



At the Court at Buckingham Palace

THE 11th DAY OF FEBRUARY 2015

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following Report of a Committee of the Privy Council dated 1st February 2015 was today considered:-

“YOUR MAJESTY was pleased, by Your Order of 10th December 2014, to refer to this Committee a Petition on behalf of the Royal College of Surgeons of England, praying for the grant of a Supplemental Charter:

“THE COMMITTEE have accordingly considered the Petition and have agreed to report it as their opinion that a Supplemental Charter may be granted in terms of the annexed Draft.”

HER MAJESTY, having taken the Report and the Draft Supplemental Charter accompanying it into consideration, was pleased, by and with the advice of Her Privy Council, to approve them. It is accordingly ordered that the Right Honourable the Lord High Chancellor of Great Britain should cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal a Supplemental Charter in conformity with the annexed Draft.

Richard Tilbrook

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 the Royal College of Surgeons of England (hereinafter referred to as the College) is a body politic and corporate under and by virtue of a Royal Charter granted in 1800 (the Charter of 1800):

AND WHEREAS Supplemental Charters have from time to time been granted to the College (together the Supplemental Charters):

AND WHEREAS the College is now regulated and governed by a Supplemental Charter granted in 1988 (the Charter of 1988) as amended by a further Supplemental Charter granted in 1992 (the Charter of 1992):

AND WHEREAS the College have by their humble Petition prayed that We would be graciously pleased to grant it a further Supplemental Charter:

NOW KNOW YE that We, having taken the said Petition into Our Royal Consideration and being minded to accede thereto, do hereby, for Us, Our Heirs and Successors grant and declare that:

Revocation

1. The Charter of 1988 and the Charter of 1992 are hereby revoked, except in so far as they preserve:
 - 1.1 provisions of the Charter of 1800 that incorporate the College, recognise that the object of the College is the promotion of the Art and Science of

Surgery and the promotion and encouragement of the study and practice of the said Art and Science, authorise the College to have a Common Seal, to sue and be sued and to acquire and hold property; and

- 1.2 provisions of the Supplemental Charters that prescribe the corporate name of the College and authorise the College to have and bear a mace and to provide and maintain amenities and facilities for students; and provided that such revocations shall not affect the validity or legality of any act, deed or thing lawfully done thereunder or the validity of any Ordinances, Standing Rules, Standing Orders, or other bye-laws rules or regulations made or issued thereunder.

The College

2. The College shall henceforth be one corporate body having two constituent parts, respectively:
 - 2.1 the Commonalty of Surgeons; and
 - 2.2 the Faculty of Dental Surgery.
3. The College may institute and establish such additional faculties in the College (forming administrative parts of either or both of the Commonalty of Surgeons or the Faculty of Dental Surgery) as the Trustees may think fit and co-operate with

any other body in the establishment of a joint faculty in the College and such body.

Powers

4. The College shall have the power to do anything within the law which promotes or helps to promote its object. Without prejudice to the generality of this Article, the College shall exercise its powers in accordance with the Ordinances of the College (the Ordinances).

Membership

5. Membership of the College shall be regulated by and in accordance with the Ordinances. The Ordinances shall prescribe matters including:
 - 5.1 the classes of membership of the College;
 - 5.2 the designations members in each class shall be entitled to use;
 - 5.3 the qualifications for admission to each class of membership;
 - 5.4 the rights, privileges and obligations (including the payment of fees and subscriptions) of each class of membership; and
 - 5.5 matters relating to disqualification for, and resignation or expulsion from, such membership.

The President and Vice Presidents

6. There shall be a President and Vice Presidents of the College. The qualifications for, and tenure of, those offices and the method of election shall be regulated by the Ordinances.

The Trustees

7. There shall be a Board of Trustees of the College who shall be elected or appointed in such manner and to hold office for such period and on such terms as the Ordinances shall direct. The Trustees, as charity trustees, shall have control of the College and its property and funds, shall manage the business of the College, and may exercise all or any of its powers.
8. Without prejudice to Article 7, the Trustees may from time to time and in such manner as shall be consistent with this Supplemental Charter and the law:

- 8.1 delegate such of their powers, functions, discretions and responsibilities as they deem expedient to the Council, committees, the Chief Executive and other groups and individuals; and

- 8.2 employ managers, employees and workers and engage consultants, advisers, agents and volunteers on such terms and for such purposes as they think fit and who shall be responsible to the Trustees for the proper performance of their duties.

The Council

9. There shall be a Council of the College who shall be elected or appointed in such manner, for such period and on such terms as the Ordinances shall direct. The Trustees shall delegate to the Council all substantive matters relating to professional and public policy which upholds the mission and strategic aims of the College and supports members and such other matters as the Trustees may from time to time think fit on the terms specified in the Ordinances and elsewhere.
10. The Council may from time to time delegate such of its powers, functions, discretions and responsibilities as it deems expedient to sub-committees and other groups provided always that such delegation shall be consistent with the terms of this Supplemental Charter, the Ordinances and any other directions of the Trustees, and the law.

Benefits to Members, Trustees and Council Members

11. No provision, gift or bonus shall be made or given to or provided for any member of the College or of any constituent part of the College or to any Trustee or Council Member. Provided that nothing shall operate to preclude or restrict:
 - 11.1 the provision or awarding of scholarships, exhibitions, grants, medals or prizes or the provision or maintenance for the benefit of members, Trustees or Council Members generally of proper amenities and facilities including the distribution without charge of any journal or other publication of the College or of any of its constituent parts;
 - 11.2 the payment of fees to lecturers and examiners; or
 - 11.3 the payment to any officer or employee of the College or of any of its constituent parts or to any member, Trustee or Council Member or person connected to a member, Trustee or Council Member, of reasonable and

proper remuneration in return for any services actually rendered to the College or any of its constituent parts and of out-of-pocket expenses properly incurred in connection with the business of the College or any of its constituent parts.

