

Royal College of Physicians of Edinburgh

Laws

As Amended at an Extraordinary Meeting of the College held on 5 June 2026

Contents

- 1. Definitions and Interpretation2
- 2. Members of the College.....4
- 3. Meetings of the College6
- 4. Council10
- 5. Board Of Trustees.....17
- 6. Administration24

1. Definitions and Interpretation

1.1. In the Laws unless the context provides otherwise, the following definitions shall apply:-

1.1.1. "Accessioned Collection" means books, objects or manuscripts belonging to the College and forming part of the Library, Museum and Archive.

1.1.2. "Board of Trustees" means the governing body of the College constituted under Law 5.3.

1.1.3. "Charities Act" means the Charities and Trustee Investment (Scotland) Act 2005.

1.1.4. "Charter" means the Royal Charter of the College granted on 28th August 1978 in substitution for several Charters, the first being granted on 29th November 1681.

1.1.5. "Clear Days" means complete days, excluding the day on which the notice is given or the day on which the event for which it is given takes place.

1.1.6. "Code of Conduct" means the standards of behaviour expected of every Fellow, Member and volunteer connected with the College as set out in the Regulations.

1.1.7. "College" means the Royal College of Physicians of Edinburgh, Scottish registered charity (SC009465).

1.1.8. "Collegiate Member" means an individual admitted to the College pursuant to Regulation 5 of the Regulations.

1.1.9. "Council" means the body constituted under Law 4.2.

1.1.10. "Effective Date" means the 6th May 2025 being date on which the amendments to the Charter were allowed by His Majesty in Council.

1.1.11. "Electronically" means, in relation to the sending or supply of a document or information, the sending or supply by electronic means or by any other means while in an electronic form.

1.1.12. "Fellow" means an individual elected as such pursuant to Regulation 3 of the Regulations.

1.1.13. "First Meeting Date" means the date of the first meeting of Council or the Board of Trustees after the Annual Meeting whichever is the earlier, or if elected to fill a vacancy pursuant to Law 4.10 the first meeting of Council or the Board of Trustees after their election whichever is the earlier subject to Law 4.10.1.1.

1.1.14. "General Meetings" means Annual Meetings and Extraordinary Meetings of the College.

1.1.15. "Laws" means these Laws.

1.1.16. "Member" means a Fellow or a Collegiate Member.

- 1.1.17. "Member of Council" means a member of the Council of the College constituted under Law 4.2.
- 1.1.18. "President-Elect" means the Fellow elected as President but prior to taking up office in terms of Law 4.5.1.1.
- 1.1.19. "Present" means, where the context allows, either in person or participating by suitable electronic means under the Laws.
- 1.1.20. "Regulations" means the Regulations made by the Board of Trustees in furtherance of the power granted to it under Law 5.15.3 below.
- 1.1.21. "Regional Representative" means an individual elected to Council to represent a geographical constituency pursuant to Regulation 10.5 of the Regulations.
- 1.1.22. "Recently Appointed Consultant Representative" means an individual elected to Council to represent the Recently Appointed Consultants' constituency pursuant to Regulation 10.5 of the Regulations."
- 1.1.23. "Term" means a period of three Years.
- 1.1.24. "Trainees and Members' Committee" means the Trainees and Members' Committee constituted under Regulation 7 of the Regulations.
- 1.1.25. "Trustee(s)" means a member of the Board of Trustees.
- 1.1.26. "writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied electronically.
- 1.1.27. "Year" means:-
- 1.1.27.1. For the President a calendar year from 1st March.
 - 1.1.27.2. For Members of Council the period between a First Meeting Date and the next First Meeting Date.
 - 1.1.27.3. For Lay trustees a calendar year from the date of their appointment.
- 1.2. Words or phrases defined in the Charter shall have the same meanings herein.
- 1.3. References to any Act of Parliament, or order or instrument thereunder, include any statutory modification or re-enactment thereof.
- 1.4. Words in the singular include the plural and vice versa, and words importing persons include corporations.
- 1.5. In the event of any inconsistency between the provisions of the Charter and Laws, the provisions of the Charter shall prevail.

