THE DRAFT THIRD SUPPLEMENTAL ROYAL CHARTER OF INCORPORATION

THE ROYAL SOCIETY OF MEDICINE

1. PREAMBLE

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 His late Majesty King William the Fourth did by Royal Charter dated 30th September 1834 (hereinafter referred to as “the original Charter”) constitute a body corporate by the name of The Royal Medical and Chirurgical Society of London:

AND WHEREAS His late Majesty King Edward the Seventh was pleased by Royal Charter dated 28th May 1907 (hereinafter referred to as “the Supplementary Charter”) to confirm the incorporation of the Society and to change the name of the Society to The Royal Society of Medicine (hereinafter referred to as “the Society”) and to alter the constitution thereof:

AND WHEREAS We were pleased by Supplemental Royal Charter dated 10 February 1999 hereinafter referred to as the Second Supplemental Charter to confirm the incorporation of the Society under the name of The Royal Society of Medicine and to make other amendments to the Supplemental Charter AND WHEREAS the Society has submitted unto Us in Our Council an humble Petition representing that it is desirable for the Society and the furtherance of its Objects that the second Supplementary Charter should be amended and praying that We should be graciously pleased to grant the Society a further Supplemental Charter (the Third Supplemental Charter) for this purpose.

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE that We by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us Our Heirs and Successors will grant, direct, appoint and declare as follows:

2. THE ROYAL SOCIETY OF MEDICINE

(i) The persons now members of the Society and all such persons as may hereafter become members of the body corporate hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one body corporate by the name of The Royal Society of Medicine) and by the same name shall and may sue and be sued in all Our Courts of law, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a body corporate.

(ii) The Arms and Crest (St Cosmos and St Damian) granted and assigned unto the former Society by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date 18 October 1927 shall be transferred unto the Society on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Society Our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.
3. **OBJECTS**

The Objects for which the Society is hereby constituted are the advancement of health through the provision of professional education and good practice for those working in the healthcare professions, and the promotion of public awareness and the understanding of matters relating to medicine and healthcare.

Where the term ‘healthcare professions’ herein refers to persons who are or were employed in every aspect of health care provision, including veterinary practice, academic study, research and students thereof such as the trustees shall determine from time to time.

4. **POWERS**

And the Society shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:

(i) To arrange or assist others in arranging for events and meetings, and social occasions for the interest of the members of the Society and for others, both in physical locations and through digital media and other communications yet to be developed, and for the enhancement of their fellowship within the Society.

(ii) To promote, commission, undertake, and publish research in areas useful to the Society’s Objects.

(iii) To establish, manage, promote, organise, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication, in print or electronic form, of educational courses and lectures.

(iv) To establish, manage, promote, organise, finance, equip and maintain libraries and e-resources.

(v) To promote the formation of organisations, whether charitable or not, for the purpose of any of the Objects of the Society and to assist such organisations as necessary in the fulfilment of their Objects or otherwise to support them.

(vi) To make provision for lectureships, bursaries, prizes and grants.

(vii) To give or lend money for the furtherance of the Objects of the Society.

(viii) To create, and undertake the management of, any trusts or endowments and any scholarships and exhibitions for the furtherance of the Objects of the Society.

(ix) To co-operate with or form and support any institutions or persons having Objects, charitable or otherwise, similar to those of the Society.

(x) To make suitable arrangements for undertaking the work of the Society, for organising meetings and events of the Society, and for creating and managing such geographical branches and specialised groups as may appear to be necessary from time to time.

(xi) To employ such staff, who shall not normally be members of the Council of the Society, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to them.
(xii) To raise funds and to invite or receive contributions from any person whatsoever by way of subscription, donation, and otherwise.

(xiii) To invest the monies of the Society not immediately required in or upon such investments or other property or other assets as the Council may think fit.

(xiv) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.

(xv) To sell, let, mortgage, dispose of or turn to account all or any of the assets of the Society.