In this Article 11, "services" means any services that would not be provided by a member, Trustee or Council Member as part of the normal duties associated with that role or office.

The Ordinances

12. The Ordinances shall regulate and prescribe all matters directed or authorised to be regulated or prescribed by the Ordinances and all other matters which consistently with this Our Supplemental Charter it may be deemed useful or necessary to regulate by Ordinances. Where by any provision of this Our Supplemental Charter any matter is directed or authorised to be regulated or prescribed by Ordinances the same may, to the extent that any Ordinance expressly so permits, be regulated or prescribed by Regulations, Standing Rules, Standing Orders or other rules or bye-laws made in the manner authorised by the Ordinances and which shall be subject to the provisions of the Ordinances relating thereto.

13. The Ordinances shall henceforth be those contained in the Schedule hereto and they shall remain in force subject to any alteration, addition or revocation made in the manner therein prescribed. Provided that no such alteration, addition or revocation shall be repugnant to the provisions of this Our Supplemental Charter or shall take effect until the same shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

Alterations to the Supplemental Charter

14. The College may upon the recommendation of the Trustees, by resolution passed by not less than three quarters of the members qualified to vote and present and

voting thereon at a General Meeting of the College, from time to time, amend, add to or revoke any of the provisions of this Our Supplemental Charter: Provided that no such amendment, addition or revocation shall be effective unless and until it shall have been allowed by Us, Our Heirs or Successors in Council, nor if it shall purport to enable the property of the College to be applied for a purpose or purposes not charitable at law. This Our Supplemental Charter shall thenceforth continue and operate as so amended, added to or revoked. This Article shall apply to this Our Supplemental Charter as amended, added to or revoked in manner aforesaid.

15. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the College, any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the	day of
	year of Our Reign.
in the	

ORDINANCES of THE ROYAL COLLEGE OF SURGEONS OF ENGLAND

1. Interpretation

1.1 The interpretation provisions in **Ordinance 21** shall apply.

1.2 The emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Ordinance 21.

2. Membership

2.1 The **College** shall have a **membership** comprising **Voting Members** and **Non-Voting Members**.

2.2 Subject to the **Charter**, the Ordinances, the **Regulations** and any other directions of the **Trustees**, the **Council** shall in **Standing Rules** determine and specify the rights, privileges and obligations of each class of membership.

2.3 Membership of the College is not transferable.

Voting Membership

2.4 The College shall have the following classes of **Voting Membership**:

- (a) Surgical Fellows;
- (b) Surgical Members;
- (c) Dental Fellows;
- (d) Dental Members; and
- (e) at the discretion of the Trustees, the fellows and/or members of any additional faculties instituted in accordance with Ordinance 11.2.

2.5 The qualifications for admission to the classes of Voting Membership listed in Ordinance 2.4(a) to 2.4(d) and the designations that Voting Members in those classes are entitled to use are set out in

the Appendix to these Ordinances. The qualifications for admission to the classes of Voting Membership referred to in Ordinance 2.4(e) shall be determined and specified by the Council in Standing Rules.

2.6 The admission of Surgical Fellows, Surgical Members, Dental Fellows and Dental Members shall be by Diploma, such Diploma to be in such form as the Council shall from time to time determine granted under the Seal of the College. In the case of Dental Fellows and Dental Members, the Diploma may alternatively be granted under the separate Seal made available for use in connection with business of the Faculty of Dental Surgery (if any).

2.7 The College shall maintain a register of Voting Members, which shall be kept at the **Principal Office** or such other place as the Trustees may from time to time direct. The register of Voting Members shall be open for inspection by all Voting Members on reasonable notice.

Non-Voting Membership

2.8 The College shall have the following classes of **Non-Voting Membership**:

- (a) Surgical Licentiates;
- (b) Dental Licentiates;
- (c) Honorary Fellows;
- (d) Fellows of the Faculty of General Dental Practice (UK);
- (e) Members of the Faculty of General Dental Practice (UK);
- (f) Members of the Joint Dental Faculties;

(g) Affiliate Members;

(h) Associate Members;

(i) Student Members; and

(j) such other classes of Non-Voting Membership as are created or recognised by the Trustees from time to time.

2.9 Subject to the Charter, the Ordinances, the Regulations and any other directions of the Trustees from time to time, the Council shall in Standing Rules determine and specify the qualifications for admission to each class of Non-Voting Membership and the designations that Non-Voting Members in each class are entitled to use.

3. The Trustees

3.1 The Trustees as **Charity Trustees** have control of the College and its property and funds.

3.2 Subject to Ordinance 3.3, the board of Trustees shall when complete consist of the following persons:

(a) the **President**;

(b) the **Vice Presidents**;

(c) the **FDS Dean**;

(d) the **FGDP Dean**;

(e) three **Elected Trustees**;

(f) not less than three and, at the discretion of the Trustees, up to four **Lay Trustees**; and

(g) at the discretion of the Trustees, the Dean of any additional faculties instituted in accordance with Ordinance 11.2.