2. Members of the College

2.1. Membership Categories

The College shall consist of:

2.1.1. Fellows, including Honorary Fellows

2.1.2. Collegiate Members

2.2. Rights, Privileges and Obligations

2.2.1. The rights, privileges and obligations of Fellows and Collegiate Members are set out in the Laws and Regulations.

2.2.2. Fellows, Members, Associates and Student and Foundation Members shall abide by the Code of Conduct set out in the Regulations.

2.3. Fees

2.3.1. The total Fee to be paid for all categories of Fellows, Collegiate Members and Associates of the College shall be of such amount and shall be payable in such manner as agreed by Trustees and announced at a Meeting of the College.

2.3.2. The Fee to be paid by a Fellow on election and annually thereafter shall be determined by the Trustees in consultation with Council from time to time always provided that at the discretion of the Trustees:

2.3.2.1. any elected Fellow may be exempted from payment and

2.3.2.2. in exceptional circumstances a Fellow unable to make payment of the fee may be exempted from payment.

2.3.3. The Trustees shall annually at a Meeting of the College submit for approval the rates of annual fees payable by Fellows, Collegiate Members and Associates.

2.4. Disciplinary Procedures

2.4.1. The Trustees in consultation with Council shall determine the College's disciplinary procedures and policies as part of the College's Regulations.

2.4.2. The College's disciplinary procedures and policies shall be published and maintained on the College's website.

2.5. Removal

2.5.1. Council shall have power to terminate the membership of any Member if:

2.5.1.1. they are convicted of any criminal offence which in the opinion of Council or the Board of Trustees is inconsistent with the conduct required of Members;

2.5.1.2. they have their name erased from the Medical Register by the General Medical Council under section 36 of the Medical Act 1983 (or any statutory reenactment or modification thereof);

2.5.1.3. if at any time Council, after due enquiry in accordance with the disciplinary proceedings and policies of the College, shall resolve that the interests of the College so require.

2.5.2. For the avoidance of doubt, grounds for termination of membership shall include non-payment of any fees which remain due after a grace period (such grace period to be determined by Council at its absolute discretion).

2.5.3. This Law 2.5 applies to Associate Members and Student and Foundation Members.

2.6. Resignation

2.6.1. Any member of the College may resign by submitting their resignation in writing to the Secretary.

2.6.2. The resignation will be deemed immediate.

2.7. Compliance with Declaration

2.7.1. Fellows and Collegiate Members shall comply with the relevant Declaration as set out in Regulation 18 of the Regulations as it shall be expressed from time to time whether or not they have signed it or otherwise acceded to it.

2.8. Honorary Fellowship

2.8.1. Honorary Fellowship (Hon FRCP Edin) may be conferred on individuals (both medically qualified and non-medically qualified) The rights, privileges and obligations of Honorary Fellows and the process of conferring Honorary Fellowship is set out in Regulation 3 of the Regulations or elsewhere in the Laws.

2.9. Associates

2.9.1. Associates are not Members of the College. The rights, privileges and obligations of Associate and the process of admission are set out in the Regulations or elsewhere in the Laws.

2.10. Student and Foundation Members

2.10.1. Student and Foundation Members are not Members of the College. The rights, privileges and obligations and the process of admission are set out in Regulation 16 of the Regulations and elsewhere in the Laws.

3. Meetings of the College

3.1. General Meetings of the College shall be constituted by a Meeting of Fellows and Collegiate Members.

3.2. Calling an Annual Meeting or Extraordinary Meeting

3.2.1. The Board of Trustees shall call an Annual Meeting to be held on or as near to as possible St. Andrew's Day. The date of the Annual Meeting shall be not more than 15 months after the date of the previous Annual Meeting.

