

Royal Charter

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

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

Whereas by their Humble Petition presented to Us in Our Council, Sir David Hull, Professor Roy Meadow (and others) have most humbly prayed that We would be graciously pleased to grant a Charter of Incorporation to the unincorporated organisation founded in the year of our Lord 1928 and known as the British Paediatric Association constituting it as a body corporate by the name of the 'Royal College of Paediatrics and Child Health':

Now therefore know ye that We, having taken the said Petition into Our Royal Consideration, and being minded to accede thereto, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

1. The persons now members of the British Paediatric Association and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be one body corporate in politic by the name of the 'Royal College of Paediatrics and Child Health' and by the same name shall have perpetual succession and a common seal with power to break, alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters incidental to or appertaining to a body corporate.

2. In this Our Charter unless the context otherwise requires:-

(i) 'the Board of Trustees' shall mean the Board of Trustees of the College referred to below and as from time to time constituted in accordance with the Bye-laws;

(ii) 'the Bye-laws' shall mean the Bye-laws set out in the Schedule to this Our Charter as amended from time to time as hereinafter provided;

(iii) 'the College' shall mean the Royal College of Paediatrics and Child Health as hereby incorporated;

(iv) "Connected Person" shall mean:

(a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;

(b) the spouse or civil partner of the Trustee or of any person falling within paragraph (a) above;

(c) a person carrying on business in partnership with the Trustee or with any person falling within paragraphs (a) or (b) above;

(d) an institution which is controlled –

(1) by a Trustee or any Connected Person falling within paragraphs (a), (b) or (c) above; or

(2) by two or more persons falling within paragraph (d)(1) when taken together

(e) a body corporate in which –

- (1) the Trustee or any Connected person falling within paragraphs (a) to (c) has a substantial interest; or
- (2) two or more persons falling within paragraph (e)(1) who, when taken together, have a substantial interest

Sections 350-352 of the Charities Act 2011 (as amended or re-enacted) apply for the purposes of interpreting the terms used in this definition of Connected Person.

(v) 'Paediatrics' shall mean Paediatric Medicine and Child Health;

(vi) "Regulations" shall mean the regulations of the College enacted, revoked, amended or added to in accordance with this Our Charter;

(vii) "Special Resolution" shall mean a resolution passed by a majority of not less than **2/3^{rds}** of the members of the College who, being entitled to do so, vote on the resolution in accordance with the voting process for that resolution determined under Bye-law 12.7;

(viii) "Trustee" shall mean a member of the Board of Trustees.

(ix) Words incorporating the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall incorporate the feminine gender and words importing persons shall include corporations.

3. The objects of the College shall be:

- (i) to advance the art and science of Paediatrics;
- (ii) to raise the standard of medical care provided to children;
- (iii) to educate and examine those concerned with the health of children;
- (iv) to advance the education of the public (and in particular medical practitioners) in child health which means the protection of children, the prevention of illness and disease in children and safeguarding their optimal development.

4. In furtherance of the said objects but not further or otherwise the College shall have power:

- (i) to acquire, take over and accept by way of gift from the British Paediatric Association all the stocks, funds, securities and other assets of every description now belonging to the British Paediatric Association or held in trust for it and to undertake, execute and perform any trusts or conditions affecting any of such assets and to detain, provide for any debts and liabilities to the discharge of which the said assets or any of them shall at the moment of such accusation be applicable and to give any trustees in whom any such stocks, funds, securities or other assets may be vested a valid receipt, discharge and indemnity for and in respect of the transfer or handing over of them to the College;
- (ii) to undertake or to assist others in undertaking training courses or other educational activities designed to enhance the medical knowledge and skill of those concerned with the health of children;
- (iii) to conduct examinations and award diplomas or other certificates of proficiency or standard in Paediatrics;
- (iv) to encourage the publication by Paediatricians and others of original work of medical or scientific value in the field of child health;

(v) to publish periodically the Archives of Disease in Childhood and other journals of a character dealing specifically with the art and science of Paediatrics;

