinances shall regulate and prescribe all matters and affairs of the College by this Our Charter directed or authorised to be regulated by the Ordinances and all other matters which consistently with this Our Charter the Board of Trustees may deem useful or necessary to regulate by Ordinances. Any of the Ordinances may from time to time be revoked, amended or added to by resolution passed by a majority of not less than two-thirds of the members present, eligible to vote and voting either in person or by proxy at a General Meeting of the College or at an Extraordinary General Meeting specially convened for that purpose, provided that no new Ordinances and no such revocation, amendments or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or shall take effect until the same shall have been approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.
- (13) The College may revoke, amend or add to any of the provisions of this Our Charter by resolution passed by a majority of not less than two-thirds of the members present, eligible to vote and voting either in person or by proxy at a General Meeting or at an Extraordinary General Meeting duly convened for that purpose and any such revocation, amendment or addition shall when approved by us, Our Heirs or Successors in Council become effectual so that this our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered, amended, or added to in the above matter, provided that no such revocation, amendment or addition shall be made which shall cause the College to cease to be a charity in law.

- (14) It shall be lawful for the College at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the College in such manner as shall be directed by such Extraordinary General Meeting or in default of such direction as the Board of Trustees shall think expedient having due regard to the liabilities of the College for the time being. If upon the winding up or dissolution of the College there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid or distributed amongst the members of the College or any of them but shall, subject to any special trusts affecting it, be given and transferred to some other charitable institution or institutions having objects similar to the objects of the College to be determined by the College in General Meeting at or before the time of dissolution.
- (15) Lastly, We do hereby for Us, our Heirs and Successors grant that these Our Letters shall be in all things good, firm, valid, sufficient and effectual in law notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken, construed and adjudged in the most favourable and beneficial sense and to the best advantage of and for the College as well in Our Courts of Record as elsewhere any recital, mis-recital, uncertainty or imperfection whatsoever notwithstanding.

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

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

LEGG

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

ORDINANCES OF THE ROYAL COLLEGE OF ANAESTHETISTS

1. INTERPRETATION AND DEFINITIONS

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

'Affiliate' means an Affiliate of the College.

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

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

'board' means a body established by the Board of Trustees in accordance with Ordinance 11, with delegated strategic responsibility for a specific area of governance.

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

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

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

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

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

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

'College' means the Royal College of Anaesthetists.

'committee' means a body that is established by the Board of Trustees or Council, in accordance with Ordinance 11 and 21.

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

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

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

'Designated Resolution' has the meaning in Ordinance 6.6.

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

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

'Fellow' means a Fellow of the College.

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

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

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

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

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

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

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

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

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

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

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

'Register of members' means the register of College members.

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

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

'Trustee(s)' means a member of the Board of Trustees with legal responsibility for the general control, government and management of the administration of the College, its property and affairs.

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

'website' means the official website of the College.

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

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

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

MEMBERSHIP OF THE COLLEGE

2. Categories of Membership of the College

- 2.1 The following shall be members of the College:
- 2.1.1 Fellows, including
 - (a) Fellows admitted by examination; and
 - (b) Fellows *ad eundem*;
 - 2.1.2 Associate Fellows;
 - 2.1.3 Honorary Fellows;
 - 2.1.4 Fellows in Training;
 - 2.1.5 Members;
 - 2.1.6 Associate Members;
 - 2.1.7 Anaesthetists in Training;
 - 2.1.8 Affiliates;
 - 2.1.9 International Affiliates
 - 2.1.10 Medical Students;
 - 2.1.11 Foundation Year Doctors; and
 - 2.1.12 Senior Fellows and Members Club.
- 2.2 The eligibility requirements of and admissions process for each of the above categories of membership shall be set out in the Regulations.
- 2.3 The Regulations may also set out the rights, privileges and obligations associated with, and the level of subscription fees due from, each category of membership.
- 2.4 Subject to such further provision as may be made in Regulations:
- (a) **Fellows** shall be such persons as are:
 - (i) admitted by Examination; or
 - (ii) practising anaesthesia, perioperative medicine, critical care or pain medicine in the United Kingdom and admitted *ad eundem*.
 - (b) **Associate Fellows** shall be such registered medical practitioners practising anaesthesia, perioperative medicine, critical care or pain medicine as are admitted to associate fellowship in accordance with Regulations.
 - (c) **Honorary Fellows** may be distinguished persons who shall enjoy such rights and privileges as may be specified from time to time in Regulations, provided that they shall not by virtue of such honorary fellowship hold themselves out as qualified to practise medicine or anaesthesia, perioperative medicine, critical care or pain medicine. Honorary Fellows shall not be subject to the disciplinary procedures of the College, but their status as Honorary Fellows may be rescinded by the Council.
 - (d) **Fellows in Training** shall be medical doctors registered with the GMC and enrolled in an officially recognised training programme in the UK, who have obtained the final FRCA examination.

