

## Bye-Laws of the Royal College of Paediatrics and Child Health

### 1. Definitions and Interpretation

- (i) In these Bye-Laws, the following words shall have the following meanings:

“Appointments Panel”	a standing committee of the Board of Trustees established pursuant to bye-law 11(ii)
“Board Chair”	as referred to in bye-law 3(i)(a);
“Charter”	the Royal Charter incorporating the Royal College of Paediatrics and Child Health;
“the Council”	a standing committee of the Board of Trustees established pursuant to bye-law 11(ii);
“Designated Resolution”	has the meaning in Bye-law 12(vii).
“the Former Council”	the Council of the College as constituted under the Bye-laws of the College which were in force prior to these Bye-laws taking effect;
“Good Standing”	as defined by a resolution of the Board of Trustees, or a committee or the board of the Board of Trustees, which shall be recorded in a document of the same name which may be varied, or added to, from time to time by a resolution of the Board of Trustees or a committee or board of the Board of Trustees;
“member of the College”	has the meaning set out in Article 8 of the Charter;
“Regulations”	the Regulations of the College for the time being made under Article 12 of the Charter;
“Remote Voting”	the right of a member of the College to exercise his voting rights in respect of any Designated Resolution proposed at a General Meeting of the College by either or one only of the below methods:  (i) by appointing another person as his proxy to exercise his rights to vote on a Designated Resolution at a General Meeting of the College;  (ii) (where the member is not present in person at the General Meeting of College) by casting his vote by

electronic means on a Designated Resolution.

“Returning Officer” has the meaning as set out in the Regulations;

“UK” the United Kingdom of Great Britain and Northern Ireland;

- (ii) In the event of any inconsistency between the provisions of the Charter and the provisions of the Byelaws the provisions of the Charter shall prevail.
- (iii) In these Bye-laws, unless the context otherwise requires, the expressions or words used in the Charter shall have the meanings there defined.
- (iv) All references to legislative provisions are to the legislation concerned as amended, repealed, re-enacted or replaced and in force from time to time.
- (v) Words denoting the singular include the plural and vice versa.
- (vi) Words denoting any one gender include all genders.

## **2. Powers of the Board of Trustees**

The control and management of the affairs of the College shall be vested in the Board of Trustees, which in addition to the power and authorities expressly conferred on them by these Bye-laws or otherwise, may in respect of the affairs of the College exercise all such powers and do all such things as may lead to the furtherance of the objects of the College, including all such powers and things as may be exercised or done by the College and are not by the Charter or these Bye-laws expressly directed or required to be exercised or done by the College in General Meeting.

## **3. Board of Trustees**

- (i) The Board of Trustees shall consist of:
  - (a) the Chair of the Board of Trustees who must not be a member of the College at any time he holds such office;
  - (b) the President;
  - (c) the Registrar;
  - (d) the Treasurer;
  - (e) one Beneficiary Trustee who has experience of advocating the interests of children or young persons;
  - (f) up to 4 persons being Ordinary Members or Fellows;
  - (g) up to 3 other Trustees.

- (ii) A person will only be eligible to be appointed the Treasurer or a Trustee under bye-law 3(i)(f) if he is an Ordinary Member or Fellow in Good Standing.
- (iii) All Trustees are charity trustees as defined by section 177 Charities Act 2011.
- (iv) All Trustees (apart from the President and the Registrar) shall be appointed by the Board of Trustees from persons recommended by the Appointments Panel. Any other eligibility criteria for appointments as Trustees under this bye-law 3(iv) shall be set out in the Regulations.
- (v) No Trustee may occupy more than one post on the Board of Trustees simultaneously except:
  - (a) with the express consent of the Board of Trustees, and subject to such conditions as they may impose; or
  - (b) when the Registrar serves as the President pursuant to bye-law 7(x).

