



The Royal College of **Pathologists**

Pathology: the science behind the cure

The Royal Charter, Ordinances and By-laws of The Royal College of Pathologists

January 2009

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Incorporating amendments made to The Royal Charter, Ordinances and By-laws as approved by the Privy Council in December 2007, and an amendment as approved by the College Council in November 2008.

Foreword

The College of Pathologists was founded in 1962 when its first and provisional Council was appointed. This was after long discussions within and between the Association of Clinical Pathologists and the Pathological Society of Great Britain and Ireland and after several referenda to the practising pathologists of the day. The negotiations spanned some fifteen years and the year-by-year, month-by-month and sometimes day-by-day swings of opinion and events have been described by the late Dr Derek Foster, the College's first Honorary Librarian, in his book 'Pathology as a profession in Great Britain and the early history of the Royal College of Pathologists'. The first definitive Council was elected in 1963 and the first President was Sir Roy Cameron FRS. The first Founder Fellows and Founder Members were admitted in 1963 and the first Members by examination in 1964.

The College of Pathologists ('The existing College' in the Charter and Ordinances) became The Royal College of Pathologists ('The College') by Royal Charter, which was signed by Her Majesty the Queen on 28 February 1970, with objects that are set out in the Charter. For the Coat of Arms the College of Arms had granted Letters Patent in 1963. On the body of the shield an open book represents learning and the staff of Aesculapius represents Medicine. The Chief (upper part) of the shield bears a wavy red line to indicate a stained collagen fibre and histopathology, two red circles to represent a blood cell for haematology and a coccus for microbiology, and a benzene ring for chemical pathology. On the Crest are Lister's microscope and a sprig of logwood to stand for pathology as a whole.

After temporary homes in Grosvenor Crescent, Queen Anne Street, then in Park Crescent, the College moved to its present elegant house in Carlton House Terrace in 1970.

The affairs of the College are regulated by the Royal Charter, the Ordinances as approved by Her Majesty's Privy Council and by the By-laws, as approved by the College Council and an Annual General Meeting of members. Members of the College are required to abide by these as a condition of their admission to and continued membership. Because of this, Council felt that members should have copies of these documents, which are now reproduced on the pages that follow this foreword. From time to time changes to them become necessary and it may not be possible to reprint this booklet each time a change is made, but every proposed change appears among the agenda of an Annual General Meeting and is reported in the College Bulletin. For a correct interpretation of all three documents, readers should note the definitions of terms that are given in the Ordinances and the By-laws and, of these, the distinction between 'members' and 'voting members' of the College should be particularly borne in mind.

The Royal College of Pathologists

2 Carlton House Terrace

London SW1Y 5AF

The Royal Charter of The Royal College of Pathologists

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 an humble Petition has been presented unto Us praying that We should grant a Charter of Incorporation to the College of Pathologists (hereinafter referred to as 'the existing College') which was incorporated as a Company limited by guarantee under the Companies Act 1948 on the twelfth day of December in the year of our Lord One thousand nine hundred and sixty-three:

AND whereas We having taken the said Petition onto Our Royal consideration are minded to accede thereto:

AND WHEREAS We have been graciously pleased to approve a recommendation that the said College be permitted to include the title 'Royal' in its name:

NOW THEREFORE KNOW YE that We by virtue of Our Prerogative Royal and of all other powers thereunto Us enabling, of Our especial grace, certain knowledge and mere motion have granted and declared and by these Presents do for Us, Our Heirs and Successors grant and declare as follows:

1. The Fellows and Members of the existing College at the date hereof and all other persons who shall pursuant to this Our Charter and the Ordinances become members of the Corporation hereby constituted and hereby created and henceforth for ever shall be one Body Politic and Corporate by the name of 'The Royal College of Pathologists' (hereinafter referred to as 'the College') and by the same name shall have perpetual succession and a Common Seal with power to alter, vary, break, and make anew the said Seal at their discretion, and by the same name may sue and be sued in all Courts in all manner of actions and proceedings, and shall have the power to do all matters and things incidental or appertaining to a Body Corporate.
2. In this Our Charter the word 'pathologist' means a person professionally engaged in one or more of the disciplines of laboratory medicine from time to time recognised as being a discipline of pathology, and which may include morbid anatomy and histopathology (including forensic pathology), medical microbiology (including parasitology), chemical pathology (including toxicology), haematology (including blood transfusion), genetics, immunology, virology and disciplines subsidiary to or derived from any of these. The word 'pathology' shall be construed accordingly.
3. The objects for which the College is incorporated shall be to:
 - (a) advance the science and practice of pathology;
 - (b) further public education therein;
 - (c) promote study and research work in pathology and related subjects and publish the results of such study and research.

For the purpose of attaining the aforesaid objects but not further or otherwise the College may exercise the following powers:

- 1) to further instruction and training in pathology;
- 2) to conduct examinations and award Certificates and Diplomas, provide, establish and maintain offices, examination halls, lecture rooms, libraries and museums, with all equipment, establish lectureships in pathology and award prizes and scholarships. Provided that no Certificate, Diploma or other like award issued by the College shall contain any statement expressing or implying that it is granted by or under the authority of any department or authority of Our Government;
- 3) to diffuse information on all matters affecting medical science and in particular pathology and establish, print, publish, issue and circulate such papers, journals, magazines, books, periodicals and publications and hold meetings, conferences, seminars and instructional courses as shall be necessary to attain the objects or in any way beneficial to the work of the College;
- 4) to develop the application of pathology in relation to medicine with a view to maintaining the highest possible standards of professional competence and practice and act as an authoritative body for the purpose of consultation in matters of public and professional interest concerning pathology;
- 5) to receive into its possession the assets of the existing College;
- 6) to undertake and execute any charitable trusts which may lawfully be undertaken by the College;
- 7) to invest the monies of the College not immediately required for its purposes in accordance with the provisions of the Ordinances;
- 8) to establish and support or aid in the establishment of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the College or calculated to further its objects;
- 9) to do all such other things as shall further the attainment of its objects or any of them.
Provided that:
 - (i) in case the College shall take or hold any property which may be subject to any trusts, the College shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - (ii) the College shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the College would make it a Trade Union;
 - (iii) in case the College shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales or of any department or authority of Our Government, the College shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the College shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as such Council would have been if this Our Charter had not been granted, and the incorporation of the College shall not diminish or impair any control or authority

exercisable by the Chancery Division of Our High Court of Justice, the Charity Commission for England and Wales or of any department or authority of Our Government over such Council, but they shall as regards any such property be subject jointly and separately to such control or authority as if the College were not incorporated.

4. The income and property of the College whencesoever derived, shall subject as hereinafter provided be applied solely towards the promotion of its objects, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit to the members of the College and no member of the Council of the College shall be appointed to any salaried office of the College or any office of the College paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the College to any member of such Council.

