

CHARTER

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 WHOM THESE PRESENTS SHALL COME, GREETINGS!

WHEREAS

- (i) Our Royal Predecessor King Charles the Second by Royal Charter dated the 29th day of November 1681 and afterwards ratified by an Act of the Scottish Parliament dated the 16th day of June 1685 constituted the several persons therein named and their successors to be chosen as therein mentioned a body corporate and politic by the name of 'The Royal College of Physicians of Edinburgh', with perpetual succession and with the powers therein set forth.
- (ii) Our Royal Predecessor Queen Victoria in the year 1861 accepted a surrender of the aforesaid Charter and by Royal Charter dated the 16th day of August 1861 (hereinafter referred to as 'the Charter of 1861') constituted the several persons therein named (who were then the Members of the Council of the Royal College of Physicians of Edinburgh) and their successors in office, and the other then existing Fellows and Members of the said College as thereafter provided one body politic and corporate by the name of 'The Royal College of Physicians of Edinburgh' (hereinafter referred to as 'the College') with perpetual succession and with the powers therein set forth.
- (iii) Our Royal Predecessors and We have been pleased to grant to the said College four charters in supplement of the Charter of 1861, dated the 3rd day of December 1919, the 9th day of March 1950, the 21st day of December 1959 and the 15th day of June 1964, making alterations in the constitution of the College and giving it additional powers.
- (iv) The College has humbly represented unto Us that its establishment has contributed to the high purposes of consolidating the medical profession elevating its character and dignity and encouraging and advancing medical learning and science, but the several Charters hereinbefore cited contain various provisions which, by reason of changed circumstances in the profession of medicine, stand in need of alteration and also that it is expedient and would be of benefit that the provisions of all the said Charters be consolidated.
- (v) Application has been made unto Us to grant to the College a new Royal Charter in substitution for the several Charters hereinbefore cited.

NOW KNOW YE THAT WE of Our Royal Will and Pleasure, and moved thereto by Our goodwill to the said College and Our desire to promote and facilitate the work carried on by it, for Us, Our Heirs and Successors are graciously pleased to grant, ordain and declare as follows:

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1. INCORPORATION OF COLLEGE

- (1) Except in so far as it incorporates the College and confers upon it perpetual succession and authorises it to have a Common Seal and to sue and be sued the Charter of 1861 is hereby revoked, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed under the provisions thereof. The aforesaid Supplementary Charters are also hereby revoked.
- (2) The College shall continue to be a body politic and corporate with perpetual succession and a Common Seal, with power to break, alter and renew the same from time to time and may by that name sue and be sued, take, purchase, hold, charge, sell, exchange, lease or otherwise convey or dispose of heritable and moveable property, to invest, lend and borrow money, and subject to the provisions of this Our Charter to perform such other acts as by law bodies corporate may do, and the College shall have the constitution and powers and be subject to the regulations in this Our Charter prescribed or contained.

2. OBJECTS

The objects of the College shall be to promote the science of medicine and to order and improve the practice of that science.

3. THE COMMON SEAL

The Common Seal shall be attested by three of the Trustees and by the President or Vice-President or Treasurer or Secretary of the College for the time being.

4. CONSTITUTION OF COLLEGE

The College shall comprise the Fellows and Members of the College and the property and affairs of the College shall be managed and administered by the Fellows, Members and the Council in such manner and under such regulations as may from time to time be prescribed by the Laws.

5. ELECTION OF FELLOWS AND MEMBERS

The Fellows and Members entitled so to do under the Laws may from time to time elect and admit to be Fellows and Members such persons as they shall deem fit and qualified, in such manner, at such times, under such regulations and subject to the payment of such fees as may from time to time be prescribed by the Laws.

6. ADMISSION OF LICENTIATES AND DIPLOMATES

The Fellows and Members entitled so to do under the Laws may from time to time admit to be Licentiates and Diplomates of the College any persons who shall have undergone such courses of study, passed such examinations or submitted to such other regulations and paid such fees as may from time to time be prescribed by the Laws.