#### **4. Term of office of Trustees**

- (i) Each Trustee (apart from the President and the Registrar) shall hold office for a term of three years from the date of his appointment, at the end of which he shall retire, but shall be eligible for re-appointment to the same office for one further term of two years from the date of his re-appointment.
- (ii) The President shall take up office with effect from the close of the first Annual General Meeting of the College following his election and shall retire from that office at the close of the third Annual General Meeting of the College following his taking office. Upon such retirement he shall not be eligible for re-election as President. The President shall additionally serve as President Elect from his election until he takes up office as President. The President Elect is not a Trustee.
- (iii) The Registrar shall take up office from the start of the first meeting of the Board of Trustees following his election and shall retire from that office at the start of the first meeting of the Board of Trustees after the third anniversary of his taking up office, but shall then be eligible for re-appointment to the same office for one further term of two years from the date of the meeting of the Board of Trustees at which he was re-appointed.
- (iv) The provisions of bye-laws 4(i), 4(ii) and 4(iii) are subject to bye-laws 5(i) and 5(ii).
- (v) Upon retirement from one office as a Trustee, a person shall not be eligible for appointment or election to another office as Trustee except as the President.

#### **5. Transitional arrangements for the Board of Trustees**

Notwithstanding any other provisions of these Bye-laws:

- (i) the first Chair of the Board of Trustees and the first other Trustees pursuant to Bye-laws 3(i)(e), 3(i)(f) and 3(i)(g) who take office on the

date when these new Bye-laws take effect shall be those appointed to such office by the Former Council prior to such date from persons recommended by an appointments panel constituted by the Former Council. The Board of Trustees may determine the duration of the first term of office of each of these first Trustees.

- (ii) each of the President, Registrar and the Treasurer, who were in office immediately prior to the date of these new Bye-laws taking effect, shall continue in their respective offices. The period of office served by each of them prior to such date shall count towards their respective term of office and, in the case of the Registrar and Treasurer towards their first term of office. The Board of Trustees shall determine when such term of office expires.

## **6. Disqualification, Removal and Resignation of Trustees**

A Trustee must vacate the office of Trustee if:

- (i) (if membership of the College was an eligibility requirement for election or appointment as a Trustee) he ceases to be a member of the College;
- (ii) he dies or becomes subject to a bankruptcy order or interim order or he makes any arrangement or composition with his creditors;
- (iii) he is suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under any statute for the time being in force relating to mental disorder or an order is made in relation to his personal welfare or property and affairs under legislation relating to mental health or mental capacity;
- (iv) a registered medical practitioner who is treating that person gives a written opinion to the College stating that that person has become physically incapable of acting as a Trustee and may remain so for more than three months;
- (v) by notice in writing to the College he resigns his office (but only if the number of Trustees necessary for a quorum at a meeting of the Board of Trustees will remain in office when the notice of resignation is to take effect);
- (vi) he is disqualified from acting as a charity trustee under any statute or ceases to hold office by virtue of any provision of the Companies Act 2006 or is prohibited by law from holding office;
- (vii) he fails to attend three consecutive meetings of the Board of Trustees and the Board of Trustees resolves that he should cease to be a Trustee after inviting the Trustee concerned to attend and be heard by the Board of Trustees before the decision is made;
- (viii) the College in General Meeting resolves that he shall retire;
- (ix) he is removed from office by a resolution of the Board of Trustees, or a committee thereof, that the interests of the College so require, after inviting the Trustee concerned to attend and be heard by the Board of Trustees before the decision is made.

## **7. Mode of Election of President and Registrar**

### ***The President***

- (i) The President shall be elected by the Ordinary Members, Fellows, Senior Members, Senior Fellows and Honorary Fellows of the College eligible under the Regulations to vote in the election.
- (ii) All candidates for election as President must be Fellows of the College who satisfy any eligibility criteria for election prescribed in the Regulations. The President shall be nominated by at least six persons being Ordinary Members or Fellows who satisfy any eligibility criteria for nomination prescribed in the Regulations.

### ***The Registrar***

- (iii) The Registrar shall be elected for his first term of office by the Ordinary Members, Fellows, Senior Members, Senior Fellows and Honorary Fellows of the College eligible under the Regulations to vote in the election. The re-appointment of the Registrar for a second term of two years shall be made by a resolution of the Board of Trustees.
- (iv) All candidates for election as the Registrar must be a Fellow or Ordinary Member of the College who satisfy any eligibility criteria for election prescribed in the Regulations. The Registrar shall be nominated by at least two persons being Ordinary Members or Fellows who satisfy any eligibility criteria for nomination prescribed in the Regulations.