(xvi) To borrow or raise money on such terms and on such security as may be thought fit.

(xvii) To create such By-Laws subject to the approval of the Privy Council as the Council of the Society may consider necessary for the good administration of the Society. The By-Laws are attached to this Charter as the Schedule.

(xviii) To do all such other lawful things as are incidental to the attainment or furtherance of the said Objects.

5. APPLICATION OF INCOME AND PROPERTY

(i) The income and property of the Society shall be applied solely towards the promotion of its Objects as set forth in this Our Charter.

(ii) No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Society and no member of its Council shall normally be appointed to any Office of the Society paid by salary or fees, or receive any remuneration or other benefit in money or in kind from the Society.

(iii) Nothing herein shall prevent any payment in good faith by the Society:

(a) to any member of its Council and committees of reasonable out-of-pocket expenses.
(b) of reasonable and proper remuneration to any member, Officer or employee of the Society (not normally being a member of its Council) for any agreed services rendered to the Society.

6. CHARTER CHANGES

(i) The members, by a Special Resolution passed at any general meeting by not less than two-thirds of the members voting in person or by proxy, may revoke, amend or add to the provisions of this Our Charter.

(ii) No such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.
7. **BY-LAW CHANGES**

(i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members voting in person or by proxy, may revoke, amend or add to the By-Laws for the time being in force.

(ii) No such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

8. **SURRENDER OF CHARTER**

(i) The members, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members voting in person or by proxy, may determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit.

(ii) On surrender, the Members may wind up or otherwise deal with the affairs of the Society in such manner as shall be determined by such resolution or, in default of such direction, as Our Courts of law shall think expedient having due regard to the liabilities of the Society for the time being.

(iii) If, on the winding up or dissolution of the Society, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members or any of them but, subject to any special trusts affecting the same, shall be given and transferred to some association having Objects similar to the Objects of the Society which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Society by this Our Charter, such association to be determined by the members at or before the time of dissolution.

9. **CONCLUSION**

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 of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Society 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 Ourself at Westminster the [ ] day of [ ] in the [ ] year of Our Reign

BY WARRANT UNDER THE QUEEN’S SIGN MANUAL
ROYAL SOCIETY OF MEDICINE: BY-LAWS

INTERPRETATION

1. In the Charter and these By-Laws the words standing in the first column of the Table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<table>
<thead>
<tr>
<th>WORDS</th>
<th>MEANINGS</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Council</td>
<td>The governing body being the board of trustees for the time being of the Society</td>
</tr>
<tr>
<td>The Seal</td>
<td>The Common Seal of the Society</td>
</tr>
<tr>
<td>Month</td>
<td>Calendar month</td>
</tr>
<tr>
<td>In writing</td>
<td>Written, printed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form</td>
</tr>
<tr>
<td>Member</td>
<td>Those who have been admitted to one of the categories of Voting or Non-voting membership</td>
</tr>
<tr>
<td>Voting member</td>
<td>Those members who are entitled to vote at General Meetings</td>
</tr>
<tr>
<td>Non-voting member</td>
<td>Those members who are not entitled to vote at General Meetings</td>
</tr>
<tr>
<td>Regulations</td>
<td>Regulations subsidiary to the Charter and By-law provisions</td>
</tr>
<tr>
<td>General meetings</td>
<td>Meetings of the Society to which all members have a right of access but at which only Voting members may vote</td>
</tr>
<tr>
<td>Special resolution</td>
<td>Resolutions to be passed by a majority of two-thirds of those voting</td>
</tr>
</tbody>
</table>

Words importing the singular number only shall include the plural number, and vice versa, and

Words importing the one gender only shall include the other gender, and

Words importing persons shall include corporations.