Provided that nothing herein shall prevent:

- (i) the payment in good faith of reasonable and proper remuneration to any officer or servant of the College or to any member of the College, in return for any services actually rendered to the College; or
- (ii) the College from paying reasonable remuneration to any Honorary Officer of the College, notwithstanding that such Honorary Officer is a member of the Council of the College, but only if and in so far as it is necessary to pay such remuneration to ensure the good administration of the College and said remuneration is reasonable having regard to:
 - (a) the services rendered to the College by the said individual, and
 - (b) the income of the College

and provided that the said individuals must withdraw from any meeting of the Council of the College, or part thereof, at which the terms and conditions of his or her remuneration are being discussed; or

- (iii) the payment of interest at a rate not exceeding five per centum per annum on money lent or reasonable and proper rent for premises demised or let by any member of the College; or
- (iv) repayment of out-of-pocket expenses to each member of the Council of the College; or
- (v) any payment to any company of which a member of the Council may be a member, and in which such member holds not more than one-hundredth part of the capital, (and such member shall not be bound to account for any share of profits he may receive in respect of any such payment); or
- (vi) any payment to a member of the Council for services rendered to the College as an examiner or lecturer; or
- (vii) payment of any premium in respect of any indemnity insurance to cover the liability of the members of the Council which by virtue of any rule of law would otherwise attach to them in respect of negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the College provided that any such insurance shall not extend to:
 - (a) any claim arising from any act or omission which

- (i) the members of the Council or any of them knew to be a breach of trust or breach of duty; or
 - (ii) was committed by the members of the Council or any of them in reckless disregard of whether it was a breach of trust or breach of duty or not; nor to
 - (b) the costs of an unsuccessful defence to a criminal prosecution brought against any member of the Council in their capacity as a member of the Council of the College
5. There shall be voting and non-voting members of the College who shall be qualified, admitted, removed and regulated in the manner prescribed in the By-laws of the College (hereinafter referred to as the 'By-laws').
 6. There shall be Honorary Officers of the College who shall be appointed in the manner described in the Ordinances of the College (hereinafter referred to as the 'Ordinances').
 7. The management of the College shall be vested in the Council (herein referred to as 'the Council') being composed of voting members of the College and constituted in accordance with the provisions of the Ordinances. The Council shall administer the affairs of the College in accordance with this Our Charter and the Ordinances and shall exercise such powers and do such acts and things as may be exercised or done by the College and are not by the provisions of this Our Charter or the Ordinances directed to be exercised or done by the College in General Meeting.
 - 8.(1) The Ordinances or the By-laws of the College shall (subject to the provisions of this Our Charter):
 - (a) provide for and prescribe the constitution and powers of the Council and the mode of election of members thereof respectively;
 - (b) provide for the holding of meetings of the College and of the Council;
 - (c) provide for the appointment of officers of the College;
 - (d) provide for the payment of the personal expenses incurred by members of the Council or of any committee of the Council in connection with their attendance at meetings of the Council or any Committee of the Council or at any conference authorised by the Council;
 - (e) provide for the audit of the accounts of the College;
 - (f) empower the College (subject to this Our Charter and subject or not subject to the consent of the Council or other restrictions) to make and from time to time to add, to amend or revoke By-laws for regulating (subject to this Our Charter and the Ordinances) the proceedings of meetings of the College and of the Council and of any Committee of the Council and the conduct of the business and affairs of the College any other matters which require to be so regulated;
 - (g) provide for the government of the College in all respects not otherwise provided for in this Our Charter.
 - 8.(2) The first Ordinances shall be those set out in the Schedule hereto. The Ordinances (including the first Ordinances) may be added to, amended or revoked from time to time by the College in General Meeting by a Special Resolution provided that no such addition, amendment or revocation shall be repugnant to the provisions of this Our 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.

9. The College may by a Special Resolution in that behalf passed at any duly convened General Meeting of the College amend, add to or revoke any of the provisions of this Our Charter or of any Supplemental Charter which may hereafter be granted to the College, and such amendment, addition or revocation shall, when allowed by Us, Our Heirs and Successors in Council become effectual, provided that such amendment, addition or revocation shall not enable the funds of the College to be applied for non-charitable purposes.
10. It shall be lawful for the College by a Special Resolution passed at a General Meeting specially summoned for the purpose to surrender this Our Charter and any Supplemental Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon 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 General Meeting or in default of such directions as the Council shall think expedient having due regard to the liabilities of the College for the time being. If upon the winding up or dissolution of the College there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the College or any of them but shall, subject to any special trust affecting the same, be given and transferred to some other charitable institution or institutions having objects similar to the objects of the College, and which shall prohibit the distribution of its or their income and property among its or their members of an extent at least as great as is imposed on the College under Article 4 hereof, such institution or institutions to be determined by the College in General Meeting at or before the time of dissolution or in default thereof then to some other charitable object.
11. A 'Special Resolution' is a resolution of which not less than twenty-one days written notice has been given and is carried by a majority of not less than two-thirds of those voting in person or by post at a General Meeting.
12. Lastly, we do hereby for Us, Our Heirs or Successors grant that these our Letters shall be in all things good, firm, valid, sufficient and effectual in law notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken, construed and adjudged in the most favourable and beneficial sense and to the best advantage of and for the College as well in Our Courts of Record as elsewhere any recital, mis-recital, uncertainty or imperfection whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the twenty-eighth day of February in the eighteenth year of OUR REIGN.

By warrant under the Queen's sign manual

Ordinances of The Royal College of Pathologists

General

1. In these Ordinances unless the context otherwise requires:

‘the Charter’ means the Royal Charter granted to the College in the year 1970 as amended, added to or revoked from time to time;

‘the By-laws’ means the By-laws for the time being of the College;

‘the College’ means the Royal College of Pathologists;

‘medically qualified’ in relation to any person means:

(a) any medical practitioner fully registered or provisionally registered in the United Kingdom or the Republic of Ireland under the Medical Acts, or in the Register of Medical Practitioners provided for by the Medical Practitioners Act 1927, of the Republic of Ireland;

(b) any medical practitioner possessing a qualification or qualifications adjudged by the Council to be of status comparable to that mentioned in section (a) of this definition;

‘the Medical Acts’ means Medical Acts enacted by the United Kingdom Parliament and for the time being in force

‘the Office’ means the Office of the College;

‘the Seal’ means the Seal of the College;

‘the Register’ means the Register of members of the College;

‘the United Kingdom’ means Great Britain, Channel Islands, Isle of Man and Northern Ireland;

‘Regional Council’ means a committee of members elected in accordance with these Ordinances and the By-laws to represent voting members whose place of practice, as shown in the College Register, is in that region;

‘Regional Council Chairman’ means the person elected as Chairman of a Regional Council in accordance with these Ordinances and the By-laws;

‘month’ means calendar month;

‘year’ means twelve calendar months;

‘in writing’ means written, printed or lithographed, or partly one and partly another, or reproduced in visible form by any other means.