- (e) **Members** shall be registered medical practitioners who are, at the time of application, Associate Members or have undertaken training in the United Kingdom in accordance with requirements specified in Regulations, and have passed the relevant examination of the College or such other examination as may be specified from time to time in Regulations.
- (f) **Associate Members** shall be registered medical practitioners practising anaesthesia, perioperative medicine, critical care or pain medicine as are admitted to associate membership in accordance with Regulations.
- (g) **Anaesthetists in Training** shall be medical doctors registered with the GMC and enrolled in an officially recognised training programme in the UK, whose parent specialty includes anaesthesia, and who have not yet obtained the final FRCA examination.
- (h) **Affiliates** shall be such persons, not being registered medical practitioners in anaesthesia, perioperative medicine, critical care or pain medicine but those being involved in or with an interest in the development or delivery of anaesthesia, perioperative medicine, critical care or pain medicine, as may be admitted to this category of membership in accordance with Regulations.
- (i) **International Affiliates** shall be medical practitioners who are registered and residing outside of the UK, working in anaesthesia, perioperative medicine, critical care or pain medicine, and who have not passed any of the examinations of the College or such other examinations as may be specified from time to time in Regulations and so do not fall within any other category of membership.
- (j) **Medical Students** shall be such persons, not being registered medical practitioners, but currently studying a medical or health related degree as may be admitted to this category of membership in accordance with Regulations.
- (k) **Foundation Year Doctors** shall be registered medical practitioners with an interest in pursuing a career in anaesthesia, perioperative medicine, critical care or pain medicine as are admitted to Foundation membership in accordance with Regulations.
- (l) **Senior Fellows and Members Club** shall be those Fellows and Members of the College who are no longer practising anaesthesia, perioperative medicine, critical care or pain medicine.

Rights and Privileges and Obligations of Membership

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

- (a) the Royal College of Anaesthetists;

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

2.6 The following post-nominal letters may be used:

Royal College of Anaesthetists
Fellow: 'FRCA'
Member: 'MRCA'

Faculty of Pain Medicine of the Royal College of Anaesthetists
Fellow: 'FFPMRCA'
Diplomate Fellow: 'DFPMRCA'
Member: 'MFFPMRCA'

Faculty of Intensive Care Medicine
Fellow: 'FFICM'
Member: 'MFICM'

- 2.7 Subject to the Regulations, Fellows and Members of the Royal College of Anaesthetists shall be entitled to stand for election to the Council, and Fellows, Associate Fellows, Members, Associate Members and the Senior Fellows and Members Club shall be entitled to vote in elections to the Council. Fellows in Training and Anaesthetists in Training shall be entitled to stand for the position of trainee Council Member and to vote in such elections.
- 2.8 Regulations may from time to time confer other rights and privileges, other than the right to use titles or post-nominal letters, on any category of membership of the College.

Fees and Subscriptions

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

Registers

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

Diplomas

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

3. Termination of Membership and Rescission of Diplomas

- 3.1 The Council shall have power to terminate the membership of any member:
- (a) if they are convicted of any criminal offence;
 - (b) if they have their name erased from the Medical Register by the General Medical Council under section 36 of the Medical Act 1983 (or any statutory re-enactment or modification thereof);
 - (c) if a Receiving Order is made against them or they make any composition with their creditors; or
 - (d) if at any time the Council, after due enquiry in accordance with the disciplinary proceedings set out in Ordinance 4, shall resolve that the interests of the College so require.