- 3.3 A Trustee's term of office automatically terminates if he or she:
- (a) is disqualified under the **Charities Act** from acting as a Charity Trustee;
 - (b) is incapable, whether mentally or physically, of managing his or her own affairs;
 - (c) is absent from two meetings of the Trustees in any **College Year** (but only if the absences are not approved by the President either in advance of or, in exceptional circumstances, after the meetings);
 - (d) resigns by **Written** notice to the Trustees (but only if at least two Trustees will remain in office);
 - (e) in the case of the Trustees referred to at Ordinances 3.2(a) to (d) and 3.2 (g), ceases to be President, Vice President, FDS Dean, FGDP Dean or Dean of the relevant additional faculty (as applicable);
 - (f) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2 (e) and, if appointed as **Council Members** pursuant to Ordinance 6.3(d), the Trustees referred to at Ordinance 3.2(g) ceases to be a Council Member;
 - (g) with the exception of the Lay Trustees, ceases to be a **member**;
 - (h) with the exception of the Lay Trustees, is removed by a resolution of the Council passed by a simple majority at a meeting of the Council after the meeting has
- invited the views of the Trustee concerned and considered the matter in the light of any such views;
- (i) in the case of the Lay Trustees, is removed by a resolution of the Trustees passed by a simple majority at a meeting of the Trustees after the meeting has invited the views of the Lay Trustee concerned and considered the matter in the light of any such views; and/or
 - (j) dies.
- 3.4 A Trustee is automatically suspended from office if he or she:
- (a) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(e) and, if appointed as Council Members pursuant to Ordinance 6.3(d), the Trustees referred to at Ordinance 3.2(g), is suspended from the Council pursuant to Ordinance 6.14; or
 - (b) in the case of the Trustees referred to at Ordinances 3.2(a) to (d) and 3.2(g), is suspended from his or her office as President, Vice President, FDS Dean, FGDP Dean or Dean of the relevant additional faculty (as applicable);
- provided always that a Trustee shall automatically be reinstated, if he or she is reinstated to the Council or reinstated as President, Vice President, FDS Dean, FGDP Dean or Dean of the relevant additional faculty (as applicable).
- 3.5 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions of the Trustees.
- Elected Trustees
- 3.6 Save in the case of the first Elected Trustees who shall be identified by the Trustees, the Elected Trustees shall be elected by the Council in accordance with the procedure prescribed in the Standing Rules.
- 3.7 All Elected Trustees must be Council Members. Any Council Member who is willing to act as a Trustee of the College and is permitted to be so appointed by the law, the Charter and the Ordinances may stand to be an Elected Trustee, save that Council Members who will complete their maximum term of office on Council, as specified in Ordinance 6.10, within or at the end of the College Year then current shall be eligible to vote at any election of the Elected Trustees but not to be elected to that office.
- 3.8 Subject to earlier termination under Ordinance 3.3 and save in the case of the first Elected Trustees whose terms of office shall be determined by the Trustees, Elected Trustees shall normally hold office for a period of four years. The term of office of the Elected Trustees may be reduced at the discretion of the Trustees. Elected Trustees may only serve for one term of office.
- 3.9 A vacancy in the Elected Trustees may be filled at any time.
- Lay Trustees
- 3.10 Any person who is willing to act as a Lay Trustee and is permitted to be so appointed by the law, the Charter and the Ordinances may be appointed to be a Trustee by resolution of the Trustees passed at a meeting or **In Writing**. Lay Trustees shall not be Voting Members.

3.11 Subject to earlier termination under Ordinance 3.3 and save in the case of the first Lay Trustees who shall be identified and whose terms of office shall be determined by the Trustees, Lay Trustees shall normally hold office for a period of three years. The terms of office of the Lay Trustees may be reduced at the discretion of the Trustees.

3.12 Any retiring Lay Trustee who remains qualified may be re-appointed, provided that no Lay Trustee may serve for more than two terms of office in total.

3.13 A vacancy in the Lay Trustees may be filled at any time.

4. Proceedings of Trustees

4.1 The Trustees must hold at least four meetings in each year.

4.2 A quorum at a meeting of the Trustees is seven Trustees of whom: (a) at least one must be either the President or a Vice President; and (b) the majority must not be Lay Trustees.

4.3 The President may call a meeting of the Trustees by giving reasonable notice of the meeting to the Trustees or by authorising the **Chief Executive** to give such notice.

4.4 A meeting of the Trustees shall be called by the President on receipt of a Written request from at least three Trustees.

4.5 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by Trustees in which all participants may communicate with all the other participants.

4.6 The President or (if the President is unable or unwilling to do so) the most senior Vice

President present shall preside at each meeting of the Trustees. The procedure for determining the relative seniority of Vice Presidents shall be prescribed by the Council in the Standing Rules.

4.7 Every issue may be determined by a simple majority of the votes cast at a meeting but a Written resolution circulated to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:

(a) the Trustees who approve the Written resolution must be such that they would form a quorum at a meeting of the Trustees; and

(b) the resolution may be contained in more than one document and will be treated as passed when a simple majority of the Trustees have signified their agreement to it.

4.8 A Trustee signifies agreement to a proposed Written resolution when the College receives from him or her an **Authenticated Document** (whether in hard copy or electronic form) identifying the resolution to which it relates and his or her agreement to it.

4.9 Except for the chairman of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue.

4.10 A Trustee must avoid a situation in which he or she has an interest or duty that conflicts or possibly may conflict with the interests of the College. This duty is not infringed if:

(a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;

(b) the situation is authorised by the Trustees in accordance with Ordinance 4.11; or

(c) the situation relates to the purchase of trustee indemnity insurance.

4.11 If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that:

(a) the procedure in Ordinance 4.12 is followed;

(b) authorisation will not result in any direct or indirect **Material Benefit** being conferred on any Trustee or any **Person Connected to a Trustee** that would not be permitted by the Charter; and

(c) the unconflicted Trustees consider it is in the best interests of the College to authorise the conflict of interest in the circumstances.

4.12 Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

(a) declare his or her interest before discussion begins on the matter;

(b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

(c) not be counted in the quorum for that part of the meeting; and

(d) withdraw during the vote and have no vote on the matter.