The words ‘pathologist’ and ‘pathology’ shall respectively have the meanings attributed to them in the Charter.

The words ‘Special Resolution’ shall have the meaning attributed to it in the Charter.

The words ‘member’ and ‘voting member’ have the meaning prescribed to them in the By-laws.

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

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

2. Every member of the College shall be held to have agreed to be bound by the provisions of the Charter these Ordinances and the By-laws as amended from time to time and shall be bound to further to the best of his ability the objects and interests of the College.

Membership

3. The College in General Meeting shall determine from time to time the level of subscription payable by the members.
4. Only members may enjoy the privileges of membership as prescribed in the By-laws. No member shall enjoy any of the privileges of membership or be entitled to exercise any voting rights if he is in arrear with any fee or subscription due from him for six months or has not complied with the provisions of the Charter, these Ordinances or the By-laws.
5. The Council may determine that any member who is in arrear with any fee or subscription due from him for twelve months or more shall cease to be a member. Upon such determination being made, the member's name shall be removed from the Register and he shall thereupon cease to be a member but shall nevertheless remain liable to pay to the College all fees or subscriptions due up to the date on which he ceased to be a member.
6. The Council shall have the power to order the erasure from the Register of the name of any member:
 - (a) if by notice in writing addressed to the Registrar he resigns his membership or if he ceases to be a member because of unpaid fees or subscriptions;
 - (b) if he is adjudged bankrupt, a trustee in bankruptcy is appointed in respect of his assets or a nominee is appointed or any step is taken with a view to an arrangement or composition with his creditors;
 - (c) if at any time the Council after due inquiry shall resolve that the interests of the College so require. Not less than fourteen days' notice of the Council meeting at which such inquiry will take place shall be given to the member concerned and he shall be informed that he will (if he so desires) be given an opportunity personally or by his representative of stating his case and defending himself before the Council and that he may cross-examine and himself call witnesses and that he may be legally represented at such meeting. If at such meeting the Council shall resolve by a majority of not less than three-quarters of those present and voting that it is desirable that the person concerned should be expelled, the name of such person shall be forthwith erased from the Register.
 - (d) if he is erased from:
 - (i) the List of Registered Medical Practitioners maintained by the General Medical Council; or
 - (ii) the equivalent register in the jurisdiction where he is medically qualified; or
 - (iii) any register, roll or similar list the purpose of which is to record those that are authorised to practice in a recognised profession.

Where any member has ceased to be a member for any reason, the Council may either unconditionally or under such conditions as to payment of arrears of subscription (if any) or

otherwise as to the Council may seem expedient reinstate such person as a member. Any member whose name shall have been erased under sub-paragraph (c) and (d), of this Ordinance may only be reinstated by a resolution passed by a majority of not less than two-thirds of the members of the Council present and voting at a meeting of the Council at which not less than twelve members of the Council are present.

General Meetings

7. The College shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first after the date of the Charter shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting. The first Annual General Meeting of the College shall be held within eighteen months after the date of the Charter.
8. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
9. The Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of twenty-five or more voting members having at the date of the deposit of the requisition a right to vote at General Meetings of the College. Such meeting shall be convened by the Council within eight weeks of the said requisition: in default thereof the requisitionists themselves may convene such meeting in accordance with these Ordinances within twelve weeks of the said requisition.
10. At least twenty-one days' notice in writing of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and at least fourteen days' notice in writing of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Ordinances entitled to receive such notices from the College.
11. 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.

Proceedings at General Meetings

12. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
13. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty voting members personally present shall be a quorum.
14. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

15. The President (if any) shall take the Chair at every General Meeting; but if there be no such President or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act, one of the Vice-Presidents or, if there shall be no Vice-President or if he shall not be present or willing to act, the voting members present shall choose some other member of the Council, or if none be present or willing to act, one of their own number who is present to take the Chair
16. The Chairman of a meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) 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.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided by ballot where under or in accordance with these Ordinances or the By-laws a ballot is specified; in any other case the vote shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of a show of hands, demanded by the Chairman of the meeting or by at least three members present in person; unless a poll be so demanded a declaration by the Chairman of the meeting that, on a show of hands, a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the College shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution. The demand for a poll may be withdrawn. No member may take part in a poll unless he is present at the meeting at which such a poll is taken.
18. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
19. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

Votes of members

22. Every voting member present at a General Meeting and entitled to vote shall have one vote.
23. Only voting members shall be entitled to vote on any question either on a ballot or personally at any General Meeting.
24. In addition to the provisions of these Ordinances, provisions may be contained in the By-laws for the circumstances in which and the method by which votes of members may be taken by ballot.

Honorary Officers

25. (a) The Honorary Officers of the College, who must be voting members, shall be the President and not more than three Vice-presidents, the Treasurer, the Registrar and the Assistant Registrar.
- (b) The President shall be elected annually by the Council from amongst the voting members. No person shall hold office as President for more than three consecutive terms of office.
- (c) Vice-Presidents shall be elected annually by the Council from amongst the voting members. No Vice-President shall hold office for more than three consecutive terms of office.
- (d) Regional Council Chairmen shall be elected annually by the relevant Regional Council. No Regional Council Chairman shall hold office for more than three consecutive terms of office.
- (e) The persons holding office as Treasurer, Registrar and Assistant Registrar immediately prior to the adoption of these Ordinances shall continue to hold office until the end of the Annual General Meeting in 2009.
- (f) With effect from the end of the Annual General Meeting in 2009, and at subsequent Annual General Meetings when a vacancy arises, the appointment of a Treasurer, Registrar and Assistant Registrar selected in accordance with Ordinance 25(g) for a term of 3 years shall take effect.
- (g) The Treasurer may serve for two consecutive terms but shall then be required to stand down. The Registrar and Assistant Registrar may only serve for one term and shall then be required to stand down.
- (h) Nominations for Honorary Officers may be made by any voting member. Nominations for Honorary Officers, shall be laid before the Council at the Council meeting prescribed by Council. Elections shall take place at a Council meeting not later than the Council meeting before the Annual General Meeting and the results announced at the Annual General Meeting.
- (i) Honorary Officers shall hold office (subject to the provisions of these Ordinances) until the end of the Annual General Meeting at which the results of the election of new Honorary Officers is announced.
- (j) On the expiry of the maximum terms of office prescribed in this Ordinance, no person shall be eligible for re-election to the same office until one year has elapsed.
- (k) No person may hold more than one Honorary Office at any one time.
- (l) Any Honorary Officer who ceases to be a member of the College shall thereupon cease to hold office.
- (m) Subject to the provisions of this Ordinance the Council may at any time elect any voting member of the College to fill a vacancy in any Honorary Office. Any person so elected shall hold office until the end of the next Annual General Meeting.
- (n) A 'year', 'term of years', or 'annually' for the purposes of this Ordinance 25 shall mean the period beginning with the end of the Annual General Meeting at which the Honorary Officer is appointed and ending at the end of the Annual General Meeting which coincides with, or is closest to, the term of office in question.