4. Disciplinary Proceedings

- 4.1 The procedure for disciplinary proceedings shall be as follows:
- (a) the Board of Trustees shall establish a disciplinary committee in accordance with Ordinance 11 comprising three members of Council to include the President or one of the Vice-Presidents;

- (b) the Regulations shall include provisions for the investigation, hearing and resolution of any complaint against a member;
 - (c) the Board of Trustees shall give to the member concerned not less than twenty-one days' notice of the date, time and place for the hearing accompanied by written details of the allegations against them and they shall be informed that they will (if they so desire) be given an opportunity of stating their case and defending themselves before the disciplinary committee and that they may cross-examine and call witnesses and that they may be represented at such a hearing;
 - (d) if the disciplinary committee at or following that hearing shall determine that a motion be placed before Council that membership shall be terminated in the interests of the College the member shall be notified in writing that they are entitled to appeal to the Council within twenty-one days;
 - (e) any appeal to the Council shall be heard by the Council following the same procedure for the appeal as laid down in sub-paragraph (c) above.
- 4.2 Any member whose membership has been terminated under Ordinance 4.1 may only be reinstated by a resolution of the Council.
- 4.3 If any person holds a Diploma (other than a Diploma in Veterinary Anaesthesia) and shall have obtained the Diploma by any fraud or false statement and a hearing has been afforded to such person in accordance with the relevant provisions in Ordinance 4.1, the Council may by resolution rescind and declare void the Diploma. The Diploma shall then become the property of the College and shall on demand be delivered up to the College and such person shall forfeit all and any of their rights and privileges as a holder of the Diploma.
- 4.4 Any person whose Diploma shall have been rescinded and declared void under Ordinance 4.3 may only have their Diploma restored to them upon a resolution of the Council revoking the resolution passed under Ordinance 4.3. The person shall, subject to such conditions as the Council may in the particular case see fit to impose, be restored to their rights and privileges as a holder of the Diploma.

GENERAL MEETINGS

5 Meetings of members

Notices

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

Annual General Meetings

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

Extraordinary General Meetings

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

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

- 5.8 A member wishing to submit a motion at an Extraordinary General Meeting may do so provided:
- (a) written notice of the motion is received at the principal office of the College by such date as specified in the Regulations; and
 - (b) the written notice sets out the terms of the proposed motion and includes the names and membership numbers of not less than 0.75% of voting members who support the motion.

Quorum

- 5.9 The quorum for the transaction of business at a General Meeting of members shall be twenty. The Chair shall be taken by the President or in their absence a Vice-President selected by the members present at the General Meeting or if neither the President nor any Vice-President is present then by the most senior elected Council Member on the Board of Trustees present. The Chair may with the consent of the members and shall if so directed by the members adjourn the General Meeting from time to time and from place to place.
- 5.10 If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened upon the requisition of members, shall be dissolved, but if not so convened it shall be adjourned to the same day in the next week at the same time and place, and if at such adjourned General Meeting a quorum is not present, any five members who are personally present shall be a quorum and may transact the business for which the General Meeting was called.

Conduct of General Meetings

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

6 Voting at General Meetings

- 6.1 A resolution put to the vote at a General Meeting shall be decided on a show of

hands of every eligible voting member present in person or by proxy. Every such member has one vote.

- 6.2 Except for those matters set out in Ordinance 6.3 a resolution at a General Meeting of members shall be decided by a simple majority of the votes cast by eligible voting members either in person or by proxy.
- 6.3 Subject to the Charter and these Ordinances, the following matters shall be decided by a majority of two-thirds of voting members casting a vote either in person or by proxy in accordance with the provisions of this Ordinance 6:
 - (a) any proposal to amend the Charter or petition for a new or Supplemental Charter in accordance with Article 13 of the Charter;
 - (b) any proposal to alter these Ordinances in accordance with Article 12 of the Charter; and
 - (c) any proposal to wind up the College in accordance with Article 14 of the Charter.
- 6.4 In the case of an equality of votes, the President, or in their absence the Chair, shall be entitled to a second or casting vote.
- 6.5 At any General Meeting, a declaration by the Chair that a resolution has been carried, or carried by a particular majority, or lost, and an entry to that effect in the book of proceedings of the College, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy Voting

- 6.6 The Board of Trustees may direct that, in respect of a specific resolution proposed for consideration at a General Meeting (a "Designated Resolution"), those members entitled to vote in person on that resolution can elect to appoint another person as their proxy to exercise their right to vote on that Designated Resolution. No amendment shall be made at a General Meeting to a Designated Resolution as set out in the notice calling that General Meeting.