2. MEMBERSHIP

2.1 There shall be the following categories of membership of the Society:
Voting Members:

a) Fellow  Medically qualified or with dental, veterinary or higher scientific qualification, or such other higher qualification or employment which Council may from time to time approve, as set out in the Regulations.

b) Honorary Fellows  Persons of international standing who have eminently distinguished themselves in the service of medicine and the fields which influence it. Election to Honorary Fellowship by Council follows nomination by the Lectures & Awards Committee appointed by Council.

c) Associate  Working within the healthcare sector or with an interest in healthcare issues. Having not worked for less than 5 years (in any career).

And such other forms of membership that Council shall resolve to create.

Non-voting Members:

a) Student members  Studying medicine, dentistry or veterinary science at an approved educational establishment.

b) Associate student members  Studying full-time for their first approved healthcare related undergraduate qualification.

c) Post 16-year old student members  Over 16-years old studying in school or college with an interest in demonstrable healthcare

d) Venue Corporate  Open to all companies who want to make the most of the Society as a conference venue or business space.

e) Academic Corporate  Open to all organisations working in the healthcare arena looking to provide learning and professional development opportunities to nominated staff.

And such other forms of membership that Council shall resolve to create.

2.2 In the event of a dispute as to whether or not a member or category has the right to vote in General Meeting the Council shall in its absolution discretion determine the matter.

2.3 Members of the Society shall be liable to pay such admission and membership fees as shall be determined from time to time by the Council.

2.4 The Council may make provision, either in general or in particular cases, for all or part of such liability to be waived, and may delegate its discretion in such matters to a Committee.

2.5 Members shall have such rights and duties as the Council may determine from time to time as published in the Regulations.
2.6 Persons of distinction who have contributed to the Society or to its aims shall be eligible for election as Honorary Fellows at an appropriate general meeting on the nomination of the Council.

2.7 Honorary Fellows shall have all the rights of Fellows.

2.8 Every application for membership shall be in such form as shall be required by the Council.

2.9 Resignation of membership by the member shall be notified to the Society. However, the Council, in its discretion and according to the procedures published in the Regulations, may expel a member for conduct unbecoming according to the procedure published in the Regulations. Non-payment of membership fees or death shall also terminate membership.

3. COUNCIL

3.1 The business of the Society shall be managed by a Council comprising up to ten Fellows elected by ballot of the Voting members and up to three other persons (whether members or not) appointed by Council. The Council members shall be the trustees of the Society and vice versa. Each trustee present shall have one vote on every matter voted upon at Council. In the event of a tied ballot, the President shall have a second and casting vote.

3.2 The Council shall consist of the following trustees:

   (i) Five Officers of the Society (Officer Trustees).

   (ii) Up to five elected Fellows. Council may fill any casual vacancies for the remainder of the period of Office of the person causing the vacancy (Elected Trustees).

   (iii) In addition there shall be up to three trustees appointed by the trustees to provide experience or expertise not otherwise available (Appointed Trustees).

   (iv) There shall be a minimum number of two elected trustees and one appointed trustee for the Council to be legally constituted. If the numbers should fall below the aforementioned, the Council may only meet to fill casual vacancies at least to the minimum number required.

   (v) If former members of staff who are Fellows wish to stand for election as trustees, they shall not do so until at least 5 years have passed since the termination of their contract of service.

3.3 The Officers of the Society shall consist of:

   (i) President

   (ii) Two Vice-Presidents.

   (iii) The Honorary Treasurer.

   (iv) Chairman of the Academic Board

3.4 There may also be a Patron who shall neither be an Officer nor be a Trustee, but who shall be appointed by the Council according to the criteria that it shall decide from time to time and shall publish in the Regulations.
3.5 The President shall be appointed by the Voting members in accordance with the procedure laid down in the Society’s Regulations.

3.6 The Officers shall be appointed by the trustees from amongst themselves.

3.7 Term of office

(i) The term of Office as President shall be for no more than three consecutive years.

(ii) The President, on retirement as President, shall demit the role of trustee and shall not stand for re-election as a trustee or President at any time.