3.2.2. The Board of Trustees may call an Extraordinary Meeting at any time as it sees fit.

3.2.3. The Board of Trustees shall call an Extraordinary Meeting if it receives a request in writing from at least ten Fellows and Collegiate Members, made up of either all Fellows, all Collegiate Members or a combination of Fellows and Collegiate Members, specifying the purpose of such an Extraordinary Meeting. Such an Extraordinary Meeting shall be held within 28 days of the receipt by the Board of Trustees of the request in writing.

3.2.4. If the Board of Trustees does not call an Extraordinary Meeting as requested under Law 3.2.3, the Fellows and Collegiate Members who made the request in writing, may call such an Extraordinary Meeting and the College must pay their reasonable expenses. Any such Extraordinary Meeting must be held within three months of the date of the expiry of the said 28-day period.

3.3. Billet for Annual Meeting:

3.3.1. The Billet for the Annual Meeting shall include the transaction of such business as the President or the Board of Trustees may determine, the discussion of Motions submitted by Fellows and Collegiate Members, and presenting the annual report and accounts for the College for the last completed financial year.

3.4. Billets more generally:

3.4.1. The Board of Trustees shall determine and prepare the Billet for General Meetings which shall include the transaction of such business as the Board of Trustees may determine and the discussion of motions submitted by Council and Members including any motions submitted in furtherance of Law 3.2.3. All motions must be submitted in accordance with Law 3.7.

3.4.2. No business shall be transacted at General Meetings except that for which it has been summoned.

3.5. Notice

3.5.1. Every Fellow and Collegiate Member shall be invited to all General Meetings of the College.

3.5.2. Notice of General Meetings shall be communicated to every Fellow and Collegiate Member by Billet sent by post or electronically, at least 14 Clear Days before such General Meeting will take place.

3.5.3. The Billet for a General Meeting shall:

3.5.3.1. Specify its date, time and venue;

3.5.3.2. if any participation is by electronic means, specify instructions as to how to participate and vote;

3.5.3.3. specify the nature of business to be discussed including motions received by the College;

3.5.3.4. if applicable, shall contain the form of proxy to be used by Fellows and Collegiate Members unable to attend in person.

3.5.4. The fact that such Billets having been despatched to the address last furnished to the Secretary by a Fellow or Collegiate Member shall be held to be sufficient evidence of legal delivery. The accidental failure to send a Billet to any Fellow or Collegiate Member shall not invalidate any General Meeting.

3.6. Changes to Laws

3.6.1. Where an amendment or addition to the Laws is approved at a General Meeting, that change shall have effect from the end of the General Meeting at which the change is approved unless the contrary is stated in the motion to amend or add to the Laws.

3.7. Motions from Council Members, Fellows and Collegiate Members

3.7.1. All motions must be in writing and must be submitted to the College no later than 7 Clear Days before the General Meeting.

3.7.2. Motions must be submitted by ten Fellows and Collegiate Members made up of either all Fellows, all Collegiate Members or a combination of Fellows and Collegiate Members.

3.7.3. Motions passed at a General Meeting are advisory unless they relate to:-

3.7.3.1. Any matters set out in paragraph 3.10.3 below.

3.7.3.2. Any motion to remove a Trustee under Law 5.10.

3.7.3.3. Any motion to remove a Council Member under Law 4.8.

3.7.3.4. Any matters concerning the level of subscriptions.

3.7.3.5. Such other matters as the Trustees may from time to time determine.

3.7.4. The process for amending motions is set out in Regulation 8 of the Regulations.

3.8. Quorum for General Meetings

3.8.1. The quorum for a General Meeting shall be twenty-five Fellows and Collegiate Members present or represented by proxy.

3.8.2. Where a General Meeting has been called by the Board of Trustees in furtherance of Law 3.2.1 or Law 3.2.2 above, if within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, shall be adjourned to the same day in the next week at the same time and place (or as close to these requirements as is reasonably practicable as the Board of Trustees in its sole discretion may determine), and if at such adjourned General Meeting a quorum is not present, any five Fellows and Members who are present shall be a quorum and may transact the business for which the General Meeting was called.

3.8.3. Where a General Meeting has been called in furtherance of Law 3.2.3, if within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting shall be dissolved.