Council

26. The Council shall consist of twenty-six voting members comprising:
- (i) the Honorary Officers;
 - (ii) the Regional Council Chairmen; and
 - (iii) such other voting members as may be elected by ballot pursuant to these Ordinances.
- and in addition, any members co-opted as hereinafter provided.
27. The Council shall have power to co-opt up to four voting members of the College as additional members of the Council. Any such member shall be co-opted annually but may not serve as a member of the Council for more than three consecutive years.
28. No person shall be a member of the Council for more than three consecutive years unless he is the holder of an Honorary Office or a Regional Council Chairman, in which case he shall be eligible to remain a member of the Council (subject to the Charter and these Ordinances) until he ceases to hold such office.

Regional Councils

29. (a) Election of members of each Regional Council, who must be voting members shall be by ballot of the voting members whose place of practice as shown in the College Register is in that region conducted in such manner consistent with the process in the By-laws for election of members of the Council or as the Council may from time to time determine and election of each Regional Council Chairman shall be by ballot of the respective members of each Regional Council each such ballot to be conducted in such manner consistent with the By-laws as the Council may from time to time determine.
- b) Election of the remaining members of the Council shall be by ballot of the voting members of the College conducted in the manner provided in the By-laws and shall be announced (along with the election of the Regional Council Chairmen) at the Annual General Meeting
30. The Council may from time to time and at any time appoint any voting member of the College as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed number of members of the Council shall not be exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting but he shall then be eligible for election.
31. Only voting members of the College shall be eligible to hold office as a member of the Council.

Rotation of members of the Council

32. At the first Annual General Meeting of the College and at the Annual General meeting to be held in every subsequent year, such members of the Council other than Honorary Officers or Regional Council Chairmen as shall have served for three consecutive years shall retire from office and the number to be re-elected shall be such as to maintain the total membership of the Council (excluding co-opted members) at twenty-six.
33. A retiring member of the Council shall not be eligible for re-election until a period of one year has elapsed.

34. The College may by Special Resolution remove any member of the Council before the expiry of his period of office, and may by an ordinary resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

Vacation of office by members of the Council

35. The office of a member of the Council shall be vacated:
- (a) if he ceases to be a member of the College; or
 - (b) if by notice in writing to the Registrar he resigns his office; or
 - (c) if he is adjudged bankrupt, a trustee in bankruptcy is appointed in respect of his assets or a nominee is appointed or any step is taken with a view to an arrangement or composition with his creditors; or
 - (d) if he becomes mentally disordered; or
 - (e) if he shall fail without good cause to attend more than half of the meetings of the Council in any year.

Powers of the Council

36. The business of the College shall be managed by the Council who may exercise all such powers of the College and do on behalf of the College all such acts as may be exercised and done by the College, and as are not by law or by the Charter or these Ordinances required to be exercised or done by the College in General Meeting.
37. The members of the time being of the Council may act notwithstanding any vacancy in their body; provided always that if the members of the Council shall at any time be or be reduced in number to fewer than the minimum number prescribed by or in accordance with these Ordinances as the quorum for meetings of the Council, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the College, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

Proceedings of the Council

38. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Seven members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
39. The President may at any time and the Registrar shall upon a requisition in writing from the President or from any four members of the Council, stating the purposes for which the meeting is to be convened, convene a meeting of the Council. A clear seven days' notice (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given) stating the purposes of the meeting shall be sent to each member of the Council at his address as appearing in the Register. No member of the Council whilst out of the United Kingdom and the Republic of Ireland shall be entitled to receive notice of a meeting of the Council.
40. The President shall preside at every meeting thereof at which he shall be present, but if at any meeting he be not present within five minutes after the time appointed for holding the same, one of the Vice-Presidents if then present and willing to act shall take the Chair, but if none of them be then present or willing to act the members of the Council present shall choose one of their number to take the Chair.

41. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Council generally.
42.
 - (a) The Council may delegate any of its powers to committees as it thinks fit, and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Council. Not more than three persons who are not members of the College may serve on a committee if the period of their appointment is specified by the Council in writing and the number of such appointees shall be such that they are fewer in number than one half of the quorum of such committee. The meetings and proceedings of committees shall be governed by the Ordinances and the By-laws applicable to the regulation of the meetings and proceedings of the Council so far as relevant and so far as the same shall not be superseded by regulations made by the Council. All actions and proceedings of committees shall be reported to the Council as soon as practicable.
 - (b) Persons who are not members of the College who serve on a committee may not vote on a matter unless it is a committee the remit of which is limited to one of advising the Council on a matter.
 - (c) Non-voting members who serve on a committee may only vote on a matter where:
 - (i) the remit of the committee is limited to one of advising the Council on a matter; or
 - (ii) the voting members of the committee present and voting on the matter in question are in the majority and the Council has decided that the non-voting members may have a vote.
43. In addition to any committees established pursuant to Ordinance 42, there shall be such number of Regional Councils as the Council may from time to time determine whose members shall be elected in accordance with the provisions of these Ordinances but whose actions, meetings and proceedings shall otherwise conform to the requirements of Ordinance 42.
44. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment, election or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or elected or had duly continued in office and was qualified to be a member of the Council.
45. The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the College and of the Council and of committees of the Council, and all business transacted at such meetings, and any such Minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
46. A resolution in writing signed by all the members for the time being of Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

By-laws

47. (i) The Council may of its own motion, in accordance with the process specified in the By-laws, from time to time add to, amend or revoke one or more of the By-laws other than By-law 4B.
- (ii) The Council shall, in accordance with the requisition process specified in By-law 4B, put to the College in General Meeting a draft resolution to add to, amend or revoke one or more of the By-laws.

Registrar

48. The Registrar shall be responsible for the Register; for keeping the official copies of the Charter, these Ordinances and the By-laws and entering therein any changes and preparing revised editions when ordered by the Council; and generally, for the correspondence of the College. He shall be responsible for convening General Meetings of the College and meetings of the Council and of committees, and for issuing notices of and keeping and preparing Minutes of all meetings, and drawing up a draft annual report for consideration by the Council. The Assistant Registrar may act in place of the Registrar if there be no Registrar capable of so acting.

Treasurer

49. The Treasurer shall pay all monies received by him on behalf of the College into an account in the name of the College at the bankers appointed by the Council. He shall keep an account of all monies received and expended and prepare a financial report for the meeting of the Council, not later than that next before the Annual General Meeting in each year, and an income and expenditure account and balance sheet to be audited in accordance with these Ordinances and at all times be prepared to give such information on the finances of the College as may be required by the Council.
50. The Treasurer may pay without special order the current ordinary expenses of the College but he may not disburse any other sum unless previously authorised to do so by the Council.