4.13 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Powers of Trustees

5.1 The Trustees shall manage the business of the College and may exercise all of the powers of the College unless they are subject to any restrictions imposed by law or the Charter or Ordinances.

5.2 Without prejudice to Ordinance 5.1, the Trustees may:

- (a) appoint (and remove) any individual to act as Chief Executive of the College;
- (b) delegate such of their powers, functions, discretions and responsibilities as they deem expedient to the Council, committees, the Chief Executive and other groups and individuals;
- (c) employ managers, employees and workers and engage consultants, advisers, agents and volunteers on such terms and for such purposes as they think fit and who shall be responsible to the Trustees for the proper performance of their duties;

(d) make Regulations and other rules consistent with the law, the Charter and the Ordinances to govern proceedings at general meetings, proceedings at meetings of the Trustees and meetings of committees, and the administration of the College;

(e) establish procedures to assist the resolution of disputes within the College; and

(f) exercise any of the powers of the College which are not reserved to the Council or the Voting Members by the Charter or the Ordinances.

5.3 If the Trustees shall at any time be reduced in number to less than the number required to form a quorum under Ordinance 4.2, it shall be lawful for them to act as Trustees for the purposes of filling up vacancies in their body or summoning a general meeting but not for any other purpose.

6. The Council

6.1 In accordance with Article 9 of the Charter, the Trustees hereby delegate to the Council all substantive matters relating to professional and public policy which upholds the mission and strategic aims of the College and supports members. The Council shall report all decisions relating to such matters promptly to the Trustees.

6.2 In the event of uncertainty, the Trustees shall have absolute discretion to determine whether or not any given matter falls within the scope of the delegation set out in Ordinance 6.1.

6.3 The Council shall consist of:

- (a) not more than 24 nor less than 14 **Surgical Council Members**;
- (b) two **Dental Council Members**;
- (c) subject to Ordinance 6.8, one **SSA Council Member** per **SSA**; and
- (d) at the discretion of the Council, up to two Council Members per additional

faculty instituted in accordance with Ordinance 11.2, such Council Members to be appointed and to hold office on the terms specified by the Council in the Standing Rules.

6.4 All Council Members shall:

- (a) be Voting Members;
- (b) not be trustees or members of the council of any other surgical, medical or dental colleges (either whilst they are Council Members or in the year immediately preceding their appointment); and
- (c) subject to Ordinance 6.5, be engaged in **Active Practice**, save that those who have retired from Active Practice may serve as a Council Member in the five College Years immediately following the date of their retirement.

6.5 All Council Members appointed on or after the date on which these Ordinances were adopted must be in Active Practice on the date on which they are appointed to their first term of office as a Council Member.

6.6 Subject to Ordinances 6.4 and 6.5, any person who is a Surgical Fellow or Surgical Member is eligible for appointment as a Surgical Council Member. Surgical Council Members shall be elected by the Surgical Fellows and Surgical Members acting in accordance with the procedure set out in the Standing Rules. Every Surgical Fellow and Surgical Member has one vote on the election of Surgical Council Members.

6.7 Subject to Ordinances 6.4 and 6.5, the Dental Council Members shall be:

- (a) the FDS Dean; and
- (b) an additional Dental Council Member elected by the Board of the Faculty of Dental Surgery from amongst their number in accordance with the procedure set out in the **Standing Orders** of the Faculty of Dental Surgery.

6.8 Subject to Ordinances 6.4 and 6.5, any person who is a member of an SSA is eligible for appointment as an SSA Council Member. Each SSA shall have the right to appoint one SSA Council Member to the Council, provided the appointment is made in accordance with an **Approved Procedure**.

6.9 Subject to Ordinance 6.12 and to earlier termination under Ordinance 6.13:

- (a) the first term of office of Council Members appointed prior to the adoption of these Ordinances shall be six years; and
- (b) the first term of office of Council Members appointed on or after the date on which these Ordinances were adopted shall be four years, save that SSA Council Members may be appointed for a period of less than four years at the Council's discretion.

6.10 Any retiring Council Member who remains qualified may be re-appointed for a further term of office, provided that:

- (a) no Council Member appointed to the Council prior to the adoption of these

Ordinances shall serve for more than ten years in total; and

- (b) no Council Member first appointed to the Council on or after the date on which these Ordinances were adopted shall serve for more than eight years in total.

6.11 A Council Member's second term of office shall normally be four years, but this period may be varied as permitted in the Standing Rules.

6.12 Notwithstanding Ordinances 6.4(c) and 6.10 and subject to Ordinance 6.13:

- (a) a President or Vice President will be a Council Member for the duration of his or her term of office as President or Vice President (as applicable). If a person ceases to be President or Vice President within two years of their maximum term of office on Council, as specified in Ordinance 6.10, he or she may remain as a Council Member until he or she has served his or her maximum term; and

- (b) a **President-elect** will be a Council Member during the period beginning on the date of his or her election as President and ending on the date of his or her accession to that office.

6.13 A Council Member's term of office automatically terminates if he or she:

- (a) is incapable, whether mentally or physically, of managing his or her own affairs;
- (b) is absent from two meetings of the Council in any College Year (but only if

the absences are not approved by the President either in advance of or, in exceptional circumstances, after the meetings);

- (c) ceases to meet the criteria specified in Ordinance 6.4(a) or 6.4(b);

- (d) with the exception of the President and Vice Presidents, ceases to meet the criteria specified in Ordinance 6.4(c);

- (e) in the case of an SSA Council Member, ceases to be a member of the SSA that appointed them to the Council or is removed from office by their appointing SSA acting in accordance with an Approved Procedure;

- (f) resigns by Written notice to the Council;

- (g) is removed by a resolution of the Voting Members passed by a simple majority at a general meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views; and/or

- (h) dies.