3.9. Chair of General Meetings

3.9.1. The President or, if they are absent or unable to chair, a Vice-President, shall act as Chair of General Meetings. If neither the President nor a Vice-President is present or able to chair, one of the following shall act as Chair and that in the following order of precedence:

3.9.1.1. the Secretary;

3.9.1.2. a Dean;

3.9.1.3. any other member of the Board of Trustees;

3.9.1.4. such Fellow or Collegiate Member as the Fellows or Collegiate Members present at the General Meeting may elect.

3.10. Voting at General Meetings

3.10.1. Every Fellow or Collegiate Member eligible to vote shall have one vote which may be given personally or by proxy.

3.10.1.1. In the case of an equality of votes, whether on a show of hands or on a poll, the President, or in their absence, the Chair shall be entitled to a casting vote in addition to the vote they have.

3.10.1.2. The Board of Trustees may determine that voting on a motion is restricted to either Fellows or Collegiate Members.

3.10.2. Subject to the matters set out in paragraph 3.7.3 above, a motion at a General Meeting shall be decided by a simple majority of Fellows and Collegiate Members eligible to vote either in person or by proxy.

3.10.3. The following matters shall be decided by the majority of Fellows and Collegiate Members eligible to vote either in person or by proxy as shown:

3.10.3.1. Election to the Fellowship	3/4
3.10.3.2. Election to the Membership	3/4
3.10.3.3. Removal of a Member of Council or the Board of Trustees	3/4
3.10.3.4. Alienation of Property	3/4
3.10.3.5. Abrogation or Alteration of a Law	2/3

3.10.4. Voting may be by a show of hands, by card, by ballot or electronically at the discretion of the Chair except where the method of voting is prescribed by the Laws.

3.11. Proxy Voting

The Board of Trustees may determine that, in respect of a specific motion proposed for consideration at a General Meeting ("Designated Motion"), Fellows and/or Collegiate Members will be entitled to appoint another person as their proxy, in accordance with Regulations prescribed by the Board of Trustees.

3.12. Adjournment

The Chair of a General Meeting may, with the consent of a majority of the Fellows and Collegiate Members present and eligible to vote, adjourn the Meeting to such time and place as the Chair may determine.

3.13. Minutes

3.13.1. The Board of Trustees must ensure that proper minutes are kept in relation to all General Meetings.

3.13.2. Unless a poll is demanded, the declaration of the Chair of the result of the vote and an entry to that effect in the minutes of the General Meeting shall be conclusive evidence of the fact that the number or proportion of votes cast in favour or against need not be recorded.

3.13.3. If a poll is demanded, the number of votes cast in favour or against must be recorded in the minutes of the General Meeting.

3.13.4. The process for recording dissent or challenging Minutes is set out in Regulation 9 of the Regulations.

3.14. Format

3.14.1. General Meetings may be held either in person, or by suitable electronic means as may be decided by the Board of Trustees in which all participants may communicate with all the other participants, or by a combination of the two.

3.15. Regulations

3.15.1. Regulations made by the Board of Trustees may provide for the further conduct of General Meetings.

4. Council

4.1. Purpose

4.1.1. Council shall:

- 4.1.1.1. Have oversight of all clinical, professional and health policy matters and may exercise such other functions as are delegated to it by the Board of Trustees, subject to any restrictions imposed by the Charter or the Laws.
- 4.1.1.2. Determine the criteria for the award of fellowship more fully detailed in Regulations made by the Board of Trustees in consultation with Council.
- 4.1.1.3. Carry out such duties more fully detailed in Regulations made by the Board of Trustees in consultation with Council.