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7. SUSPENSION OR EXPULSION

- (1) If it shall at any time appear to them that a Fellow, Member, Licentiate or Diplomate has obtained admission to or a licence or diploma from the College by fraud, false statement or information, or has violated any Law, rule or regulation of the College, it shall be lawful for the Fellows, and Members entitled to do so under the Laws, with the concurrence of a majority of those present at an extraordinary meeting specially convened for the purpose, to pass such censure or sentence of suspension against the offender as shall be determined at such meeting or to expel him from the College, Provided that:
 - (a) the Fellows and Members shall not consider any matter under this Article unless it shall first have been considered by the Council and the Council shall have resolved that it be referred to the Fellows and Members under the provisions of this Article,
 - (b) neither the Council nor the Fellows and Members shall consider a matter under the provisions of this Article unless there shall have been given to the person to whom that matter relates not less than twenty-one days written notice of the intended meeting at which it is to be heard, and
 - (c) at any hearing by the Council or by the Fellows and Members the person to whom the matter relates shall have the right if he so requires to be represented by counselor a solicitor, to be heard in his own defence and to question the witnesses upon whose evidence the case against him is based.
- (2) Upon any such sentence of suspension or expulsion being passed the person so sentenced shall cease to be a Fellow, Member, Licentiate or Diplomate of the College and to have any right or interest in or to the property or funds of the College, either absolutely or, in the case of suspension, for such time as shall be specified in the sentence of suspension, and all the rights and privileges granted to him shall cease and determine upon such expulsion or during such suspension.

8. FACULTIES AND JOINT FACULTIES

The College may -

- (i) institute and establish or incorporate such Faculties in the College as it may from time to time determine and may delegate such of the powers of the College and confer such rights of the college upon the Members of any such Faculty as the College may from time to time determine;
- (ii) co-operate with any other body or bodies in instituting and establishing or incorporating a Joint Faculty in the College and in such other body or bodies, and may combine with any such body or bodies in delegating such powers of the College and of such body or bodies to and conferring such rights of the College and of such body or bodies upon the Members of such Joint Faculties as the College may from time to time determine;

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- (iii) by Standing Orders regulate the affairs or any Faculty or Joint Faculty established under this Article and the rights and obligations of the Members of such Faculty or Joint Faculty.

9. SPECIAL SUBJECTS IN MEDICINE

It shall be lawful for the College by itself or in conjunction with any other body or bodies having power to do so to grant to persons who shall have passed such examinations as may be prescribed by the College by itself or in conjunction with any such body or bodies diplomas in special subjects in medicine.

10. ORDINARY MEETINGS OF FELLOWS AND MEMBERS

Ordinary Meetings of Fellows and Members who are entitled to attend such meetings under the Laws for the transaction of the business of the College, shall be held at such times as shall from time to time be fixed by the Laws.

11. EXTRAORDINARY MEETINGS OF FELLOWS AND MEMBERS

Extraordinary Meetings of Fellows and Members who are entitled to attend such meetings under the Laws for the consideration and disposal of any special business of the College or for the consideration of any matters affecting the general interest of the medical profession and the public, may be called by the President or by the Council at any time, and it shall be incumbent on the President to call an Extraordinary Meeting of such Fellows and Members on a requisition to that effect, specifying the purpose of such meeting, and signed by any ten such Fellows or Members, being delivered to him or to the Secretary of the College; and notice of all Extraordinary Meetings of Fellows and Members shall be given in such manner as shall be directed by the Laws.

12. COUNCIL OF THE COLLEGE

The Council of the College shall consist of the President and duly elected representatives of the Fellows, Members and Faculties within the College, and the number of such representatives and their eligibility for election and the mode of their election shall be in accordance with the Laws.

13. ANNUAL MEETING OF THE COLLEGE

A meeting of Fellows and Members entitled to attend such meeting under the Laws shall be held annually on such day and at such hour as may from time to time be fixed by the Laws, for the election of the President, Vice-President and members of the Council and for the election of the Fellowship Committee, the Library Committee and other Standing Committees of the College. Not more than fifteen months shall elapse between Annual Meetings.