6.14 A Council Member may be suspended from office by resolution of the Council on the ground that the Council Member is under investigation or facing disciplinary action for professional misconduct and that in their reasonable opinion it would be in the best interests of the College for the Council Member to be suspended from the Council. Any suspended Council Member may be reinstated

6.15	by resolution of the Council. The procedure for suspending and reinstating Council Members shall be prescribed in Standing Rules.	8.3	Subject to the Charter, the Ordinances, the Regulations and any other directions of the Trustees, the meetings and proceedings of the Council shall be regulated in the Standing Rules. Every Council Member has one vote on each issue.	9.3	Without prejudice to Ordinance 9.1, the Council may from time to time recognise one SSA per Recognised Specialty .
6.16	A technical defect in the appointment of a Council Member of which the Council Members were unaware at the time does not invalidate decisions of the Council.	8.4	The Council shall provide the Trustees with a copy of the minutes of every meeting of the Council promptly.	10.1	10. Officers The Officers of the College are:
7.1	A vacancy on the Council may be filled at any time, but there shall be no obligation to fill vacancies amongst the Surgical Council Members provided that the number of Surgical Council Members does not fall below the number specified in Ordinance 6.3(a).	9.1	9. Powers of the Council The Council may exercise all of the powers of the College in carrying out the functions delegated to it by the Trustees in these Ordinances or elsewhere provided always that the exercise of any such power must not commit the College to or result in any expenditure of money or resources unless that commitment or expenditure has been approved in advance by the Trustees.	(a)	the President;
7.2	Invited Council Members The Council may from time to time appoint Invited Council Members who shall have the right to attend meetings of the Council but shall not be eligible to vote. The Invited Council Members shall be appointed in such manner and hold office for such periods of office and on such terms as shall be prescribed in the Standing Rules.	9.2	Without prejudice to Ordinance 9.1, the Council may make Standing Rules consistent with the law and the Charter, the Ordinances and any further Regulations or rules made by the Trustees, to govern all matters expressly directed or authorised to be regulated or prescribed in the Standing Rules and all other matters which (consistently with the Charter and the Ordinances and the terms on which authority has been delegated to the Council by the Trustees) the Council deems it useful or necessary to regulate by Standing Rules. No Standing Rule may be made or amended without the prior Written approval of the Trustees.	(b)	not less than two and, at the discretion of the Council, up to three Vice Presidents;
8.1	The Council must hold at least four meetings each year.			(c)	the FDS Dean; and
8.2	A quorum at a meeting of the Council shall be the President or a Vice President and fifteen other Council Members provided that at any meeting held for the purpose of electing the President and the Vice Presidents the quorum shall be fifteen Council Members.			(d)	if appointed as a Council Member pursuant to Ordinance 6.3(d), the Dean of any additional faculties instituted in accordance with Ordinance 11.2.
				10.2	The President and Vice Presidents of the College must be Council Members on the date on which they are appointed, and shall be elected by the Council from amongst the Council Members in the manner prescribed in the Standing Rules. Subject to Ordinance 10.5, any Council Member is eligible to stand for election as President or Vice President.
				10.3	Save in the case of the first President and Vice Presidents to be elected following the adoption of these Ordinances whose terms of office shall be determined by the Council, the normal term of office of:
				(a)	a President shall be three years; and
				(b)	a Vice President shall be two years if there are two Vice Presidents or three years if there are three;
					but these periods may be exceeded as permitted in the Standing Rules. A casual vacancy in any of

the said offices may be filled at any duly constituted meeting of the Council.

10.4 With the exception of the President and Vice Presidents in office on the date on which these Ordinances are adopted who may serve for up to two terms of office, no President or Vice President may serve for more than one term of office.

10.5 Council Members who will complete their maximum term of office on Council, as specified in Ordinance 6.10 (and notwithstanding any extension that may be permitted under Ordinance 6.12), at the end of the College Year then current shall be eligible to vote at any election of the President or Vice Presidents but not to stand for or be elected to either office.

10.6 An Officer's term of office automatically terminates if his or her term of office as a Trustee is terminated pursuant to Ordinance 3.3.

11. Faculties

11.1 The Faculty of Dental Surgery, the Faculty of General Dental Practice (UK) and any additional faculty established in accordance with Ordinance 11.2 shall each be governed by a Dean and a Board consisting of such persons elected or appointed in accordance with such procedures and on such terms as are specified in Standing Orders adopted by the relevant Faculty.

11.2 Subject to and in accordance with the Charter, the College may institute and establish such additional faculties in the College (forming administrative parts of either or both of the Commonalty of Surgeons or the Faculty of Dental Surgery) as the Trustees may think fit and

determine and may combine with any other body in the establishment of a joint faculty in the College and such body.

11.3 The Boards of the Faculty of Dental Surgery, the Faculty of General Dental Practice (UK) and any additional faculty established in accordance with Ordinance 11.2 may make Standing Orders consistent with the law, the Charter, the Ordinances, the Regulations, the Standing Rules and any further rules or bye-laws made by the Trustees or the Council to govern all matters expressly directed or authorised to be regulated in Standing Orders and all other matters which the Boards may deem it useful or necessary to regulate in Standing Orders. No Standing Order may be made or amended without the prior Written approval of the Trustees.

12. General Meetings

12.1 Voting Members are entitled to attend general meetings personally. General meetings are called by the Trustees on at least 21 **Clear Days'** Written notice specifying the place and hour of the general meeting and the business to be discussed.

12.2 There is a quorum at a general meeting if the number of Voting Members present in person is at least thirty (exclusive of Council Members and Trustees).

12.3 The President or (if the President is unable or unwilling to do so), a Vice President or (if the Vice Presidents are all unable or unwilling to do so) the senior Elected Trustee present presides at a general meeting. The procedure for determining the relative seniority of Elected Trustees shall be prescribed by the Council in the Standing Rules.