4.2. Council

Council shall consist of:-

- 4.2.1. the President;
- 4.2.2. the President-Elect;
- 4.2.3. up to three Vice-Presidents;
- 4.2.4. the Secretary(s);
- 4.2.5. the Treasurer of the Board of Trustees, if the Treasurer is a Fellow, or an Honorary Treasurer, if the Treasurer of the Board of Trustees is not a Fellow;
- 4.2.6. the Dean(s) of Education;
- 4.2.7. the Dean(s) of Examinations;
- 4.2.8. the Dean(s) of Training;
- 4.2.9. the Honorary Librarian and Heritage Trustee(s);
- 4.2.10. fifteen elected Fellows;
- 4.2.11. one Fellow of each Faculty or Joint Faculty if appointed by that Faculty or Joint Faculty;
- 4.2.12. two members of the Trainees and Members' Committee appointed by that Committee according to Regulation 7 of the Regulations;
- 4.2.13. the Chair of the Lay Advisory Committee, appointed by that Committee;
- 4.2.14. the Chair of the Equality and Diversity Committee, appointed by Council;

4.2.15. up to two Fellows not resident in the United Kingdom, appointed by Council, in accordance with the process set out from time to time by Council as approved by the Board of Trustees;

4.2.16. Members of Council co-opted under Law 4.3.

4.3. Co-opted Members of Council

4.3.1. In addition to the Members of Council in Law 4.2, Council may at any time co-opt Members of Council:-

4.3.1.1. Where a new post of Dean has been created.

4.3.1.2. To meet a specific short-term need on Council.

4.3.1.3. If the Secretary or a Dean or the Honorary Librarian and Heritage Trustee shares their role with another Fellow or Collegiate Member.

4.4. Appointments and Elections

4.4.1. The President, the President-Elect, the Vice-President(s), and the fifteen elected Fellows shall be elected by the Fellows, in accordance with Regulation 10 of the Regulations.

4.4.2. The Secretary, the Deans, the Honorary Librarian and Heritage Trustee, the Chair of the Equality and Diversity Committee and the International Council Members shall be appointed by Council, in accordance with Regulation 11.

4.5. Terms of Office

4.5.1. *The President*

4.5.1.1. Subject to Law 4.7, the President shall hold office for a Term from 1st March after the Annual Meeting at which their election is announced.

4.5.2. *Vice-Presidents*

4.5.2.1. Subject to Law 4.7, Vice-Presidents shall be elected for a Term and shall then be eligible for re-election for one further Term.

4.5.3. *Members of Council*

4.5.3.1. Subject to Law 4.7 below Members of Council other than the President shall be elected or appointed for a Term ("First Term") and then be eligible for re-election or re-appointment for one further Term ("Second Term").

4.5.3.2. The First Term of a Member of Council will begin on the First Meeting Date.

4.5.4. *Co-opted Members of Council*

4.5.4.1. Co-opted Members of Council appointed:-

4.5.4.1.1. In furtherance of Law 4.3.1.1 shall be appointed in accordance with Law 4.5.3.

4.5.4.1.2. In furtherance of Law 4.3.1.2 shall be appointed for such period as Council may determine declaring that such period shall never exceed six years in total.

4.5.4.1.3. In furtherance of Law 4.3.1.3 shall be elected or appointed in accordance with Law 4.5.3.

4.6. Eligibility

4.6.1. Members of Council must be Fellows or Collegiate Members except:-

4.6.1.1. The Chair of the Lay Advisory Committee.

4.6.1.2. The representatives of the Trainees and Members Committee.

4.6.1.3. Members of Council co-opted under Law 4.3.1.2.

4.6.2. Maximum Period in Office

4.6.2.1. Subject to Law 4.6.2.2 below at the end of their Second Term a Member of Council must then stand down for a Year after which time they will then be eligible to hold office as a Member of Council.

4.6.2.2. Law 4.6.2.1 does not apply to any Fellow or Collegiate Member who is a Member of Council and wishes to stand for election as President or Vice-President or for a first or second appointment as the Secretary, a Dean or the Honorary Librarian and Heritage Trustee.

4.6.3. Any period in office served by a Member of Council co-opted under Law 4.3.1.2 shall be disregarded for the purposes of Law 4.6.3.