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14. ELECTION OF OFFICE BEARERS

The Council shall elect a Treasurer, Secretary, Registrar, Clerk and such other office bearers as may be deemed necessary, and shall do so annually and as often as occasion may require or vacancies occur, whether by reason of death, resignation or otherwise.

15. TRUSTEES FOR THE COLLEGE

The Council shall nominate four Fellows who shall, together with the Treasurer, be Trustees for the College, and the Council shall fill any vacancies arising amongst the Trustees by reason of death, resignation or otherwise. The Council shall notify to the ordinary meeting of Fellows and Members immediately following any such appointment the name or names of the person or persons so appointed.

16. VACANCIES CAUSED BY NON-ELECTION OR DECLINATURE

If any election of the President, Vice-President, or members of the Council, or any of them, is not made on the day appointed for that purpose or if any person elected to any such offices decline to accept such office, the holder or holders of the office or offices concerned shall continue in office until another person or persons shall be appointed thereto in accordance with the Laws.

17. VACANCIES CAUSED BY DEATH OR RESIGNATION

If the President, Vice-President or any member of the council shall die or resign before the expiration of the period for which he shall have been elected the vacancy shall be filled in accordance with the Laws.

18. ACTS NOT INVALIDATED BY INFORMALITY IN ELECTION

All acts done by the President or Vice-President or by any meeting of the Council, or by any person acting as President or Vice-President or member of the Council shall, notwithstanding that it may be afterwards discovered that there was any defect or informality in the election or appointment of such President, Vice-President or member acting as aforesaid, or that they or any of them were or was disqualified or that there was any vacancy in the office of President or Vice-President or in the Council, be as valid as if every such person had been duly elected or appointed and was duly qualified, and as if no such vacancy had existed.

19. POWER TO MAKE LAWS

It shall be lawful for the Fellows and Members entitled so to do from time to time to make Laws for the good government, order and direction of the College, and in particular but without prejudice to the generality of the foregoing for:

- (a) the promotion of the science of medicine and the due ordering of the practice of that science;
- (b) the admission and election of Fellows, Members, Licentiates and Diplomates, and the determination and definition of the qualifications of person to be so admitted and elected;

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- (c) the management of the property, funds and affairs of the College;
- (d) the regulation of all meetings, actions and proceedings of the College and of the Council and the Fellows and Members and the several office bearers of the College, and the determination of the times for holding such meetings;
- (e) the regulation of the circumstances and the manner in which Fellows and Members shall be entitled to vote at the Annual Meeting of the College;
- (f) the division of the persons composing the body corporate of the College into such orders of resident and non-resident Fellows or Members or otherwise, and the assignment to these orders of such qualifications, powers, privileges, exemptions and restrictions as the Fellows and Members may from time to time determine;

and from time to time to repeal, vary or alter such Laws, rules and regulations:

Provided that every Law, rule and regulation to be hereafter made and every such repeal, variation or alteration shall not be repugnant to the provisions of this Our Charter and shall be submitted to and approved by an ordinary or extraordinary meeting of the Fellows and Members in such form and manner as they shall from time to time direct and appoint.

20. FINANCIAL POWERS

- (1) The College shall have power to do anything whether or not involving the expenditure, borrowing or lending of money or the acquisition or disposal of any rights or property whether heritable or moveable which, in the opinion of the College, is calculated to facilitate or is conducive or incidental to the fulfilment of the purposes for which the College hereby continues to be incorporated or any of them:

Provided that nothing in the provisions of this Our Charter shall be construed as authorising the disregard by the College of any enactment or rule of law.

- (2) Moneys of the College awaiting investment may be invested in any investments authorised by the Trustee Investments Act 1961 and subject to the restrictions imposed by section 2 of that Act, provided that before exercising any powers of investment conferred by this paragraph, the College shall obtain and consider advice from a person who is reasonably believed to be qualified by his ability in and practical experience of financial matters, and provided further that the said section shall be varied by the substitution of the words 'in such proportions as to value as the College shall in its discretion think fit at the time of division, provided that the value of the wider range part shall not then exceed two thirds of the value of the trust fund' for the words 'equal in value at the time of division'.