### ***Elections – General Provisions***

- (v) The following provisions of this bye-law 7 apply to the election of the President and Registrar.
- (vi) No person may be a candidate for President or the Registrar unless he is in Good Standing with the College. It is the responsibility of the candidate to inform the College if he ceases, at any stage during the election, to be in Good Standing. The Returning Officer for an election may refuse to accept the nomination of a candidate not in Good Standing or to withdraw a nomination if the candidate subsequently ceases to be in Good Standing. The Returning Officer shall determine whether a candidate is in Good Standing.
- (vii) The procedures for nominations and conduct of elections shall be governed by the Regulations. All candidates for posts shall be required to abide by the Regulations governing elections. In the event of the Returning Officer determining that a breach of those Regulations has occurred, the Returning Officer may direct that a candidate's nomination should be withdrawn or that the result of the election should be set aside and a new election held.
- (viii) Any determination by the Returning Officer under bye-law 7 shall be subject to appeal as set out in the Regulations governing elections.

### ***Filling vacancy in the President***

- (ix) If the office of President becomes vacant during his term of office and there is a President Elect in office, the President Elect shall immediately take up office as President and shall retire from that office at the close of the fourth Annual General Meeting of the College following his taking

such office. Upon such retirement he shall not be eligible for re-election as President.

- (x) If the office of President becomes vacant during his term of office and there is no President Elect in office, the Registrar shall immediately take up office as President. The Board of Trustees shall determine, within six weeks of this date, arrangements for electing a new President and a date on which the new President shall take up office. The Board of Trustees shall also either confirm the Registrar as President until the new President takes up office, or appoint any other member of Council, being a Fellow of the College, as President. The person serving as President under this bye-law 7(x) shall serve as President until the date on which the newly elected President takes office and, if eligible, may stand in that election for the President. If the Registrar serves as President under this bye-law 7(x) he shall continue to serve as Registrar for his full term under bye-law 4(iii).
- (xi) If the President elected under the arrangements in bye-law 7(x) takes up office on a date other than the first Annual General Meeting of the College following his election, he shall retire as President at the close of the fourth Annual General Meeting of the College following his taking such office. Upon such retirement he shall not be eligible for re-election as President.
- (xii) Any period of time served as President under bye-law 7(x) shall not be taken into account in determining how long the same person might later serve as President, if elected to the post, nor shall previous service as the elected President debar anyone from subsequently filling the vacancy in the President under bye-law 7(x).

## **8. Proceedings of the Board of Trustees**

- (i) Subject to the provisions of these Bye-laws, the Board of Trustees may call their meetings and regulate their proceedings as they think fit.
- (ii) The quorum for any meeting of the Board of Trustees shall be seven Trustees.
- (iii) Questions arising at any meeting of the Board of Trustees shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- (iv) The Board Chair shall be entitled to preside at all meetings of the Board of Trustees. If there shall be no Board Chair or if at any meeting he is unwilling to do so or is not present within five minutes after the time appointed for holding the meeting, the Trustees present shall choose one of their number to be chair of the meeting.
- (v) Any of the Trustees can take part in a meeting of the Board of Trustees by way of a:
  - (a) video conference or telephone or similar equipment designed to allow everybody to take part in the meeting; or
  - (b) series of video conferences or conference telephone calls from the Board Chair.

Taking part in this way will be treated as being present at the meeting. A meeting which takes place by a series of video conferences or telephone calls from the Board Chair will be treated as taking place where the Board Chair is. Otherwise, meetings will be treated as taking place where the largest group of the participants are or, if there is no such group, where the chair of the meeting is, unless the Board of Trustees decides otherwise.

- (vi) All acts bona fide done by any meeting of the Board of Trustees, or of any committees of the Board of Trustees, or by any person acting as a Trustee, shall be valid notwithstanding the participation in any vote of a Trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by these Bye-laws to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise

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

- (vii) The Board of Trustees may act notwithstanding any vacancies in their numbers but if at any time the number of Trustees is reduced below five, the Trustees shall act only for the purpose of filling up vacancies among the Trustees or convening a General Meeting of the College.
- (viii) A resolution in writing signed or approved in electronic form by the higher of seven Trustees and a simple majority of the Trustees entitled to vote on the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held provided each of the following conditions is satisfied:
  - (a) the written resolution must be circulated to all Trustees which shall specify the date and time by which the College must receive any notifications of approval (“Closing Time”);
  - (b) a proposed written resolution lapses if it is not approved by the requisite majority before the end of the Closing Time;
  - (c) a Trustee gives his approval to a proposed written resolution when the College receives from him a copy of the resolution signed by him or his indication of his approval of it given by electronic means.