Paid staff

51. The Council may appoint and employ for such period and upon such terms as it shall think fit paid officers or servants of the College. No such officer or servant shall be a member of the Council but may be a member of the College who is not a member of the Council.

The Seal

52. The Seal shall not be affixed to any instrument except by the authority of a resolution by the Council, and shall be affixed in the presence of three members of the Council, or by such persons of such number in such circumstances as Council may by resolution from time to time determine, and the said three members or such other number of persons as Council may from time to time have resolved, shall sign every instrument to which the Seal shall be so affixed in their presence; in favour of any purchaser or person *bona fide* dealing with the College such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

Accounts

53. The Council shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the College and the matters in respect of which such receipts and expenditure took place;

- (b) all sales and purchases of goods by the College; and
- (c) the assets and liabilities of the College.

Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the College and to explain its transactions.

- 54. The books of account shall be kept at the Office, or at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.
- 55. 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 College or any of them shall be open to the inspection of members not being members of the Council and no member other than a member of the Council shall have any right of inspecting any account or book or document of the College except as authorised by the Council or by the College at General Meetings.
- 56. At the Annual General Meeting in every year the Council shall lay before the College a proper income and expenditure account for the period since the last preceding account (or, in the case of the first account after the date of the Charter) made up to a date not more than four months before the Council meeting next before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper 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 statutory 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 not less than twenty-one days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection before the meeting.

Audit

- 57. Once at least in every year the accounts of the College shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 58. Auditors shall be appointed at the Annual General Meeting and shall hold the qualifications set out in Section 161 of the Companies Act 1948 or any enactment amending or replacing it.

Investment powers

- 59. (a) Monies held by the College (including the sale proceeds of other investments held) may be invested in such stocks, funds, shares, securities and other investments as the Council thinks fit;

Provided that in the case of any investment the Council is satisfied that such investment is not speculative and will not expose such monies and other investments to undue risk.

- (b) (i) Investments, and certificates or other documents of title to investments, in the beneficial ownership of the College or of which it is a trustee may be registered in the names of, and/or deposited for safe keeping with, nominees acting as bare trustees for the College in accordance with such arrangements (including remuneration) as may from time to time be approved by the Council;

- (ii) Management of investments in the beneficial ownership of the College or of which it is a trustee may be delegated on a discretionary basis to such persons, duly authorised to carry on regulated activities under the provisions of the Financial Services and Markets Act 2000, as may from time to time be approved by the Council and upon such terms and conditions (including remuneration) and subject to such limitations as may be agreed between such persons and the Council in accordance with the College By-laws.
- (c) The provisions of this Ordinance shall not apply to monies held by the College (including sale proceeds from other investments held) on specific trusts and which are subject to separate investment powers.

Notices

- 60. A notice may be served by the College upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his address as appearing in the Register.
- 61. Any member described in the Register by an address not within the United Kingdom, who shall from time to time give the College an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid only those members who are described in the Register by an address within the United Kingdom shall be entitled to receive notices from the College.
- 62. Any notice, if served by post, shall be deemed to have been served on the third 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 prove that the letter containing the notice was properly addressed and posted as a prepaid letter.

By-laws of The Royal College of Pathologists

Interpretation

1. In these By-laws where not inconsistent with the subject or context:
 - the word 'member' shall be construed in accordance with By-law 6;
 - the words 'voting member' shall mean Fellows other than Honorary Fellows;
 - the words 'non-voting members' shall mean Honorary Fellows, Diplomates, Associates and Affiliates;
 - the expression 'the Ordinances' means the Ordinances for the time being of the above named College;
 - words occurring in these By-laws and also occurring in the Ordinances shall bear the same respective meanings in the By-laws as they bear in the Ordinances.
2. The Interpretation Act 1889 shall apply for the purposes of the interpretation of the By-laws as it applies for the interpretation of an Act of Parliament.
3. The By-laws shall be construed so as not to conflict with the Ordinances.

Alteration of the By-laws

- 4A. The making, amendment or repeal of the By-laws by the Council in accordance with Ordinance 47(i) shall be effected as follows:
 - (i) Any member of the Council desiring to propose a new By-law or an amendment to, or the repeal of, one or more existing By-laws must give notice to the Registrar of his intention to propose it at a meeting of the Council.
 - (ii) If any voting member of the College (not being a member of the Council) wishes to propose that the Council adopt a new By-law or make an amendment to, or the repeal of one or more existing By-laws, he shall give notice to the Registrar of the proposal and the Registrar shall cause the same to be proposed at a meeting of the Council.
 - (iii) Notice of the proposal in 4A(i) or (ii) shall be included in the notice of the first meeting of the Council held after the expiry of one month from the date on which the notice is given to the Registrar as aforesaid.
 - (iv) If the Council adopt the proposal in 4A(i) or (ii) with or without amendment, it will be effective immediately.
- 4B. The making, amendment or repeal of the By-laws by requisition of voting members in accordance with Ordinance 47(ii) shall be effected as follows:
 - (i) The resolution setting out the proposed new By-law, amendment or repeal of an existing By-law is to be signed by ten or more voting members having at the date of the deposit of the requisition a right to vote at General Meetings of the College.
 - (ii) Such resolution is to be deposited with the Registrar not less than one calendar month prior to the General Meeting at which the resolution is to be proposed.

- (iii) If the resolution is passed by the College with or without amendment, the same shall be effective immediately.
5. Every enactment, amendment or repeal of a By-law shall be entered, together with the date, by the Registrar in a copy of the By-laws kept to that purpose and shall be initialled by the President and such copy shall be the authoritative copy of the By-laws until the next reprinting of the By-laws.

Membership of the College

6. (a) There shall be four classes of members of the College as follows:
- (i) Fellows;
 - (ii) Diplomates;
 - (iii) Associates; and
 - (iv) Affiliates.
7. Within 12 months of the date when amendments to the Charter abolish the category of members known as “Members” all persons who are Members shall be admitted by the Council as Fellows.

Fellows

8. A “Fellow” shall mean any person falling within the following categories:
- (i) Founder Fellows;
 - (ii) those persons who have successfully passed the examinations laid down by the Council for this purpose;
 - (iii) those persons who shall have submitted published works on pathology and related subjects adjudged by the Council to be of sufficient distinction;
 - (iv) those persons who are in the opinion of the Council distinguished medical practitioners or scientists; and
 - (v) Honorary Fellows.

The Council shall have absolute power and discretion in deciding upon any application for admission to Fellowship and its decision shall be final and it shall not be bound to give any reason for its decision.