- 6.7 An instrument appointing a proxy shall be in such form as the Board of Trustees shall prescribe for the General Meeting. An instrument appointing a proxy must be received by the College not less than 48 hours before the time appointed for holding the General Meeting or adjourned General Meeting as the case may be. Any instrument which is in default of the provisions of this Ordinance is invalid.
- 6.8 A proxy is not entitled to speak on her or his appointor's behalf in respect of the Designated Resolution which is the subject of the proxy notice.
- 6.9 An appointment under a proxy notice may be revoked by delivering to the College a notice given by the member by whom the proxy notice was given. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned General Meeting to which it relates.
- 6.10 A member of the College who is entitled to vote on the Designated Resolution at the General Meeting or any adjournment of it, remains so entitled, even though a valid proxy notice has been delivered to the College by that member. If such a member attends the General Meeting in person, their proxy appointment shall be automatically terminated.
- 6.11 Any motions passed at a General Meeting are advisory unless they relate to:
- (a) any matters set out in Ordinance 6.3;
 - (b) any motion to remove a Trustee under Ordinance 9.1.8;
 - (c) any motion to remove a Council Member under Ordinance 17.1.5;
 - (d) any matters concerning the level of annual subscription; or
 - (e) such other matter as the Trustees may from time to time determine,
- 6.12 Where these Ordinances make no specific provision, the method of conducting business at any General Meetings may be prescribed in the Regulations.

THE BOARD OF TRUSTEES

7 Composition of the Board of Trustees

7.1 In accordance with the Charter the management of the business affairs of the College as set out in the Regulations shall be vested in the Board of Trustees.

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

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

- (a) filling any vacancies by appointing one or more Trustees to hold office until the next General Meeting; and/or
- (b) calling a General Meeting.

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

8 Terms of Office

8.1 A Trustee shall hold office:

8.1.1 in the case of an ex-officio Trustee, for such period of time as their respective term of office continues;

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

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

8.2 No Trustee shall serve on the Board of Trustees for longer than a maximum continuous period of six years, provided that any period of time as an ex officio Trustee shall not be counted.

9 Resignation and removal of Trustees

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

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

College;

- 9.1.2 being an ex-officio Trustee, cease to hold the relevant office;
 - 9.1.3 are disqualified under the Charities Act from acting as a Charity Trustee;
 - 9.1.4 resign by written notice to the Board of Trustees;
 - 9.1.5 are absent from three consecutive meetings of the Board of Trustees and are removed from office by a resolution of the Board of Trustees approved by not less than two-thirds of those present and voting;
 - 9.1.6 are incapable, whether mentally or physically, of managing their own affairs;
 - 9.1.7 are removed by a resolution of the Board of Trustees passed at a meeting of the Trustees by a two-thirds majority of those present and voting after the other Trustees have invited the views of the Trustee concerned and considered the matter in the light of any such views;
 - 9.1.8 are removed by a resolution of the members passed at a General Meeting of the College by a simple majority of voting members voting, in person or by proxy, in accordance with Ordinances 9.2 and 9.3; or
 - 9.1.9 die.
- 9.2 A resolution to remove a Trustee Member under Ordinance 9.1.8 must have the support of 0.75% of voting members and must be sent to the College's principal office together with:
- 9.2.1 the name of the Trustee the members propose to remove and the reasons for the proposed removal;
 - 9.2.2 the names and membership numbers of the members who support the proposal; and
 - 9.2.3 a request to requisition a General Meeting in accordance with Ordinance 5.7 at which meeting the members wish the proposed resolution to be considered.
- 9.3 Any resolution by the members to remove a Trustee may not be passed in writing, but must be considered at a General Meeting at which the Trustee concerned has been invited to give their views and the matter must be considered in light of any such views.

- 9.4 If a Trustee's term of office is terminated in accordance with Ordinance 9.1.3 to 9.1.8, such termination shall not affect the Trustee's position as an elected Council Member, if applicable.