(vi) to take part in association with other bodies in the training and examination of candidates for admission to the British Register of Medical Practitioners;

(vii) to grant diplomas, certificates or other equivalent recognition of specialised knowledge in Paediatrics where appropriate in association with other bodies;

(viii) to undertake regular audit of training and practice where appropriate in association with other bodies;

(ix) to act as a consultative body on Paediatrics to Our Government, statutory bodies and to the public;

(x) to hold meetings and conferences of members of the College and others in association with other bodies;

(xi) to provide, equip and manage libraries and room for the benefit of members of the College and others;

(xii) to otherwise disseminate information about Paediatrics;

(xiii) to purchase, take on lease or hire or otherwise acquire and hold any land, buildings, easements or hereditaments or any tenure and any other real or personal property and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things which may from time to time be deemed requisite in any part of the world for any of the purposes of the College;

(xiv) to form local branches and committees and to organise meetings and to publish and sell or distribute papers, books of instruction, journals, pamphlets and information for the purpose of stimulating interest in and promoting the objects of the College and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purpose of the College;

(xv) to receive and accept donations, endowments and gifts of money, land hereditaments, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any organisation whether incorporated or not carrying on work similar to any work for the time being carried on by the College and to undertake all or any of the liabilities of any such other organisation;

(xvi) to borrow or raise money with or without security for any of the purposes of the College. PROVIDED that no money shall be raised by mortgage of any real or leasehold property of the College situate in Our United Kingdom without such consent or approval (if any) as may by law be required;

(xvii) to make or carry out any arrangement for joint working or co-operation with any other organisation whether incorporated or not

carrying on work similar to any work carried on for the time being by the College;

(xviii) to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the College;

(xix) to pay or apply any monies or assets of the College for any charitable purpose which in the opinion of the College may tend to promote all or any of the objects of the College and either to do so directly or to pay or transfer any such money or assets to some other person to be applied in the above matter;

(xx) to apply for and exercise any power obtained under any Supplemental Charter or any Act of Our United Kingdom Parliament;

(xxi) to accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose or deal with or turn to account all or any property or right of the College. Provided that no disposition of any real or leasehold property situated in Our United Kingdom shall be made without such consent or approval (if any) as may be by law required.

(xxii) to carry out research and to encourage others to carry out research in Paediatrics whether by grants from the funds of the college or by establishment of scholarships, prizes or rewards or otherwise and in such manner as the College may determine provided that the useful results of such research shall be published;

(xxiii) to do all such other lawful things as may further each and any of the above objects.

5. The income and property of the College, from wherever derived, shall be applied solely towards promotion of the objects of the College as set forth in this Our Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the College. PROVIDED that nothing in the Article shall prevent the payment in good faith of remuneration to any officers, servants or members of the College or any other person (not being a Trustee) in return of any services actually rendered to the College. Save and except that:

- (i) the Trustees may provide indemnity insurance for themselves out of the funds of the College. This insurance shall not extend to:
 - (a) any claim arising from any act or omission which:
 - (aa) the Trustees knew to be a breach of trust or breach of duty; or
 - (bb) was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not: or
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the College;
- (ii) a Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in

accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011 (as amended or re-enacted);

- (iii) the College may enter into a contract with an employer of a Trustee for the supply of services by that Trustee to the College if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the services is set out in an agreement in writing (“the Agreement”) between the College and the employer (“the employer”) under which the employer agrees that the Trustee will provide the services in question to the College.
 - (b) The amount or maximum amount of the payment for the services does not exceed what is reasonable in the circumstances for the supply of services in question.
 - (c) The other Trustees are satisfied that it is in the best interests of the College to contract with the employer rather than with someone who is not a Trustee, Connected Person or employer of a Trustee. In reaching that decision the Trustees must balance the advantage of contracting with an employer of a Trustee against the disadvantages of doing so.
 - (d) Before entering into the Agreement, the Board of Trustees must have regard to any guidance given by the Charity Commission for England and Wales concerning the making of agreements pursuant to section 185 of the Charities Act 2011 (as amended or re-enacted), to the extent it can be applied to the making of the Agreement.
 - (e) The Trustee concerned is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with his employer with regard to the supply of services to the College.
 - (f) The Trustee concerned does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
 - (g) The reason for their decision is recorded by the Board of Trustees in the minute book.
 - (h) Less than half the total number of the Trustees then in office are in receipt of remuneration or payments authorised by Articles 5(ii) and (iii).