## **9. Declaration of Trustees’ Interests**

A Trustee must declare the nature and extent of any interest, direct or indirect, which he has in a proposed transaction or arrangement with the College or in any transaction or arrangement entered into by the College which has not previously been declared. A Trustee must absent himself from the discussions of the Board of Trustees in which it is possible that a conflict will arise between his duty to act solely in the interests of the College and any personal interest (including but not limited to any personal financial interest).

## 10. Standing Orders

The Board of Trustees shall have the power to create Standing Orders for the management of any aspect of the College business, provided that these Standing Orders are not contrary to the Charter, to these Bye-laws or to the Regulations.

## 11. Boards, committees and working parties

(i) The Board of Trustees may appoint boards, committees and working parties consisting of such persons as they may think fit to which they may delegate authority to deal with specific aspects of the work of the College, for the purpose of making any inquiry, supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by any such body.

(ii) The Board of Trustees has established the following Standing Committees pursuant to bye-law 11(i):

- Appointments Panel
- the Council
- Finance and Risk Committee
- Executive Committee

as all such Committees may be renamed by the Board of Trustees.

(iii) The Council shall have the following functions and powers:

- (a) the preparation of the College's strategy and annual business plans for approval by the Board of Trustees;
- (b) the communication to the College of the views of members of the College so that these can be reflected in the College's strategy and business plans;
- (c) any expressly conferred on the Council by these Bye-laws or the Regulations;
- (d) and any others delegated to it by the Board of Trustees pursuant to bye-law 11(i).

(iv) The Council shall consist of:

- (a) the President
- (b) the Registrar
- (c) the Treasurer
- (d) up to 4 Vice Presidents appointed by the Board of Trustees or (if directed by the Board of Trustees) by the Appointments Panel
- (e) one National Officer for each of Scotland, Wales and Ireland elected from eligible candidates in accordance with the Regulations by the Ordinary Members, Fellows, Senior Members, Senior Fellows and Honorary Fellows eligible under the Regulations to vote in such election

- (f) the chair of the Trainees Committee of the College (as such committee may be renamed or reconstituted with similar functions)
  - (g) the chair of the SAS Committee of the College (as such committee may be renamed or reconstituted with similar functions)
  - (h) one person nominated by the Academic Paediatric Association
  - (i) one person being a Senior Fellow or Senior Member who is eligible, and who is elected by Senior Fellows and Senior Members, in accordance with the Regulations
  - (j) up to eight other persons elected or appointed in accordance with directions made by the Board of Trustees.
- (v) The Board of Trustees authorises the Council to establish committees to perform any function or duty within the authority delegated to the Council.
  - (vi) All acts and proceedings of a board, committee or working party established by the Board of Trustees or the Council shall be promptly reported to the Board of Trustees or the Council respectively.
  - (vii) All such boards, committees and working parties shall, in the exercise of the authority so delegated, conform to any directions imposed on them by the Board of Trustees.
  - (viii) The conduct of meetings of the boards, committees and working parties shall be governed by the Standing Orders for the College approved by the Board of Trustees.

## 12. General Meetings

- (i) The Annual General Meeting of the College shall be held once in every year at such place and such time as the Board of Trustees may determine (being not less than two months after the date of such determination), provided that no more than 15 months shall elapse between such meetings.
- (ii) The Board Chair or the Board of Trustees may at any time convene an Extraordinary General Meeting of the College and the Board of Trustees shall convene such a meeting whenever so required in writing by not less than 5% of the members of the College entitled to vote at a General Meeting. Any such written requisition of the members shall state the object of the meeting proposed to be called.
- (iii) At least 21 days' notice of every General Meeting of the College (exclusive of the day on which the Notice is served but inclusive of the day for which the meeting is called) (or such longer period determined by the Board of Trustees for a specific General Meeting which is to consider a Designated Resolution) specifying the place, day and hour of the meeting, the general nature of the business to be transacted, any Designated Resolution and the method of Remote Voting permitted on any Designated Resolution shall be given to every member of the College.

- (iv) The accidental omission to give notice of a General Meeting of the College to any person entitled to receive such notice shall not invalidate anything done at such meeting.
- (v) Each Ordinary Member, Fellow, Senior Member, Senior Fellow, Honorary Fellow, Associate Member, Foundation Doctor Affiliate, Junior Member and any other members of the College designated in Regulations shall be entitled to attend, speak and vote at General Meetings of the College and to vote by Remote Voting.