10 Meetings of the Board of Trustees

- 10.1 There shall be four meetings of the Board of Trustees in every year and at such other times as may be determined by the Board of Trustees or by the President on the request in writing of 50% of the members of the Board of Trustees.
- 10.2 The quorum for the transaction of business at a meeting of the Board of Trustees shall be 50% of the Board of Trustees, including the President or a Vice-President.
- 10.3 A Trustee must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the College or in any transaction or arrangement entered into by the College which has not previously been declared. A Trustee must absent themselves from any discussions of the Board of Trustees in which there is a conflict, or it is possible that a conflict will arise, between their duty to act solely in the interests of the College and any personal interest (including but not limited to any personal financial interest) and must not participate in any vote on such matters.
- 10.4 Every issue shall be determined by a simple majority of the votes cast at a meeting by those Trustees eligible to vote.
- 10.5 Every Trustee has one vote on each issue and, in the case of an equality of votes, the President shall have a second or casting vote.
- 10.6 A Written Resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Board of Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:
- 10.6.1 the number of Trustees who approve the Written Resolution must be at least as many as would be required to form a quorum at a meeting of the Board of Trustees;
 - 10.6.2 the Written Resolution may be contained in more than one document any may be wholly or partly in electronic form; and
 - 10.6.3 the Written Resolution will be treated as passed on the date of the last signature constituting a simple majority of those eligible to receive it.
- 10.7 All acts bona fide done by any meeting of the Board of Trustees or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:
- 10.7.1 who was disqualified from holding office;
 - 10.7.2 who had previously retired or who had been obliged by the Regulations to vacate office; or
 - 10.7.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

if without the vote of that Trustee and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.

11 Powers of the Board of Trustees

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

12 Investment Powers

- 12.1 The Board of Trustees shall establish and maintain an Investment Strategy.
- 12.2 The Board of Trustees may delegate the management of investments to a Financial Expert, but only on terms that:
 - 12.2.1 require the Financial Expert to comply with the Investment Strategy;
 - 12.2.2 require the Financial Expert to report significant matters to the Board of Trustees promptly;
 - 12.2.3 require the Financial Expert to review the performance of the investments with the Board of Trustees regularly;
 - 12.2.4 entitle the Board of Trustees to cancel the delegation at any time;
 - 12.2.5 require the Investment Strategy and the delegation arrangement to be reviewed by the Board of Trustees not less than annually;
 - 12.2.6 require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Board of Trustees on receipt; and
 - 12.2.7 prohibit the Financial Expert from doing anything outside the powers of the Board of Trustees.
- 12.3 The provisions of this Ordinance shall not apply to monies held by the College (including sale proceeds from other investments held) on specific trusts and which are subject to separate investment powers.

THE COUNCIL

13 Composition of the Council

- 13.1 The College shall have a Council consisting of elected and co-opted Council Members to which the Board of Trustees shall delegate such of its functions and powers as shall be set out in the Regulations and in any Scheme of Delegation. The Council shall have oversight of all clinical, professional and health policy matters and may exercise such other functions as are delegated to it by the Board of Trustees subject to any restrictions imposed by the College's Charter, these Ordinances or the Regulations.
- 13.2 The size and composition of the Council shall be specified in the Regulations.

14 Elected Council Members

- 14.1 Vacancies on Council shall be filled by members elected in accordance with the process set out in the Regulations ("elected Council Member").
- 14.2 Subject to the provisions relating to the President and Vice-Presidents set out in Ordinance 15, and Anaesthetists in Training and Fellows in Training set out in Ordinance 14.3, an elected Council Member shall serve for an initial term of six years, after which they shall be eligible for re-election as a Council Member for one further term of four years, but shall not be eligible for re-election thereafter unless a period of at least one year has elapsed.
- 14.3 An elected Council Member who is an Anaesthetist in Training or Fellow in Training shall serve for a term of four years, after which they shall not be eligible for re-election to Council as an Anaesthetist in Training or Fellow in Training but may be re-elected as an elected Council Member under Ordinance 14.2.
- 14.4 Subject to the provisions relating to the President and Vice-Presidents set out in Ordinance 15, and Anaesthetists in Training and Fellows in Training set out in Ordinance 14.3, no Council Member shall serve for longer than a maximum continuous period of ten years.
- 14.5 The Regulations shall specify the date on which the term of office of elected Council Members shall start.

