

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:

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. CONSTITUTION OF COLLEGE

The College shall comprise the Fellows and Members of the College and the criteria for their admission, rights, privileges and obligations, payment of fees and subscriptions, censure, suspension or expulsion shall be regulated in such manner and under such regulations as may from time to time be prescribed by the Laws.

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.

4. 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;
- (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.

5. 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.

6. MEETINGS OF FELLOWS AND MEMBERS

Meetings, including the Annual Meeting, of Fellows and Members who are entitled to attend such meetings under the Laws for the transaction of the business of the College, for the consideration of any 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 such persons, in such manner and shall be held at such times as shall from time to time be fixed by the Laws.

7. COUNCIL AND BOARD OF TRUSTEES

- (1) There shall be a Council and a Board of Trustees of the College.
- (2) Subject to the provisions of this Our Charter:-
 - a. the constitution of Council and the Board of Trustees, their powers and duties, the manner of appointment or election and period of office of their members, including office bearers, the manner of filling vacancies in their membership, the conduct of their meetings and affairs and all other matters relating to Council and the Board of Trustees shall be as may from time to time be prescribed by the Laws. And
 - b. the Board of Trustees shall exercise all the powers of the College as described in and in such manner as may from time to time be prescribed by the Laws, save to the extent that this Our Charter and the Laws provide otherwise.

8. THE COMMON SEAL

The Board of Trustees shall have the custody and sole use of the Common Seal and arrangements for its safe keeping and manner of authentication shall be regulated in such manner and under such regulations as may be prescribed by the Laws.

9. 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 from time to time to repeal, vary or alter such Laws Provided that any Laws 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 a meeting of the Fellows and Members in such form and manner as they shall from time to time direct and appoint.

10. POWERS

The College has the power to do anything in law for the purpose of attaining the aforesaid objects, and, without prejudice to the foregoing generality have power:-

- (1) 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

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.

Moneys of the College available for investment may be invested in accordance with the Laws of the College, subject to the following provisions:

- (a) the College, in the exercise of any power of investment, must have regard to the standard investment criteria;
- (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; and
- (c) 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. Declaring that the said standard investment criteria are:
 - (1) 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
 - (2) the need for diversification of investments of the College, in so far as is appropriate to the circumstances of the College.

11. EXISTING LAWS TO CONTINUE

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

12. POWER TO ADD TO, AMEND OR REVOKE

It shall be lawful for the College by a Special Resolution 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.

13. SURRENDER OF CHARTER & POWER TO WIND UP

It shall be lawful for the College by Special Resolution to surrender this Our Charter subject to the sanction of Us, Our Heirs and Successors in Council and upon such terms as we or they may think fit. If upon the winding up or dissolution of the College there shall remain after the satisfaction of all debts and liabilities any property whatsoever then it shall not be given or distributed among the Fellows and Members or any of them but, subject to any special trusts which affect any of the property, shall be given and transferred to some other charitable institution or institutions with charitable objects similar to the objects set out in Article 2 of this Our Charter, and which prohibits the distribution of its income and property to at least the same as specified in this Our Charter, such charitable institution or institutions to be determined by the passing of a Special Resolution and is so far as effect cannot be given to such provision then to some other charitable object. For these purposes, the term "charitable" means charitable for the purposes of the Charities and Trustee Investment (Scotland) Act 2005 and the Taxes Acts.

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

'Laws' means the Laws 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;

'Special Resolution' means a resolution passed at a Meeting of Fellows and Members entitled to attend by not less than three-quarters of those present and voting

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.