4.7. Extension of Terms of Office

4.7.1. Council shall have power to extend the term of office:-

4.7.1.1. of any Member of Council by a Year at the end of either their First Term or Second Term, which four Year term shall be deemed to be their First Term or Second Term;

4.7.1.2. by up to two years if a Member of Council, in the first or second year of their Term of office, are appointed as a Council Member Trustee in accordance with Paragraph 5.3.1.10 below

4.7.1.3. No Member of Council can serve more than six consecutive terms or 18 consecutive years, whichever comes first.

4.8. Disqualification and Removal of Members of Council

4.9.1. A Member of Council shall automatically vacate office if they:-

4.8.1.1. die;

- 4.8.1.2. cease to be a Fellow or Collegiate Member of the College;
 - 4.8.1.3. resign in accordance with Law 4.9;
 - 4.8.1.4. are disqualified from acting as a charity trustee by virtue of the Charities Act;
 - 4.8.1.5. In the written opinion of a registered medical practitioner who is treating the Member of Council, have become physically or mentally incapable of acting as a Member of Council and may remain so for more than three months;
 - 4.8.1.6. have their name erased from the Medical Register by the General Medical Council under section 36 of the Medical Act 1983;
 - 4.8.1.7. are absent from three consecutive Meetings of Council without the permission of Council and Council resolves that they cease to be a Member of Council;
 - 4.8.1.8. are removed as a Trustee by the Board of Trustees under Law 5.9;
 - 4.8.1.9. are removed by a resolution of the Board of Trustees that it is in the best interests of the College that their office be vacated passed at a Meeting of the Board of Trustees;
 - 4.8.1.10. are removed by a resolution of the Fellows and Collegiate Members at an Extraordinary Meeting;
- 4.8.2. Any resolution under Law 4.8.1.8 or Law 4.8.1.9 or Law 4.8.1.10 must not be passed unless the Member of Council:-
- 4.8.2.1. has been given at least 14 Clear Days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it will be proposed; and
 - 4.8.2.2. has been given a reasonable opportunity to make representations to the meeting either in person or in writing. Trustees or the Fellows and Collegiate Members must consider any representations made by the Member of Council (or their representative) and thereafter the President, or if the Member of Council is the President, a Vice-President, must inform the Member of Council of the decision following such consideration.

4.9. Resignations

- 4.9.1. Any resignation of a Member of Council under Law 4.8:-
 - 4.9.1.1. must be in writing to the President or the Secretary;
 - 4.9.1.2. will be deemed immediate;
 - 4.9.1.3. will be circulated by the President or the Secretary to Council as soon as possible after its receipt by them;

4.9.1.4. will come into effect when circulated to Council.

4.10. Vacancies

4.10.1. If a vacancy arises for any reason before the end of the term of office of a Member of Council, then:-

4.10.1.1. If the President:

4.10.1.1.1. The Member elected in their place must be elected for a Term.

4.10.1.1.2. The period from their election to the 1st March which next follows shall be deemed to be a year.

4.10.1.2. If that Member of Council was elected;

4.10.1.2.1. then the Member of Council elected in their place must be elected for a Term.

4.10.1.2.2. The period from their First Meeting Date to the Annual Meeting which next follows shall be deemed to be a Year.

4.10.1.3. If that Member of Council was appointed:-

4.10.1.3.1. then the Member of Council appointed in their place must be appointed for a Term.

4.10.1.3.2. The period from their First Meeting Date to the Annual Meeting which next follows shall be deemed to be a Year.

4.11. Meetings

4.11.1. General

4.11.1.1. Council will meet at least four times a year.

4.11.2. Calling a Meeting of Council

4.11.2.1. The President may call a meeting of Council at any time they see fit.

4.11.2.2. The President, or in their absence a Vice-President, or the Secretary, shall call a meeting of Council if it receives a request in writing from at least one half of the Members of Council rounded up to the nearest whole number specifying the purpose of such a meeting. Such a meeting must be held within 28 days of the receipt by the Secretary of the request in writing.

4.11.3. Chair

4.11.3.1. The President shall act as chair of meetings of Council or, if they are absent, a Vice-President.

4.11.4. Quorum

4.11.4.1. No decisions can be taken at a meeting of Council unless a quorum is present. The quorum for meetings of Council shall be fourteen elected or appointed Members of Council present.