15 The President and Vice-Presidents

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

- 15.3 The provisions of Ordinances 14.2 to 14.4 relating to the term of office of elected Council Members shall not apply to any such Council Member holding the office of President or Vice-President during any term or terms to which they may be elected to such office and they shall remain a Council Member throughout their term or terms of such office.
- 15.4 A President or Vice-President who, by virtue of Ordinance 0, continues in office as a Council Member for longer than ten years shall remain a Council Member until the date of the Council meeting in the March following their demission from office as President or Vice-President and for the avoidance of doubt shall still be considered an elected Council Member.
- 15.5 At the end of their term of office, or earlier if the person resigns or is removed pursuant to Ordinance 17, a President or Vice President shall cease to be an elected Council Member, provided always that:
- 15.5.1 they shall continue to be an elected Council Member until the date of the Council meeting in the March following their demission from office as President or Vice-President;
- 15.5.2 such a person may stand for re-election to Council if they have not yet served on Council for a total period of ten years or if more than one year has elapsed following the end of their term of office, but no such person is eligible to be re-elected to the office of President or Vice-President as the case may be; and
- 15.5.3 if such a person is removed or resigns from the office of President or Vice-President before the completion of their term of office in accordance with Ordinance 15.2, they shall be eligible at a later date to be re-elected to the office of President or Vice-President, as the case may be, for that part of their term of office which remains uncompleted.

16 Co-opted Council Members

- 16.1 The Council may from time to time co-opt additional Council Members ("co-opted Council Members") for such period as the Council may determine.
- 16.2 The process for appointing a co-opted Council Member, their term of office and any rights, benefits and obligations associated with their role shall be set out in Regulations.

17 Resignation and removal of Council Members

- 17.1 A Council Member shall vacate office if they:
- 17.1.1 resign by notice to the Council in writing;

- 17.1.2 being an elected Council Member, cease to be a member of the College;
 - 17.1.3 are incapable, whether mentally or physically, of managing their own affairs;
 - 17.1.4 are removed from office by a resolution of the Trustees, such removal to be in the interests of the College, after inviting the views of the Council Member concerned and considering the matter in the light of any such views;
 - 17.1.5 are removed from office by a resolution of the members passed at a General Meeting by a simple majority of voting members voting, in person or by proxy, in accordance with Ordinances 17.2 and 17.3; or
 - 17.1.6 die.
- 17.2 A resolution to remove a Council Member under Ordinance 17.1.5 must have the support of 0.75% of voting members and must be sent to the College's principal office together with:
- 17.2.1 the name of the Council Member the members propose to remove and the reasons for the proposed removal;
 - 17.2.2 the names and membership numbers of the members who support the proposal; and
 - 17.2.3 a request to requisition a General Meeting in accordance with Ordinance 5.7 at which meeting the members wish the proposed resolution to be considered.
- 17.3 Any resolution by the members to remove a Council Member may not be passed in writing, but must be considered at a General Meeting at which the Council Member concerned has been invited to give their views and the matter must be considered in light of any such views.

18 Meetings of the Council

- 18.1 There shall be six meetings of the Council in every year and at such other times as may be determined by the Council or by the President on the request in writing of eight or more elected Council Members.
- 18.2 The quorum for the transaction of business at a meeting of the Council shall be the President or a Vice-President and ten other elected Council Members.
- 18.3 Meetings of the Council shall be conducted in accordance with the provisions set out in the Regulations.

19 Delegation of the Council's Powers

- 19.1 The Council may establish committees in accordance with Ordinance 21 for the purpose of dealing with any subject as it may from time to time determine and in particular there shall be established a committee to deal with professional anaesthetic issues reporting to the Council.
- 19.1 The Council may by resolution delegate all or any of its functions, powers, duties and discretions to any committee or individual upon terms and subject to such conditions as the Council may from time to time by resolution determine.

ADMINISTRATION

20 Faculties and Joint Faculties

- 20.1 Any faculty or joint faculty instituted or established pursuant to Article 10 of the Charter shall be instituted and established, and Fellowships in any such faculty or joint faculty (including Honorary Fellowships) may be granted, in accordance with such Regulations as may from time to time be determined and prescribed.
- 20.2 The status of Fellows and Honorary Fellows in any such faculty or joint faculty and the rights, privileges, conditions and restrictions applicable to such status shall be such as may from time to time by Regulations be prescribed, save that Regulations relating to the subscriptions, if any, payable in respect thereof shall require the approval of the members in a General Meeting.

21 Lower boards and committees

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

22 Regulations

- 22.1 Subject to the provisions of the Charter and these Ordinances, the Board of Trustees may by resolution from time to time make, alter and repeal such Regulations as it may think fit for regulating generally the affairs of the College save that Regulations in respect of election fees, admission fees and subscriptions require the approval of the members in a General Meeting.