Founder Fellows

9. Any person named as a Founder Fellow in the Register shall be a Founder Fellow.

Fellowship by examination

10. The examination for Fellowship shall be called the Part 2 examination and may be taken after a candidate has passed the Part 1 examination.
11. The examinations committee may, in its sole discretion, waive the requirement for individual candidates to have passed the Part 1 examination before they take the Part 2 examination.

12. The examinations committee will inform the Council of the names of candidates who have passed the Part 2 examination and who shall be admitted to Fellowship of the College
13. Candidates wishing to sit the Part 1 or Part 2 examination shall apply in writing to the Registrar not later than the date specified in the public announcement of the examination in question.
14. Candidates who fail to pass an examination on four occasions may only sit the examination for a fifth and subsequent times at the discretion of the Council.
15. Each candidate shall furnish, on a form provided by the Registrar for this purpose, such information as will demonstrate to the Council's satisfaction that he has fulfilled the training and other requirements of the examination regulations as they may from time to time be determined by the Council.
16. Overseas candidates who are not subject to the provisions of the Medical Acts of the United Kingdom or the Register of Medical Practitioners Act 1927 of the Republic of Ireland must, if required, be able to furnish such documentary evidence as may be required in the regulations provided for in By-law 77 to the effect that they have held suitable clinical appointments for no less than one year, which time shall be additional to the prescribed training in pathology.

Fellowship by submission of published works

17. Candidates, whether medically qualified or not, who wish to submit published works on pathology or related subjects, shall complete a form provided by the Registrar for this purpose.
18. Each application shall be sponsored by a Fellow of the College who shall vouch that the candidate fulfils the requirements laid down by the Council.
19. The candidature of those sponsored shall be assessed by two or more examiners who shall be furnished with copies of the published works referred to. Any recommendation as to admission to Fellowship on the grounds of published works shall be submitted to the Council for consideration.
20. Any expense reasonably incurred for the assessment of submitted published works shall be defrayed from College funds notwithstanding the amount of examination fees received.
21. The Council shall have absolute power and discretion in deciding upon any application and its decision shall be final, and it shall not be bound to give any reason for its decision.

Fellowship by reason of being a distinguished medical practitioner or scientist

22. Voting members may at any time by notice in writing nominate, in strict confidence, persons for consideration for admission to Fellowship pursuant to By-law 8(iv) to the Registrar. Nominations must be accompanied by a citation of the candidate's achievements. Applications by individuals for their own admission under By-law 8(iv) will not be considered.
23. Admission to Fellowship under By-law 8(iv) shall not be used as an alternative to Fellowship by submission of published works or by examination for candidates for whom one of these would be appropriate. It is intended to enable Council to offer Fellowship of the College to pathologists judged to be of sufficient standing but whose career has not followed a course in which published research has been a major factor and have reached a stage at which examination would not be appropriate.

24. The Council shall have absolute power and discretion in deciding upon any application for admission to Fellowship and its decision shall be final, and it shall not be bound to give any reason for its decision.

Honorary Fellows

25. The College shall have power to elect as Honorary Fellows such persons and to admit Honorary Fellows so elected to such privileges (other than that of voting as members of the College) as may from time to time be conferred upon them by or under these By-laws.
26. Persons, whether medically qualified or not, who have made notable contributions to pathology, and other persons who have shown distinction of a nature fit to be recognised by the College, may on nomination by the Council and election at a General Meeting, be admitted as Honorary Fellows. There shall not be more than seventy five Honorary Fellows at any one time.

Designation of Fellows

27. Each member admitted to Fellowship shall be entitled to an appropriate form of Certificate under the Seal of the College and may use after his name the designation 'FRCPATH'.

Diplomates

28. The Council may admit as Diplomates of the College those persons who shall have been granted a Diploma of the College in such subject or subjects as shall have been determined from time to time by the Council.
29. Diplomates so admitted shall be entitled to an appropriate form of Certificate under the Seal of the College and may use after their names the designation 'DipRCPATH'.
30. The Council shall have absolute power and discretion in deciding upon any application for admission to Diplomateship and this decision shall be final and it shall not be bound to give any reason for its decision.

Associates

31. The Council may admit as Associates of the College those persons who shall have passed the Part 1 examination laid down by the Council for this purpose.
32. Candidates who have passed the Part 1 examination will be recommended by the examinations committee to the Council for admission as Associates.
33. The Council shall have absolute power and discretion in deciding upon any application for admission to Associateship and its decision shall be final, and it shall not be bound to give any reason for its decision.

Affiliates

34. The Council may admit as Affiliates medically qualified persons and such other persons (not being persons eligible for admission as Fellows, Diplomates or Associates) as the Council considers could benefit from Affiliateship by reason of their work in pathology or a related discipline.
35. The Council shall have absolute power and discretion in deciding upon any application for admission to Affiliateship and its decision shall be final, and it shall not be bound to give any reason for its decision.

Removal of members

36. Where any member has ceased to be a member for any reason, the Council may, subject to the Ordinances, either unconditionally or under such conditions as to payment of arrears of subscription (if any) or otherwise as the Council may seem expedient reinstate such person as a member.

Examination fees and subscriptions

37. Examination fees shall be those specified from time to time by the Council.
38. If a candidate is unable to sit an examination on the date specified due to medical reasons, the Registrar may in his sole discretion and on the production of a medical certificate of incapacity, return the fee or defer its application to a subsequent examination. The Registrar may provide in written regulations for other circumstances where the examination fee may be returned or where its application may be deferred to a subsequent examination.
39. Candidates for Fellowship pursuant to By-law 8(ii) shall pay the fee for the Part 2 examinations.
40. Candidates for Fellowship pursuant to By-law 8(iii) shall pay a fee as specified from time to time by Council the amount of which shall be not less than the combined fees payable for the Part 1 and Part 2 examinations.
41. Candidates for Fellowship pursuant to By-law 8(iv) shall, unless the requirement is waived by Council, pay a fee equal to the combined fees payable for the Part 1 and Part 2 examinations.
42. Candidates for Diplomateship shall pay the fees as specified from time to time by the Council.
43. Candidates for Associateship shall pay the fee for the Part 1 examination.
44. Candidates for Affiliateship shall pay the fees as specified from time to time by the Council.
45. In addition to any examination entrance fees paid by a person before becoming a member, every member, except Honorary Fellows, shall pay an annual subscription, the rates of which may differ according to whether the member resides in the United Kingdom or elsewhere.
46. The subscription shall be paid in advance in sterling by direct debit or such other means as the Council shall determine.
47. The membership period shall run from 1 January to 31 December in each year except as provided for by By-law 47.
48. Any member admitted on or after 1 July in any calendar year shall pay one-half the current appropriate subscription for that calendar year.
49. (a) In special circumstances and on application by a member, Council shall be empowered to waive by resolution the levying of any or all subscriptions from individual members. The name of each such member shall be entered in the Council Minute Books. In this respect, each such member shall enjoy such privileges as are accorded to members as laid down in the Ordinances and these By-laws, unless the Council so specified in the resolution of waiver recorded in the Minutes.