The Chairman may with the consent of the general meeting and shall if so directed by the meeting adjourn the general meeting from time to time and from place to place.

12.4 The College must hold an **AGM** at least once in every fifteen **month** period which all Voting Members are entitled to attend.

12.5 At an AGM the Voting Members:

- (a) receive the audited accounts of the College for the previous financial year;
- (b) receive the Trustees' report on the College's activities since the previous AGM; and
- (c) deal with any other business put before them.

12.6 Any general meeting which is not an AGM is an **EGM**.

12.7 An EGM may be called at any time by the Trustees.

12.8 An EGM may be called on a Written request to the Trustees from at least 3% of the Voting Members.

12.9 On receipt of a Written request made pursuant to Ordinance 12.8, the Trustees must call an EGM within 21 days and the EGM must be held not more than 28 days after the date of the notice calling the EGM.

12.10 Voting Members shall have the right to introduce motions for discussion at general meetings in accordance with the procedures specified by the Trustees in Regulations. The President shall determine what motions are in order and direct

the arrangement of the agenda, save that the President shall be obliged to include in the agenda all motions introduced by the Voting Members concerning the matters specified in Ordinance 13.4.

13. Voting at General Meetings

13.1 A resolution at a general meeting shall be decided by a show of hands. There shall be no proxy voting.

13.2 Every Voting Member present at a general meeting shall have one vote on each issue.

13.3 Except where otherwise provided by law or in the Charter or Ordinances, every issue is decided by a simple majority of the votes cast.

13.4 With the exception of:

- (a) the approval of changes to the Charter and Ordinances;
- (b) the approval in the level of election and admission fees and annual subscriptions of the members; and
- (c) the approval of a motion to remove a Council Member pursuant to Ordinance 6.13(g);

motions carried at a general meeting are only advisory to and shall not be binding on the Trustees or the Council.

14. Termination of Membership

14.1 Membership is terminated if the member concerned:

- (a) is removed from the Medical Register by the General Medical Council under section 35D of the Medical Act 1983 or

from the Dentists Register by the General Dental Council under section 27 of the Dentists Act 1984 as the case may be and the Council considers that the offence for which the member in question has been so removed is of such a nature as to render him or her unfit to remain as a member;

- (b) is removed from membership by resolution of the Council on the ground that:

- (i) in their reasonable opinion the member has been guilty of disgraceful conduct in any professional respect and that it would be in the best interests of the College for the member's membership to be terminated;

- (ii) the member has been convicted of a criminal offence and the Council considers that the offence for which the member in question has been so convicted is of such a nature as to render him or her unfit to remain as a member;

- (iii) the member has obtained his or her Diploma or Licence by any fraud or false statement;

- (iv) the member is more than six months in arrears in paying the relevant subscription or fee (if any) due to the College and any penalty fee or interest thereon, but in such a case the member may be

reinstated by resolution of the Council on payment of the amount due;

- (v) in their reasonable opinion the member has violated any Ordinance, Regulation, Standing Rule, Standing Order or any of the rules or bye-laws made under them;

but in each case only after notifying the member in Writing and affording them reasonable opportunity to make either oral or Written representations on their own behalf;

- (c) gives Written notice of resignation to the College; or
- (d) dies.

14.2 On termination of membership:

- (a) the member's Diploma or Licence shall be void and shall become the property of the College and be delivered to the College on demand; and

- (b) the member shall forfeit the right to retain his or her Diploma or Licence and to use the designation he or she was previously entitled to use;

provided that if the member concerned is subsequently restored to the membership by resolution of the Council, the member shall notwithstanding the removal but subject to such conditions as the Council may in the particular case see fit to impose be restored to his or her rights and privileges as a member.

15. Communication with Members

15.1 The College may validly send or supply any document (including any notice) or information to a member:

- (a) by delivering it by hand to the address notified by the member In Writing;
- (b) by sending it by post or courier in an envelope (with postage or delivery paid) to the address notified by the member In Writing;
- (c) by fax to a fax number notified by the member In Writing;
- (d) by electronic mail to an email address notified by the member In Writing; or
- (e) by means of a website the address of which has been notified to the member In Writing;

in accordance with this Ordinance 15.

15.2 The College may send a document or information to a member via a website if the member concerned has not responded within 28 days of the College sending him a request asking him to agree to the College communicating with him in that manner, provided that:

- (a) the request stated clearly what the effect of failure to respond would be;
- (b) when the request is sent to the member, at least 12 months have passed since the College last requested the member to agree to receive the same or a similar type of document or information via a website;
- (c) the document or information concerned is made available in a form which enables

the recipient to read it and retain a copy of it; and

- (d) the College complies with the requirements of Ordinances 15.3 and 15.4.

15.3 When sending information or a document via a website, the College must notify each intended recipient of:

- (a) the presence of the document or information on the website;
- (b) the address of the website;
- (c) the place on the website where it may be accessed; and
- (d) how to access the document or information.

15.4 Where information or a document is sent to members via a website in accordance with this Ordinance, the document or information must remain on the website:

- (a) in the case of notice of a general meeting, until after the general meeting has ended; and
- (b) in all other cases, for 28 days beginning with the date on which the College sent notification pursuant to Ordinance 15.3.

15.5 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 fax or delivered by hand to the relevant address;

- (b) two Clear Days after being sent by first class post to the relevant address;

- (c) three Clear Days after being sent by second class or overseas post to the relevant address;

- (d) on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with Ordinance 15.3);

- (e) on being handed to the member personally; or if earlier

- (f) as soon as the member acknowledges actual receipt.