22.2 Amendments to the Regulations may be proposed by the Board of Trustees, the Council or the Chief Executive Officer of the College and the Board of Trustees must, prior to passing any resolution under Ordinance 22.1, seek the advice of Council to any proposed amendment.

23 Records and Accounts

23.1 The Chair for the time being of the finance committee shall be the Treasurer of the College.

23.2 The Board of Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Charity Commission of:

23.2.1 annual reports;

23.2.2 annual returns; and

23.2.3 annual statements of account.

23.3 Regulations may set out the arrangements under which members who are not Trustees may inspect all or some of the accounts and books of the College. Such persons have no right to inspection beyond that provided in the Regulations.

23.4 The Board of Trustees must keep proper records of:

23.4.1 all proceedings of General Meetings;

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

23.4.3 any written resolutions of the Council;

23.4.4 all reports of boards and committees; and

23.4.5 all professional advice received.

24 Communication with members

24.1 The College may validly send any document to a member:

(a) by delivering it by hand to the address recorded for the member in the Register of members;

(b) by sending it by post to the address recorded for the member in the Register of members; or

(c) by electronic mail to an email address given in a written notice by the member.

- 24.2 Any notice given in accordance with these Ordinances is to be treated for all purposes as having been received:
- (a) 24 hours after being sent by electronic mail or delivered by hand to the relevant address;
 - (b) 2 clear days after being sent by first class post to the relevant address;
 - (c) 10 clear days after being sent by second class or overseas post to the relevant address;
 - (d) on being handed to the member personally; or
 - (e) if earlier, as soon as the member acknowledged actual receipt.
- 24.3 A technical defect in the giving of notice of which the Board of Trustees is unaware at the time does not invalidate decisions taken at a General Meeting.
- 24.4 Members may validly send any notice or document to the College:
- (a) by post to:
 - (i) the College's principal office; or
 - (ii) any other address specified by the College for such purposes; or
 - (b) to any email address provided by the College for such purposes.

25 Common Seal

- 25.1 The Common Seal of the College shall consist of the Armorial Bearings, Crest, Supporters and Motto of the College as registered in Her Majesty's College of Arms and shall be kept in the custody and for the sole use of the Board of Trustees.
- 25.2 The Common Seal shall not be affixed to any instrument unless it is witnessed by the signature of the President or one of the Vice-Presidents (or in their absence by the most senior elected Council Member on the Board of Trustees available).

26 Alterations to the Charter and Ordinances

- 26.1 The Charter and Ordinances are made, amended, revoked or added to by the members of the College in General Meeting in accordance with the provisions of the Charter and this Ordinance.
- 26.2 A change to the Charter and Ordinances may be proposed by:
- 26.2.1 the Board of Trustees; or
 - 26.2.2 any member who has obtained the support of 0.75% of voting members and who has complied with the provisions of Ordinance 26.3.
- 26.3 The member must send to the College's principal office a written notice which sets out clearly:
- 26.3.1 the proposal for the alteration of the Charter or Ordinances and the reasons for that proposal;

- 26.3.2 a request to requisition a General Meeting in accordance with Ordinance 5.7 at which meeting they wish the proposal to be considered; and
- 26.3.3 the names and membership numbers of the members who support the proposal.
- 26.4 Any proposal to amend the Charter or Ordinances must be approved by a majority of two-thirds of those members present, eligible to vote and voting either in person or by proxy in accordance with the Charter.
- 26.5 No proposal to amend the Charter or Ordinances shall take effect until it has been approved by the Privy Council.

Ninth Postscript

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

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

APPENDIX 4 – BOARD COMPOSITION OPTION A

BOARD OF TRUSTEES PROVISIONS (Ordinance 7)

OPTION A – SMALLER BOARD

7 Composition of the Board of Trustees

...

7.2 There shall be a minimum of six and a maximum of 12 Trustees on the Board of Trustees, consisting of the following:

(a) four ex-officio Trustees, being:

- (i) the President of the College, who will act as Chair of the Board of Trustees;
- (ii) the two Vice-Presidents of the College; and
- (iii) the Treasurer of the College, as Chair of the Finance committee;

(b) up to five Trustees elected by Council from amongst the elected Council Members;

(c) up to three Lay Trustees appointed by the Council in accordance with the process set out from time to time by the Trustees, such appointments to be ratified by the Trustees.

...