(b) The provisions of By-law 48(a) shall apply to any member on reaching the age of 65 years and can be authorised by the Treasurer and one other Honorary Officer.

Election of Honorary Officers

President

50. (a) Nominations for the office of President shall be in writing and must bear the signature of the proposer and written assent by the nominee of his willingness to serve if elected.
- (b) If only one Fellow be so nominated, his name shall be laid before the Council and shall be confirmed and it shall be announced at the Annual General Meeting.
- (c) If more than one Fellow be so nominated, a postal ballot shall be held to enable each member of Council to record his vote so that the result may be made before the Annual General Meeting; but provided that the result may be announced individually to members of Council before they are called upon or to elect the other Honorary Officers.
- (d) For the purposes of a post ballot the Registrar shall send to each member of Council a single list of all the names proposed together with their proposers. If a simple majority of those eligible to vote cast their votes in favour of any one Fellow, he shall be elected President at the next meeting of Council.
- e) If no such Fellow shall achieve this required majority, the President shall be chosen by a second postal ballot, held as aforesaid, wherein the nominations are restricted to the two Fellows who shall have received the highest number of votes cast. The Fellow who then receives a simple majority of all the votes cast shall be elected President at the next meeting of Council.

Vice-President, Registrar, Treasurer, Assistant Registrar

51. Nominations for Honorary Officers other than that of the President shall be in writing and must bear the signature of the proposer and written consent by the nominee of his willingness to serve if elected.
52. In the event of there being more than one nomination for any office, the officer shall be chosen by postal ballot decided by a simple majority of the votes cast by members of Council.
53. If more than one vacancy exists in the office of Vice-President and a ballot is held, the vacancies shall be filled by the candidates for office receiving the highest number of votes cast.
54. If a postal ballot is required, the Registrar shall arrange for the necessary documents to be served on each member of Council who shall record his votes thereon.
55. Each ballot sheet for the Presidency or for Honorary Offices shall be returned to the Registrar so that it reaches him not later than the date specified thereon; votes cast on ballot sheets received after that date shall be declared invalid.
56. In the case of equality of votes in any ballot requiring a result by a simple majority, the tied result shall be reported at the Council meeting next following and another ballot held at that meeting. In the event of a further tied result, the Chairman shall have a second or casting vote. Candidates for the office of which the vote is in question shall not take the Chair; in the event that the officer ordinarily in the Chair is himself a candidate, the Council shall, as its first item of business, appoint the officer next in seniority from among those present as Chairman for the period of the meeting until the tied ballot has been resolved and a result declared. The order of seniority of the officers shall be regarded as that in which they are set out in the Ordinances and (in the case of Vice-Presidents) By-law 70.

Members of Council

57. The following provisions shall apply for the election of members of the Council other than its Honorary Officers.
 - (a) At least two months before the Annual General Meeting in each year, the Registrar shall send to all members of the College who are entitled to receive notices from the College, a circular stating the vacancies that are to be filled, the Council's nominations, if any, of candidates to fill such vacancies, and calling for further nominations and specifying the time within which such nominations must reach the Registrar.
 - b) Each nomination must be signed by a proposer and a seconder who each must be a Fellow of the College. Each nominee must signify his willingness to be so nominated and to serve if elected.
58. If more candidates are nominated for election as members of the Council than the number of vacancies, the candidates shall be elected by postal ballot.
59. If a postal ballot is required, the Registrar shall, at least one month before such Annual General meeting, serve upon each member of the College entitled to vote, a ballot paper showing the list of candidates so nominated for election, their present appointments and the names of their proposers and seconders, and stating that each such ballot paper must be returned so as to reach the Registrar not later than two days before the meeting of Council next before the Annual General Meeting.
60. No ballot paper shall be valid unless it is enclosed in an envelope provided for the purpose by the Registrar and which envelope bears the signature of the member voting thereby and reaches the Registrar not later than the specified day.
61. The Registrar shall appoint scrutineers to count the votes cast upon each postal ballot and they shall report to him.
62. The accidental omission to give notice as laid down in By-laws 56 and 58 or the non-receipt of such notice by any member entitled to receive notice thereof shall not invalidate any election the results of which have been reported to Council and duly accepted.
63. If a postal vote is not required, the names of candidates nominated for election and otherwise the names of candidates who receive the greatest number of votes on such postal ballot shall be reported by the Registrar to the Council meeting next before the Annual General Meeting.
64. In the case of equality of votes, the Chairman of the Council shall have a second or casting vote.
65. If, under the Ordinances, Honorary Officers are appointed by Council from among elected members of Council, the vacancies so created shall be filled by those candidates for membership of Council receiving the next greatest number of votes at the most recent ballot for membership of Council; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same.
66. The names of candidates by these provisions annually elected as members of Council shall be announced at the Annual General Meeting in each year.
67. The number of votes cast for individual candidates, whether successful or unsuccessful, shall not be divulged except on the specific instruction of the Council.

68. Each Honorary Officer and other member of Council elected as laid down in the Ordinances shall hold their appointment from the end of the Annual Meeting at which their election is announced.

Duties and proceedings of members of Council

69. (a) The Council shall comprise the Honorary Officers, the elected members and such co-opted members as shall be elected to serve from time to time.
- b) The President shall function as the principal executive officer of the College and shall preside at all meetings of the College at which he is present. He shall also be an *ex-officio* member of all committees and Chairman of the Council with a right to vote.
- (c) The order of seniority of the Vice-Presidents shall be determined by their length of service in that office. In the event of an equality of length of service, seniority shall be determined by the Council.
- (d) Each Vice-President shall be *ex-officio* a member of all committees with a right to vote and, in order of seniority, shall preside at meetings in the absence of the President. In the event of death or resignation of the President, the senior Vice-President shall act in his stead until the Annual General Meeting next following.
- (e) An Honorary Officer or elected or co-opted member of Council shall not vote on any matter concerning remuneration of which he is the named recipient.
70. (a) Subject to the Ordinances the Council shall meet for the dispatch of business on at least two occasions in any year. A clear seven days' notice stating the time and venue of the meeting shall be sent to each member of Council.
- (b) One such meeting shall be so convened to permit the submission of the Annual Reports of the Treasurer, the Registrar and the Standing Committees, and the consideration of business to be enacted at the Annual General Meeting.
71. (a) The Council shall establish Standing Committees to which may be delegated such powers as it may from time to time determine. Each Honorary Officer is *ex-officio* a member of every Standing Committee and all other members shall be elected annually by Council.
- (b) The constitution and procedure of any such Standing Committee shall be as laid down in or pursuant to the Ordinances and By-laws and may provide for the co-option to any such committee of persons who are not members of Council but so that the number of members of any committee who are not members of Council shall not at any time exceed one-half of the number of members of the committee who are members of Council and that no business shall be transacted at any meeting of a committee unless a majority of the members present are members of Council.
72. (a) The Chairman of each Standing Committee shall be appointed by Council. In the event of his absence, the Standing Committee shall elect a Chairman for the meeting concerned from among its members present.
- (b) The Minutes of meetings of Standing Committees shall be taken and recorded by the Registrar or Assistant Registrar or some other person appointed by the Council.
- (c) Each Standing Committee shall submit an annual report of its activities to the Council to fulfil the requirements laid down in By-law 70.