(iii) The terms of Office as elected trustees shall be three years. Members of Council may stand for re-election after serving a first term of Office but must retire from Office after the second term for at least six years before possible re-election.

(iv) Trustees who are appointed as an Officer during their elected trusteeship shall cease to be a non-Officer trustee, thereby creating a casual vacancy amongst the trustees but may serve in the Officer trustee role for a new full tenure of Office of three years, subject to a maximum term as both elected trustees and officer trustees of nine years.

(v) Elected, appointed and co-opted members of the Council will retire automatically if they become bankrupt, or they remain out of the United Kingdom for twelve months, or they desire to be discharged, or if they refuse to act, or if in the view of the Council they become incapable of managing their affairs, or they cease to be a fit and proper person for the purposes of trusteeship (and are so adjudged by an enquiry process as provided in the Regulations).

(vi) The terms of Office as appointed trustees shall be three years. Members of Council may stand for re-appointment after serving a first term of Office but must retire from Office after the second term for at least six years before possible re-appointment.

(vii) In extremis the Council may resolve to extend the term of a trustee or Officer by an additional period not exceeding one year.

3.8 A quorum at a Council meeting shall be as determined from time to time by the Council and published in the Regulations. Subject to the provisions of these By-Laws, the Council may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Council shall be decided by a majority of votes and in the case of an equality of votes the chairman of the meeting shall have a second and casting vote.

3.9 All acts done by the Council or by any members of the Council acting in the course and scope of their authority as a member of the Council shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of the Council or any member thereof or that any member was disqualified from acting.

3.10 The Council may make from time to time such Regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Society and in particular but without prejudice to the generality of the foregoing, such Regulations may regulate:
(i) the admission of members to the Society and the rights and privileges of such members and the conditions of membership;

(ii) the conduct of members in relation to one another and to the Society’s employees; and

(iii) the procedure at general meetings and meetings of the Council and its committees.

3.11 The Council may form committees consisting of members of the Society and such other persons as it thinks fit and may delegate any of its powers to such committees and any such committee so formed shall conform, in the exercise of the powers so delegated, to Regulations imposed on it by the Council.

(i) The Society shall have the following standing committees in addition to any ad hoc committees that it may form from time to time:

a) Audit, Risk and Governance
b) Education
c) Investment
d) Remuneration Committee

3.12 No members of the Council or any of its committees shall incur personal liability in respect of any loss or damage done in good faith for the benefit of the Society. The Society shall indemnify every Council and committee member, Officer and employee of the Society against any loss or expense incurred through any act or omission done or committed by them in the course of the performance in good faith of their authorised duties on behalf of the Society.

4. BENEFITS TO TRUSTEES

No Trustee or Connected Person shall receive any payment of money or other material benefit (whether direct or indirect) from the Society or be employed by the Society or contract to provide goods or services to the Society except for:

(i) reasonable remuneration for services and/or associated goods that the Council so decides is in the best interests of the Society;

(ii) reimbursement of reasonable out-of-pocket expenses (including authorised hotel and travel costs) actually incurred in the administration of the Society;

(iii) an indemnity in respect of any liabilities properly incurred in the running of the Society (including the costs of a successful defence to criminal proceedings);

(iv) payment to a company for such goods or services in which the Trustee has no more than a six per cent shareholding;

(v) the benefit of indemnity insurance;

(vi) in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance); and
(vii) no more than four of the trustees and connected persons are paid accordingly in any financial years.

5. **BENEFITS – CONFLICT OF INTEREST AND LOYALTY**

Whenever a Trustee or a Connected Person has a personal interest or duty in respect of a matter to be discussed at a meeting of the Trustees or any committee, the Trustee concerned must:

(i) declare the nature and extent of the interest before the meeting or at the meeting before discussion on the matter begins;

(ii) be absent from the meeting for that item unless expressly invited to remain in order to provide information;

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

(iv) be absent during the vote and have no vote on the matter of the discussion and voting.