All other members of the College (if any) shall be entitled to receive notice of General Meetings and to attend and speak, but not vote, at them or by Remote Voting.

- (vi) A simple majority of votes is required for all decisions, other than where a larger majority is prescribed in the Charter or in the Standing Orders.
- (vii) Voting at General Meetings shall be conducted as set out in the Standing Orders approved by the Board of Trustees. The Board of Trustees, or a committee thereof, may direct if they are satisfied it is in the best interests of the College that, in respect of a specific resolution proposed for consideration at a General Meeting (a “Designated Resolution”), those persons entitled to vote in person on that resolution at the General Meeting can elect to vote by the method or methods of Remote Voting specified by the Board of Trustees, or such committee, in respect of that Designated Resolution. In making that decision the Board of Trustees, or the members of the committee, must balance the advantage of allowing such Remote Voting in respect of that Designated Resolution against the disadvantages of doing so. Remote Voting would not exclude the right to vote in person at the General Meeting. The procedure for conducting Remote Voting shall be set out in the Standing Orders approved by the Board of Trustees. No amendment shall be made to a Designated Resolution as set out in the notice calling the General Meeting at which it is to be considered.
- (viii) A person otherwise entitled to vote who has not paid every subscription or other sum due and owing by him to the College shall not be entitled to vote.
- (ix) The business to be transacted at the Annual General Meeting of the College shall consist of:-
  - (a) the presentation of the accounts and balance sheet of the College and of the Annual Report of the Trustees;
  - (b) the appointment of the College’s auditors;
  - (c) such other business as may be decided by the Board of Trustees or submitted in writing to the College not less than 10 weeks before the date of the meeting, accompanied by the signatures of 15 members of the College being eligible to vote at the Annual General Meeting.
- (x) The quorum for General Meetings shall be defined in the relevant Standing Orders.
- (xi) The Board Chair shall be entitled to take the chair at every General Meeting. If the Board Chair is not present at the time appointed for such

meeting the members of the College present and entitled to vote shall choose one of their number to take the chair.

- (xii) A declaration by the chair of a General Meeting that a resolution proposed at that meeting has been carried or carried by specific majority or lost or not carried by specific majority, and an entry to that effect in the Minute Books of the College, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. Such a declaration shall be given by the chair at the General Meeting (or, in the case of a Designated Resolution on which voting by electronic means is allowed, as soon as practicable after the end of the period permitted for electronic voting).
- (xiii) The chair of a General Meeting may with the consent of the majority of persons present and entitled to vote adjourn it from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- (xiv) Standing Orders approved by Board of Trustees may provide for the further conduct of the meeting.

### **13. Minutes**

- (i) The Board of Trustees shall cause Minutes of all General Meetings of the College, of the Board of Trustees and of the duly appointed Boards, Committees and working parties to be entered into a Minute Book.
- (ii) Any minutes of any meeting, if purported to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.

### **14. Referendums**

The Board of Trustees may direct from time to time that a referendum should be held to determine the views of the membership of the College, or any part of membership, on an issue that the Board of Trustees considers to be of importance. The result of such a referendum shall not be binding on the Board of Trustees.

### **15. Seal**

The Board of Trustees shall provide for the safe custody of the common seal of the College, which shall not be used except with the authority of Board of Trustees, or of a committee of the Board of Trustees, and in the presence of at least two Trustees who shall sign the instrument to which the seal is affixed.

### **16. Members**

The members of the College shall be:

- (i) Ordinary Members shall be:
  - (a) those who were ordinary members of the British Paediatric Association on 23 August 1996 whether or not they hold any postgraduate medical qualification; and

- (b) those medical practitioners who pass the examination for membership of the College in accordance with the Regulations; and
- (c) those other medical practitioners who are elected by the Council as Ordinary Members in accordance with the Regulations; and
- (d) others elected as Ordinary Members by the Council in accordance with the Regulations but who as the result of an election shall consist of not more than 5% of the total Ordinary Members and Fellows at any time.

All Ordinary Members may use the designation MRCPCH (subject to any conditions in the Regulations applicable to the Ordinary Members referred to in bye-law 16(i)(a)).