21. EXISTING LAWS TO CONTINUE

The Laws, rules and regulations of the College existing at the date of this Our Charter, shall, so far as not inconsistent therewith, continue in force.

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22. INTERPRETATION

The following words and expressions in this Our Charter shall have the several meanings hereby assigned to them, that is to say –

'Council', 'Fellows', 'Members', 'Licentiates' and 'Diplomates' means respectively the Council, Fellows, Members, Licentiates and Diplomates for the time being of the College;

'Laws' means the Laws, rules and regulations of the College made or to be made as herein provided;

'special subjects in medicine' means such special subjects as the College may from time to time prescribe by Laws.

23. POWER TO ADD TO, AMEND OR REVOKE

It shall be lawful for the College by a Resolution passed at a General Meeting of Fellows and Members entitled to attend by not less than three-quarters of those present and voting to add to, amend or revoke any of the provisions of this Our Charter or of any Supplementary Charter which may hereafter be granted to the College, and such addition, amendment or revocation shall when allowed by Us, Our Heirs and Successors in Council become effectual provided that such addition, amendment or revocation shall not enable the funds of the College to be applied for non-charitable purposes. This Article shall apply to this Our Charter and any Supplementary Charter as added to, amended or revoked in manner aforesaid.

IN WITNESS whereof We have ordered the Seal appointed by the Treaty of Union to be kept and used in Scotland in place of the Great Seal of Scotland to be appended to these Presents.

GIVEN at Our Court at Balmoral the twenty-eighth day of August One thousand nine hundred and seventy-eight in the twenty-seventh year of Our Reign.

Elizabeth R.

At the Court at Buckingham Palace

THE 7th DAY OF MAY 2005

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

Her Majesty in Council has allowed the amendments to the
Charter of the Royal College of Physicians of Edinburgh set out below.

SCHEDULE

AMENDMENTS TO THE CHARTER OF THE ROYAL COLLEGE OF PHYSICIANS OF
EDINBURGH ALLOWED BY HER MAJESTY IN COUNCIL ON 7TH MAY 2005

1. In Article 3, after “or” where it occurs for the first time *insert* “One of the Vice-Presidents or the”.
2. In Article 13, *delete* “Vice-President” and *insert* “Vice-Presidents (of which there shall be no more than five and no less than one)”.
3. In Article 13 *insert* at the end-

“Voting at the Annual Meeting shall be in such mode or modes as shall be provided by the Laws.”
4. In Article 16, after “Vice-President” *insert* “or Vice-Presidents”.
5. In Article 17, after “Vice-President” *insert* “(or any of the Vice-Presidents)”.
6. In Article 18, after “Vice-President” where it occurs for the first time *insert* “or any of the Vice-Presidents”.
7. In Article 20 *delete* sub-paragraph (2) and *substitute* -

- “(2) Moneys of the College available for investment may be invested in accordance with the Laws, rules and regulations of the College.
- (3) Paragraph 2 above is subject to the following provisions:
- (a) the College, in the exercise of any power of investment, must have regard to the standard investment criteria; and
 - (b) the College must from time to time review the investments of the College and consider whether, having regard to the standard investment criteria, they should be varied.
- (4) The College must, before exercising any power of investment or when reviewing investments, obtain and consider proper advice about the way in which, having regard to the standard investment criteria, the powers should be exercised or the investments varied from a person who is reasonably believed by the College to be qualified by his ability in and practical experience of financial matters, unless the College concludes that, in all the circumstances, it is unnecessary or inappropriate to do so.
- (5) The standard investment criteria are:
- (a) the suitability to the College of investments of the same kind as any particular investment proposed to be made or retained and of that particular investment as an investment of that kind; and
 - (b) the need for diversification of investments of the College, in so far as is appropriate to the circumstances of the College.”.