6. The President shall be elected from the Fellows those members of the College specified in bye-law 7(i) of the Bye-laws and shall hold office as President-Elect and then as President for such terms and periods of office as set out in the Bye-laws.

7. The affairs of the college shall be controlled by a Board of Trustees constituted in accordance with the Bye-laws. The Trustees shall be required to satisfy such eligibility criteria for election or appointment as prescribed in bye-laws 3 and 7 of the Bye-laws, or in the Regulations referred to in bye-laws 3 and 7 of the Bye-laws, whereupon the Trustees shall be elected or

appointed in such manner and hold office on such terms and for such period as may be prescribed by or in accordance with the Bye-laws.

8. Members of the College shall comprise the separate classes of Ordinary Members, Fellows, Senior Members, Senior Fellows, Honorary Fellows, Associate Members, Foundation Doctor Affiliates and Junior Members (as any such class may be redesignated or cancelled by the Bye-laws) and such other classes of members of the College as the Bye-laws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each class of membership shall be as prescribed in the Bye-laws or otherwise in the Regulations (to the extent not inconsistent with the Bye-laws). The disciplinary arrangements to which members shall be subject shall be as the Bye-laws shall prescribe. Members may be designated as belonging to the College by such abbreviations as the Bye-laws shall prescribe. No other abbreviation to indicate a class of membership may be used.

9. An Annual General Meeting of the College shall be held once in every calendar year at such time and place as may be prescribed by or in accordance with the Bye-laws and the Board of Trustees shall lay before every such meeting, such accounts made to it and such reports as may from time to time be prescribed by the Bye-laws. Not more than 15 months shall elapse between Annual General Meetings. Subject as aforesaid meetings of the College shall be convened and the proceedings there regulated in accordance with the Bye-laws.

10. The accounts to be submitted to each Annual General Meeting of the College shall be audited by a person prescribed for the audit of charity accounts under Section 144(2) of the Charities Act 2011 (as amended or re-enacted from time to time).

11. The affairs of the College shall be managed and regulated in accordance with the Bye-laws which shall remain in force until revoked, amended, or added to as provided below. Any of the Bye-laws may from time to time be revoked, amended, or added to by a Special Resolution. PROVIDED that no new Bye-law and no such revocation, amendment or addition aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter and until the same has been submitted to and approved by the Lords of Our Privy Council of which approval a certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

12. The affairs of the College shall be further managed and regulated in accordance with regulations which may from time to time be enacted, revoked, amended or added to by a Special Resolution. PROVIDED that no new regulation and no such revocation, amendment or addition aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or the Bye-laws from time to time in force.

13. The College may at any time revoke, amend or add to any of the provisions of this Our Charter, or of any Supplemental Charter granted to the College, by a Special Resolution and any such revocation, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall henceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered, amended, or added to in

the above manner. PROVIDED that such revocation, amendment or addition shall not enable the funds of the College to be applied for non-charitable purposes.

14. It shall be lawful for the College at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit, and to wind up or otherwise deal with the affairs of the College in such manner as shall be directed by such Extraordinary General Meeting or in default of such direction as the Board of Trustees shall think expedient having due regard to the liabilities of the College for the time being and if, on the winding up or the dissolution of the College there shall remain, after satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed amongst the members of the College or any of them but shall, subject to any special trusts affecting it, be given and transferred to some other charitable association or associations having objects similar to the objects of the College to be determined by the Board of Trustees at or before the time of dissolution.

15. And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter or the enrolment of it shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the College and promotion of its objects as well as in Our Courts of Record as elsewhere notwithstanding any non recital, misrecital, uncertainty or imperfection.

- New version, in force from 1st November 2016