- (ii) Fellows shall be elected by the Council in accordance with the Regulations. Fellows may use the designation FRCPCH
- (iii) Honorary Fellows shall be:
  - (a) those who were honorary members of the British Paediatric Association on 23 August 1996; and
  - (b) those who are elected by the Council in accordance with the Regulations.

Honorary Fellows may use the designation Hon FRCPCH.

- (iv) Associate Members shall be:
  - (a) those who were associate members of the British Paediatric Association on 23 August 1996; and
  - (b) those registered medical practitioners who are elected by the Council as Associate Members in accordance with the Regulations.

Associate Members shall not be entitled to use any post nominal designatory letters suggesting membership of the College.

- (v) Senior Members and Senior Fellows shall be those Ordinary Members and Fellows who have declared, in accordance with the Regulations, that they have ceased to work in paediatrics and child health. Senior Members and Senior Fellows may use the designations MRCPCH or FRCPCH as they were entitled formerly.
- (vi) Junior Members shall be those who have commenced training in the specialty of paediatrics and child health but who have not passed the examination for membership of the College in accordance with the Regulations and are not eligible for Ordinary Membership and who are elected by the Council in accordance with the Regulations.

Junior Members shall not be entitled to use any post nominal designatory letters suggesting membership of the College.

- (vii) Foundation Doctor Affiliates shall be any foundation doctor working in paediatrics or child health who shall, on application, be admitted by the Council as a Foundation Doctor Affiliate. Foundation Doctor Affiliates shall not

be entitled to use any post nominal designatory letters suggesting membership of the College.

## 17. Termination and suspension of Membership

- (i) Any member of the College may be dismissed by the Council from membership of the College if:-
  - (a) the member has been subject to a determination by a body in the UK responsible for the regulation of a health or social care profession to the effect that his fitness to practise as a member of that profession is impaired and as a consequence he is removed from that body's register, or a determination by a regulatory body elsewhere to the same effect; or
  - (b) he breaches any College bye-law or Regulation; or
  - (c) there has been misconduct by the member during a College examination or he has obtained a College qualification by deception; or
  - (d) he damages or misuses any College property and resources; or
  - (e) his personal or professional conduct is likely to endanger his own professional standing or that of his professional colleagues; or
  - (f) the Council judges, after due enquiry, the member to have otherwise behaved in a manner likely to be prejudicial to the welfare or good name of the College.
- (ii) Except in the event of his name being removed from a register as referred to in bye-law 17(i)(a), a member shall not be dismissed from membership of the College without being given the right to attend and be heard by the Council in accordance with the Regulations before the decision is made. The Regulations shall respect the rules of natural justice enabling the member to have sight of the case against him, the right to be represented and the right to call witnesses on his own behalf and the right to cross-examine witnesses called against him.
- (iii) Members may be suspended from membership of the College if they have had their registration suspended by the General Medical Council (or by a comparable licensing, regulatory or other body anywhere in the world) or if the Council determines, after due enquiry, that such a suspension from membership is in the interests of patients, the College or the profession in which they practise. Any such suspension must be carried out in accordance with relevant Regulations.
- (iv) A member may resign at any time by giving written notice to the College.
- (v) Anyone who has ceased to be a member of the College, for whatever reason, shall no longer be entitled to any of the privileges of membership, including the use of the designation the College and the College or any other designations set out in the Regulations.

## 18. Fees and Subscriptions

- (i) The subscriptions for the different categories of membership of the College shall be such sums as shall be set by the Board of Trustees and shall be due on the dates prescribed by the Board of Trustees.
- (ii) Any member of the College who is more than 12 months in arrears and who has been notified in writing shall cease to be a member of the College unless a subscription is received within 60 days of the date of despatch of the written notification to the member's registered address except where the Board of Trustees, or a person appointed by the Board of Trustees, has exercised their power under the Regulations to waive or lower the sum due.
- (iii) Members removed under this bye-law may be reinstated by the Board of Trustees without undergoing the normal election procedure.

## 19. Auditors

The Auditor or Auditors who shall be qualified in accordance with the Charter shall be elected annually at the Annual General Meeting. A retiring Auditor or Auditors shall be eligible for re-election. If the Auditor resigns in the course of the year a successor chosen by the Board of Trustees shall be ratified at the next General Meeting.