- (d) A Standing Committee shall have power, subject to the approval of Council, to appoint sub-committees from among its members.
- (e) No expense shall be incurred by any committee except the Finance and Executive Committees unless a sum of money has been voted by the Council for the special purposes of the committee.
- (f) The Council may from time to time remove the Chairman or any member of any Standing Committee.
- (g) The eligibility for re-election of members of Standing Committees shall be governed by the same regulations as govern eligibility for re-election to the Council.

Resignation of member of Council

73. Every member of the Council whose resignation shall have been accepted, or who shall have been removed, or who shall have gone out of office by rotation, shall ipso facto cease to be a member of every committee of which he shall have been elected as a member.

Executive Committee

74. There shall be a Standing Executive Committee composed of the Honorary Officers, the Chairmen of the Northern Ireland, Wales and Scotland Regional Councils and up to three other members of the Council. The Executive Committee shall have and may exercise all the authority of the Council in the management of the College between regular and special meetings of the Council provided, however, that actions of the Executive Committee shall be taken only by the unanimous vote of not fewer than four members present and voting, and provided further that all actions of the Executive Committee shall be reported to the Council at the next meeting.

Finance Committee

75. There shall be a Standing Finance Committee, which shall serve to advise the Treasurer.
76. (a) Council may appoint as Investment Manager for the College (the "Investment Manager") a person who they are satisfied is a proper and competent person and is either:
- (i) a reputable individual with at least 15 years' experience of investment management who is a person authorised to carry on regulated activities under the provisions of the Financial Services and Markets Act 2000; or
 - (ii) a reputable company or firm which is an person authorised to carry on regulated activities within the meaning of that Act.
- (b) Council may delegate to the Investment Manager power at his discretion to buy and sell investments for the College in accordance with the detailed investment policy laid down by the Council.
- (c) Where Council make any delegation under By-law 76(b) they shall inform the Investment Manager in writing of:
- (i) the extent of the College's investment powers under Ordinance 58; and
 - (ii) the detailed investment policy for the College as laid down by Council (and of any changes to it); and

- (iii) the terms of the authority delegated to him.
- (d) Where the Council delegates its powers under By-law 76(b), they shall take all reasonable care to ensure that the Investment Manager complies with the terms of the delegated authority, review the performance of their investment portfolio at least once every six months and review the appointment of the Investment Manager at least once every 24 months.
- (e) Where Council appoint an Investment Manager, they may pay him such reasonable and proper remuneration and agree such proper terms as to notice and other matters relating to his appointment as the Council shall decide and are consistent with their powers and any remuneration may include commission fees and/or expenses earned by the Investment Manager if such commission fees and/or expenses are disclosed to Council.
- (f) Where Council make any delegation under this By-law they shall do so on the terms that:
 - (i) the Investment Manager shall report on a regular basis how the College's investment portfolio is performing and how he is exercising his delegated authority;
 - (ii) the Investment Manager shall not do anything which Council do not have power to do;
 - (iii) Council may with reasonable notice revoke the delegation or vary any of its terms; and
 - (iv) the Council shall give directions to the Investment Manager as to the manner in which he is to report to them all sales and purchases of investments made on their behalf.
- (g) Council may:
 - (i) 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 as Council's nominee; and
 - (ii) pay reasonable and proper remuneration to any corporate body acting as Council's nominee in pursuance to this By-law.

Examinations Committee

- 77. The Council shall establish an examinations committee in each year which shall draw up detailed regulations for all matters related to the College's examinations other than those relating to the setting of fees or the return or deferral of fees which are the responsibility respectively of the Council under Ordinance 37 and the Registrar under Ordinance 38.
- 78. (a) The Council shall appoint panels of examiners, from which shall be selected examiners to act at each examination. One of the members of each panel shall be appointed annually by the Council to act as chairman.
- (b) The panel of examiners shall be reviewed annually at which time the Council may receive recommendations regarding its constitution from the examinations committee. Not more than one-third of the panel of examiners shall be members of the Council.

79. Members of the panel of examiners shall be awarded out of pocket expenses reasonably incurred but shall otherwise be unremunerated.
80. Members of the panel of examiners shall test the ability and qualifications of candidates for Fellowship in accordance with these By-laws. A report of the examiners shall be agreed at a meeting of the examiners at the end of each examination.
81. Subject to any legal requirements imposed on the Council to disclose information, all reports by examiners on candidates shall be regarded as confidential to the Council and to the examiners.

Notices

82. (a) Any notice required to be given by the College to the members or any of them, and not expressly provided for in the Ordinances and By-laws, shall be sufficiently given if given by advertisement. Any notice required to be, or which may be given, by advertisement shall be advertised once in two daily newspapers to be selected by the Council.

(b) All notices shall be signed by, or have printed at the foot thereof, the name of the Registrar or such other person in his place as the Council shall appoint, except in the case of a meeting convened by requisition in accordance with the Ordinances and in that case shall be signed by, or have printed at the foot thereof, the names of the members convening the meeting or a majority of them.

The mace

83. The mace shall be borne by such person and used upon such occasions as the President or the Council may direct.

Special Resolutions

84. Any Special Resolution that is to be considered by a General Meeting shall be lodged with the Registrar not less than ten clear weeks before the date of such General Meeting.
85. The Council may determine which Special Resolutions shall be placed before a General Meeting for decision by that meeting and which shall be the subject of a postal ballot.
86. If the Council shall decide that one or more resolution shall be the subject of a postal ballot they shall also determine by what method such ballot shall be taken and by what date ballot papers must be returned and to whom; and may also determine whether prior to such postal ballot such resolution shall be debated at a General Meeting and whether any amendment thereto which has been duly moved at such General Meeting shall be included on the ballot paper.
87. Amendments to resolutions to be considered at General Meetings shall be reduced to writing and signed by the proposer and seconder and handed to the Chairman of the meeting.

General Meetings

88. On any point of order raised at a General Meeting (in which shall be included questions whether a member is conforming to the requirements of the Charter, Ordinances and By-laws) the ruling of the Chairman shall be final and shall not be open to discussion, provided that if the Chairman shall rule that a point of law has arisen which requires determination, he may invite the meeting to reach a decision on the resolution then under discussion conditionally upon and pending the determination of such point of law.