APPENDIX 5 – BOARD COMPOSITION OPTION B

BOARD OF TRUSTEES PROVISIONS (Ordinance 7)

OPTION B – LARGER BOARD

7 Composition of the Board of Trustees

...

7.2 There shall be a minimum of eight and a maximum of 17 Trustees on the Board of Trustees, consisting of the following:

- (a) six ex-officio Trustees, being:
 - (i) the President of the College, who will act as Chair of the Board of Trustees;
 - (ii) the two Vice-Presidents of the College;
 - (iii) the Treasurer of the College, as Chair of the Finance committee;
 - (iv) the Dean of the Faculty of Pain Medicine; and
 - (v) the Dean of the Faculty of Intensive Care Medicine;
- (b) up to eight Trustees:
 - (i) up to two of whom shall be a SAS doctor;
 - (ii) up to two of whom shall be an Anaesthetist in Training or a Fellow in Training; and
 - (iii) up to four of whom shall be Consultants;such Trustees to be elected by Council from amongst the elected Council Members in accordance with a process set out in the Regulations; and
- (c) up to three Lay Trustees appointed by the Council in accordance with the process set out from time to time by the Trustees, such appointments to be ratified by the Trustees.

...

ENDS

Paper 4

Rates of subscriptions for the College, the Faculty of Pain Medicine and the Faculty of Intensive Care Medicine

College proposed membership fees				
Category	UK fee	Overseas fee – high income countries according to the World Bank definition	Overseas fee – lower-middle and upper-middle income countries according to the World Bank definitions	Overseas fee – lower income countries according to the World Bank definition
Fellow by Examination	£545.00	£275.00	£210.00	£140.00
Fellow ad Eundem	£545.00	£275.00	£210.00	£140.00
Honorary Fellow	£0.00	N/A	N/A	N/A
Associate Fellow	£460.00	£275.00	£210.00	£140.00
Fellow in Training	£330.00	£275.00	£210.00	£140.00
Member	£300.00	£220.00	£165.00	£110.00
Associate Member	£220.00	N/A	N/A	N/A
Anaesthetist in Training	£195.00	N/A	N/A	N/A
International Affiliates	N/A	£150.00	£115.00	£75.00
Affiliates	£150.00	N/A	N/A	N/A
Senior Fellows and Members Club (with BJA)	£110.00	N/A	N/A	N/A
Senior Fellows and Members Club (without BJA)	£70.00	N/A	N/A	N/A
Foundation Years Doctor	£36.00	N/A	N/A	N/A
Medical Student	£10.00	N/A	N/A	N/A
Supported Subscriptions	£55.00	N/A	N/A	N/A

FICM proposed membership fees

Category	Parent College fee	Direct fee
Fellow by Examination	£280.00	£550.00
Fellow by Assessment	£280.00	£550.00
Fellow ad Eundem	£280.00	£550.00
Foundation Fellow	£280.00	£550.00
Associate Fellow	£255.00	£495.00
Affiliate Fellow	£170.00	£335.00
Fellow in Training	£170.00	£335.00
Member	£170.00	£335.00
Affiliate Trainee	£130.00	N/A
Dual Trainee	£130.00	N/A
Joint Trainee	£130.00	N/A
Single Trainee	N/A	£130.00
Associate Member	£120.00	£120.00
ACCP Member	N/A	£115.00
Pharmacist Member	N/A	£115.00
Core Year Trainee	N/A	£60.00
Affiliate	N/A	£60.00
Senior Fellows and Members Club	N/A	£70.00
Foundation Yeas Doctor	N/A	£36.00
Medical Student	N/A	£10.00
Supported Subscription	£55.00	£55.00

FPM proposed membership fees	
Category	Fee
Fellow by Examination	£230.00
Fellow by Assessment	£230.00
Fellow by Examination and Assessment	£230.00
Fellow by Special Application	£230.00
Fellow ad Eundem/by Special Application	£230.00
Foundation Fellow	£230.00
Fellow by Election	£0.00
Associate Fellow	£210.00
Member	£175.00
Affiliate Fellow	£130.00
Associate Member	£115.00
Affiliate	£115.00
Senior Fellows and Members Club	£0.00
Supported Subscription	£55.00

Royal College of Anaesthetists

Churchill House, 35 Red Lion Square, London WC1R 4SG
020 7092 1500

rcoa.ac.uk