## 20. Investments

- (i) The Board of Trustees shall have the power to employ a professional investment manager for the College and to delegate to any such manager ('the Manager') the exercise of all or any of the powers of investments on such terms and at such reasonable remuneration as the Board of Trustees may see fit but always subject to the following:-
  - (a) Delegated powers shall be exercisable only within the clear policy guidelines drawn up in advance by the Board of Trustees and within the powers of investment of the College;
  - (b) Transactions carried out by the Manager under delegated powers shall be reported to the Board of Trustees or to any committee to which the Board of Trustees may allocate this responsibility in the manner prescribed by the Board of Trustees;
  - (c) The Board of Trustees shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof;
  - (d) The Board of Trustees will be bound to review the arrangements for delegation at least once in every 12 months.
- (ii) The Board of Trustees may:
  - (a) make such arrangements as they think fit for any investments of the College or income from those investments to be held by a corporate body (which is incorporated in England or Wales or which has established a branch or place of business in England or Wales) as the nominee of the College; and
  - (b) pay reasonable and proper remuneration to any corporate body acting as such a nominee in pursuance of this bye-law.

## 21. Accounts

- (i) The Board of Trustees shall cause true accounts to be kept of the receipts of expenditure of the College and the matters in respect of which such receipts and expenditure take place and of the assets, credits and liabilities and the sales and purchases of goods of the College. Proper books of accounts shall not be deemed to be kept if there are not such books of accounts as are necessary to give a true and fair view of the College's affairs and to explain its transactions.
- (ii) At the Annual General Meeting of the College every year the Board of Trustees shall lay before the meeting an income and expenditure account and balance sheet for the period since the last preceding account, together with reports prepared by the Board of Trustees and by the auditor or auditors. Copies of the accounts, balance sheet and reports shall be sent to all persons entitled to receive notices of General Meetings together with the notices of such meetings.
- (iii) The books of account shall be kept open to the inspection of members of the College and the auditor or auditors at the headquarters of the College or such other places the Board of Trustees shall see fit, during normal business hours.
- (iv) The Board of Trustees shall comply with their obligations under the Charities Act 2011 with regard to:-
  - (a) keeping accounting records for the College;
  - (b) the preparation of annual statements of account for the College;
  - (c) the auditing of the statements of accounts of the College;
  - (d) the transmission of the statements of account of the College to the Charity Commission;
  - (e) the preparation of an annual report and its transmission to the Charity Commission; and
  - (f) the preparation of an annual return and its transmission to the Charity Commission.

## 22. Notices

- (i) Notices may be sent to members of the College by post, or (if previously approved by the Board of Trustees which approval may be revoked at any time) by electronic mail or by any other means (including a combination of different methods), provided that the means chosen do not intentionally and materially disadvantage any member or group of members.
- (ii) Any notice sent by post to a member of the College shall be deemed to have been served on the third day following that on which it is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed to him at his registered address and stamped and posted. Any notice sent by an electronic communication shall be deemed to have been served at the expiry of the period specified in Standing Orders made by the Board of Trustees and in proving service it shall be sufficient to show

that it was sent in accordance with Standing Orders made by the Board of Trustees.

- (iii) Every member of the College shall from time to time notify the College office of an address that shall be his postal registered address and unless and until he has so notified his registered address he shall not be entitled to receive any notice of meeting of the College. Every member may also notify the College of an e-mail address for the purposes of receiving notices required by the Bye-laws, the Charter or the Regulations to be given to a member of the College.
- (iv) Notwithstanding any other provisions of the Bye-laws, the College may send or supply any form, document or information to members of the College that is required or authorised to be sent or supplied by the College pursuant to the Charter, Bye-laws or Regulations by making it available on a website to members of the College and in accordance with any Standing Orders which the Board of Trustees may from time to time make.

### **23. Affiliate Groups**

The Board of Trustees may designate certain specialist groups as being affiliated to the College, provided such groups share the aims of the College and provided their activities are not in any way contrary to the provisions of the Charter or to these Bye-laws.

### **24. Indemnity**

In the execution of the trusts of the College no Trustee shall be liable for any loss to the property of the College arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud by any agent employed by him or by any other Trustee hereof in good faith (provided reasonable supervision shall have been exercised) by reason of any mistake or omission made in good faith by any Trustee hereof or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the Trustee who is sought to be made liable.

- New version, in force from 1<sup>st</sup> Nov 2016