Unless the Council shall decide otherwise in any particular circumstance.

6. **THE CHIEF EXECUTIVE**

There shall be a Chief Executive of the Society, appointed by the Council and who shall have such duties, responsibilities and conditions of appointment as the Council shall decide. The Chief Executive shall normally have the right to attend and speak at any Council meetings but shall not have a vote.

7. **THE HONORARY TREASURER**

The Honorary Treasurer shall ensure the preparation of an annual budget for the Society, and the annual accounts of the Society in each year to such date as may from time to time be determined by the Council and shall present at the Annual General Meeting an Income and Expenditure Account and a Balance Sheet duly certified by the Auditors.

8. **SECTIONS, FORA, SOCIETIES AND NETWORKS**

(i) The Council may establish and maintain Sections (by whatever name known) for the special study and furtherance of knowledge in any subjects of interest to the Society which fall within its Objects.

(ii) The Sections shall operate under delegated authority and a budget from the Council, reporting activities and decisions regularly.

9. **THE CALLING AND CONDUCT OF GENERAL MEETINGS**

9.1 There shall be an Annual General Meeting to be held not more than fifteen months after its predecessor, for the report of, and the process of, the election of Officers and Council and for receipt of the Annual Report and Accounts and the conduct of any other business for which notice has been duly given. There may be other General Meetings during each year which shall be called by the Council or at the request in writing of twenty Voting Members.
Notice of the Annual General Meeting shall be published at least six weeks before the date of the Meeting and shall also be sent to the Auditors. A notice convening any other General Meeting of the Society shall be published at least 21 working days before the date of the meeting and shall give the date and place of the meeting and the purpose for which it is called shall be explicitly stated. No other business shall be transacted at the meeting except on the directions of the Council.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

If after half an hour from the time appointed for the holding of an Annual General Meeting a quorum is not present, the meeting shall be adjourned.

If, after half an hour from the time appointed for the holding of any other General Meeting a quorum is not present, the meeting shall be dissolved.

The Chairman, with the consent of any meeting at which a quorum is present may adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

The Chairman at any General Meeting of the Society shall be the President or, if absent, a Vice-President. In the absence of both the President and Vice-Presidents, the members present at the meeting at the time notified for the commencement thereof shall elect by a majority vote one of their number to preside at that meeting.

At any General Meeting a quorum shall be twenty five Voting members present in person. Each Voting member present in person or by proxy shall have one vote on each issue. In the event of an equality of votes, the Chairman shall have a second and casting vote. The above shall apply to any proxy votes.

The Seal of the Society shall be affixed to any document required by law to be under Seal. Any other document may be authenticated by the signature of any of the Honorary Officers or the Chief Executive. The use of the Seal must be authorised by the President, the Vice-President or the Honorary Treasurer, and any Sealed document must be signed by an Honorary Officer and countersigned by a second Honorary Officer, or the Chief Executive or another executive Officer.

The Council shall cause accounting records to be kept at such place as the Council shall think fit, and shall always be open to the inspection of the Trustees.

The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be opened to the inspection of members not being trustees.
11.3 At the Annual General Meeting the Council shall lay before the Society an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the Council and the Auditors and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal and regulatory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall be sent not less than 21 clear days before the date of the meeting to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are herein directed to be served.

12. AUDIT

12.1 Once at least in every year the accounts of the Society shall be audited or examined as the case may be, and the truth and fairness of the income and expenditure account and balance sheet ascertained by one or more Auditors.

12.2 Auditors shall be appointed and their duties regulated in accordance with the provisions of the law. The Auditors (who shall be qualified under the law) shall be appointed and their remuneration determined by the Council.

13. NOTICES

13.1 A notice may be served by the Society upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as appearing in the list of members or by electronic means as agreed by the member.

13.2 Any notice, if served by first-class post, shall be deemed to have been served by the end of the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to certify that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Any notice served electronically shall be deemed to have been served within twenty four hours of despatch.