15.6 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

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

- (a) by post to the College's Principal Office or to any other address specified by the College for such purposes; or
- (b) to any fax number or email address provided by the College for such purposes.

16. Fees & Subscriptions

16.1 The fees and annual subscriptions payable by the members shall be determined from time to time by the Trustees, subject to the approval of the Voting Members in general meeting.

16.2 The Trustees may decide to waive all or part of the fee and/or annual subscription payable by a

member or group of members on the grounds of financial hardship or such other cause or reason as they deem to be sufficient.

17. Accounts

The Trustees shall cause proper books of account to be kept with respect to the receipts and expenditure of the College and of its assets and liabilities. Once at least in every year the accounts of the College shall be examined and their correctness ascertained by one or more auditors being a person or persons who, if the College were a company formed and registered under the Companies Act 2006, would be qualified for appointment as its auditor.

18. Investment Powers

For the avoidance of doubt, the College has the following powers:

18.1 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);

18.2 to deposit or invest funds in any manner (but to invest only after obtaining advice from a **Financial Expert**, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);

18.3 to delegate the management of investments to a Financial Expert, but only on terms that:

- (a) require the Financial Expert to comply with any investment policy (and any revision of that policy) set down In Writing for the Financial Expert by the Trustees;

(b) require the Financial Expert to report every transaction to the Trustees;

(c) require the Financial Expert to review the performance of the investments with the Trustees regularly;

(d) entitle the Trustees to cancel the delegation arrangement at any time;

(e) require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once in every year;

(f) 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 Trustees on receipt;

(g) prohibit the Financial Expert from doing anything outside the powers of the Trustees;

18.4 to arrange for investments or other property of the College to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required.

19. Common Seal

19.1 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. The 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 one of the Elected Trustees).

19.2 The College may maintain a separate Seal for use in connection with the Faculty of Dental Surgery consisting of such Armorial Bearings and other devices as may be made available for the separate use of the Faculty of Dental Surgery. Any separate Seal maintained under this Ordinance shall not be affixed to any instrument unless it is witnessed by the signature of the Dean or Vice Dean of the Faculty for which the Seal is maintained.

20. Amendment of Ordinances

Subject to and in accordance with the Charter, these Ordinances may be altered, added to or revoked by a resolution passed by a majority of not less than two-thirds of the Trustees and subsequently ratified by a simple majority of the Voting Members present, whether voting or not, at a duly constituted general meeting.

21. Interpretation

21.1 In the Ordinances:

Active Practice

has the meaning set out in the Standing Rules;

AGM

means an annual general meeting of the College;

Approved Procedure

for the purposes of Ordinances 6.8 and 6.13(e), an Approved Procedure for the appointment and removal of an SSA Council Member is a transparent and democratic procedure that has been determined by their appointing SSA and

Authenticated Document	approved by the Council In Writing; means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of the sender is confirmed in a manner specified by the College (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the College has no reason to doubt the truth of that statement); means the Charities Act 2011;	College	means The Royal College of Surgeons of England (charity no 212808);	General Dental Practice (UK);
Charities Act		College Year	means the twelve month period designated from time to time by the Trustees as the College Year;	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;
Charter	means the Royal Charter of Incorporation granted to the College in 1800 as amended by Supplemental Charters;	Council	means the Council of the College;	means an Invited Council Member appointed in accordance with Ordinance 7;
Charity Trustee	has the meaning prescribed by section 177 of the Charities Act;	Council Members	means the members of the Council;	means a Trustee appointed in accordance with Ordinance 3.10;
Chief Executive	means the Chief Executive of the College;	Dental Council Member	means a Council Member appointed pursuant to Ordinance 6.7;	Invited Council Member
Clear Days	means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect;	Dental Specialty	means a field of dentistry recognised as a dental specialty in regulations made by the General Dental Council pursuant to section 26(3) of the Dentists Act 1984;	Lay Trustee means a Trustee appointed in accordance with Ordinance 3.10;
		EGM	means an extraordinary general meeting of the College;	Material Benefit means a benefit which may or may not be financial but which has a monetary value;
		Elected Trustee	means a Trustee elected in accordance with Ordinance 3.6;	Member and membership refer to Voting Membership and Non-Voting Membership of the College;
		FDS Dean	means the Dean from time to time of the Faculty of Dental Surgery;	Non-Voting Member and Non-Voting Membership refer to non-voting membership of the College;
		FGDP Dean	means the Dean from time to time of the Faculty of	Month means calendar month;
				Officers means the persons listed in Ordinance 10.1;
				Ordinances means these Ordinances, including the Appendix;
				Person Connected To A Trustee means (a) a child, parent, grandchild, grandparent, brother or sister of a Trustee;

	(b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest (or in which two or more such persons, taken together, have a substantial interest);		within the United Kingdom by order under section 34D(3) of the Medical Act 1983;		Surgical Council Member	means a Council Member who is a Surgical Fellow or Surgical Member appointed in accordance with Ordinance 6.6;
		Regulations	means the regulations made by the Trustees pursuant to Ordinance 5.2(d) and any rules or bye-laws made under them;		Trustee	means a Charity Trustee of the College and Trustees means all of the Charity Trustees;
		Standing Orders	means the standing orders made by the Faculty of Dental Surgery, the Faculty of General Dental Practice (UK) or any additional faculty instituted in accordance with Ordinance 11.2 pursuant to Ordinance 11.3 and any rules or bye-laws made under them;		Vice President	means a Vice President of the College and Vice Presidents means all of the Vice Presidents;
		Standing Rules	means the rules made by the Council pursuant to Ordinance 9.2 and any rules or bye-laws made under them;		Voting Member and Voting Membership	refer to voting membership of the College;
President	means the President of the College;		means the rules made by the Council pursuant to Ordinance 9.2 and any rules or bye-laws made under them;		Written or In Writing	refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail;
President-elect	means the President-elect of the College;			year		means a twelve month period.
Principal Office	means 35–43 Lincoln's Inn Fields, London WC2A 3PE or such other address designated by the Trustees as the Principal Office of the College;	SSA	means a Surgical Specialty Association recognised by the Council from time to time pursuant to Ordinance 9.3;	21.2		Words and phrases defined in the Charter shall have the same meanings in the Ordinances.
Recognised Specialty	means a specialty which the Privy Council has designated as a recognised specialty	SSA Council Member	means a Council Member nominated by an SSA and appointed in accordance with Ordinance 6.8;	21.3		References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
				21.4		References to one gender shall include any other gender.
				21.5		For the avoidance of doubt, the hierarchy of the College's constitutional documents is as follows:

- (a) the Charter;
- (b) the Ordinances;
- (c) the Regulations;
- (d) the Standing Rules; and
- (e) the Standing Orders.

In the event of a conflict, the terms of the superior document shall prevail.

The Appendix

Classes of Voting Membership

1. This Appendix sets out the qualifications for admission to each class of Voting Membership and the designations that Voting Members in each class are entitled to use.

2. Surgical Fellows

- 2.1 By examination:
A person shall be entitled to be admitted as a Surgical Fellow if they have:
 - (a) passed the appropriate examination for Surgical Fellowship; and
 - (b) complied with such conditions as may be prescribed by the Council.
- 2.2 By election without examination:
Persons who are medically or dentally qualified may be elected as Surgical Fellows by a simple majority of the Council without examination in recognition of outstanding professional service to the College or the surgical profession.
- 2.3 By admission ad eundem:
Qualified persons may be admitted as Surgical Fellows ad eundem provided that the Council is

satisfied that their standard of training is equivalent to the length and type of professional study required for the examination for Surgical Fellowship of the College (subject to compliance with any further conditions prescribed by the Council).

- 2.4 All persons admitted as Surgical Fellows pursuant to paragraphs 2.1, 2.2 or 2.3 shall be entitled to use the designation "FRCS England".

3. Surgical Members

- 3.1 By examination:
A person shall be entitled to be admitted as a Surgical Member if they have:
 - (a) prior to 30 March 1992 passed the examination, received the Diploma and otherwise complied with the requirements prescribed in bye-laws for admission to the College granted jointly with the License of the Royal College of Physicians; and
 - (b) on or following 30 March 1992 passed the appropriate examination for Surgical Membership and complied with such conditions as may be prescribed by the Council for this purpose.

- 3.2 By admission ad eundem:
A medically qualified practitioner may be admitted as a Surgical Member ad eundem provided that the Council is satisfied that any diploma that they have received from another institution, or their standard of training, is equivalent to that required for Surgical Membership by examination of the College

(subject to compliance with any further conditions prescribed by the Council).

- 3.3 All persons admitted as Surgical Members pursuant to paragraphs 3.1 or 3.2 shall be entitled to use the designation "MRCS England".

4. Dental Fellows

- 4.1 By examination:
A person shall be entitled to be admitted as a Dental Fellow if they have:
 - (a) passed the appropriate examination for Dental Fellowship; and
 - (b) complied with such conditions as may be prescribed by the Council and the Board of the Faculty of Dental Surgery.
- 4.2 By assessment:
Persons who have been medically or dentally qualified for no less than ten years and who have been admitted as Dental Members shall be entitled to be admitted as Dental Fellows if they have:
 - (a) passed the appropriate assessment for Dental Fellowship; and
 - (b) complied with such conditions as may be prescribed by the Council and the Board of the Faculty of Dental Surgery.
- 4.3 By election without examination:
Persons who have been medically or dentally qualified for twenty years (or such lesser period as the Board of the Faculty of Dental Surgery may in any particular case determine) may be elected by the Board of the Faculty of Dental Surgery as Dental Fellows without examination provided

that the number of such Dental Fellows elected in any year shall not exceed ten.

4.4 By admission ad eundem:

Qualified persons may be admitted as Dental Fellows ad eundem. For this purpose a qualified person is a person who has satisfied the Board of the Faculty of Dental Surgery that their standard of training is equivalent to the length and type of professional study required for the examination for Dental Fellowship of the College (subject to compliance with any conditions prescribed by the Council and the Board of the Faculty of Dental Surgery).

4.5 All persons admitted as Dental Fellows pursuant to paragraphs 4.1, 4.2, 4.3 or 4.4 shall be entitled to use the designation "FDSRCS England" or "FDS (Specialty) RCSEng" (with the word "Specialty" being replaced with the name of the **Dental Specialty** of the relevant Dental Fellow).

5. Dental Members

5.1 By examination:

Dental Members shall include all persons who are granted either dental membership or specialist membership of the Faculty of Dental Surgery by the Board of the Faculty of Dental Surgery having passed the appropriate dental or specialist dental examination and complied with such conditions as may be prescribed in bye-laws applicable to the Faculty of Dental Surgery for this purpose.

5.2 By admission ad eundem:

A dentally qualified practitioner may be admitted as a Dental Member ad eundem provided that

the Board of the Faculty of Dental Surgery is satisfied that any diploma they have received from another institution, or their standard of training is equivalent to that required for Dental Membership by examination (subject to compliance with any conditions prescribed by the Council and the Board of the Faculty of Dental Surgery).

5.3 All persons admitted as Dental Members pursuant to paragraphs 5.1 or 5.2 shall be entitled to use the designation "MFDS RCS England" or "MJDF (FDS) RCS England" or "M (Specialty) RCSEng" (with the word "Specialty" being replaced with the name of the Dental Specialty of the relevant Dental Member).