4.11.5. Decision Making

4.11.5.1. Every Member of Council shall have one vote notwithstanding that they may hold more than one office.

4.11.5.2. All decisions at a meeting of Council shall be decided by a simple majority of Members of Council eligible to vote.

4.11.5.3. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote in addition to the vote they have.

4.11.6. Written Resolutions

4.11.6.1. A resolution agreed to in writing by a simple majority of the Members of Council then in office shall be as valid as if passed at a Meeting of Council.

4.11.6.2. In the case of an equality of votes there is no casting vote.

4.11.7. Conflicts of Interest

4.11.7.1. In circumstances giving rise to the possibility of a conflicting duty or interest between the College and any other party:-

4.11.7.2. a Member of Council must disclose if they think there may be any potential conflicting duty or interest of which they are aware to Council;

4.11.7.3. If such conflicting duty or interest does not prevent them from participating in any discussions or decisions with regard to the matter in question, the Member of Council must put the interests of the College before those of the other party; and

4.11.7.4. where such conflicting duty or interest prevents them from doing so, the Member of Council must refrain from participating in any discussion or decisions with regard to the matter in question.

4.12. Validity of Decisions

4.12.1. The acts of the Council shall not be invalidated by the existence of any vacancy in the offices of President, a Vice-President or Member of Council or by any informality afterwards discovered in the election or appointment of such President, a Vice-President or Member of Council.

4.12.2. All acts done in good faith by any meeting of Council shall be valid notwithstanding the participation in any vote by a Member of Council who:-

4.12.2.1. Was disqualified from holding office.

4.12.2.2. Had previously retired or who had been obliged by the Laws to vacate office.

4.12.2.3. Was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

4.12.3. If the information available is insufficient to confirm the validity of any act of Council, Council may decide whether or not the act should be considered valid or not, having regard to the best interests of the College.

4.13. Further Duties of Council

4.13.1. Further duties of Council are set out in Regulation 12 of the Regulations.

4.14. Office-Bearers

4.14.1. The Office-Bearers shall be the President, the Vice-President(s), the Secretary(s), the Treasurer (if a Fellow), the Deans and the Honorary Librarian(s) and Heritage Trustee, the powers and duties of which will be in Regulations.

4.15. Regulations

4.15.1. Regulations made by the Board of Trustees in consultation with Council may provide for the further conduct of meetings of Council.

5. Board Of Trustees

5.1. Purpose

5.1.1. The governing body of the College shall be a Board of Trustees.

5.1.2. The members of the Board of Trustees shall be charity trustees for the purposes of the Charities Act and shall have the general control and management of the administration of the College.

5.2. Minimum size of the Board of Trustees

5.2.1. The minimum number of Trustees is eight.

5.2.2. If at any time, the number of Trustees in office falls below the minimum number of Trustees in Law 5.2.1, the remaining Trustees will have power to fill the vacancies, but otherwise will not be able to make any other valid decisions until the minimum number of Trustees in Law 5.2.1 has been met.

5.3. Composition

5.3.1. The Board of Trustees shall consist of:-

5.3.1.1. the President of the College, *ex officio*;

5.3.1.2. the Vice-Presidents of the College *ex officio*;

5.3.1.3. the Treasurer of the College, appointed by the Board of Trustees pursuant to Law 5.6.1.1 , who may be a Fellow of the College or a Lay Trustee;

5.3.1.4. the Secretary(s) of the College, *ex officio*;

5.3.1.5. the Dean(s) of Education of the College *ex officio*;

5.3.1.6. the Dean(s) of Examinations of the College *ex officio*;

5.3.1.7. the Dean(s) of Training of the College *ex officio*;

5.3.1.8. the Honorary Librarian and Heritage Trustee(s) of the College, *ex officio*;

5.3.1.9. the Chair of the Lay Advisory Committee of the College, *ex officio*;

5.3.1.10. up to three Council Member Trustees appointed by Council pursuant to Law 5.6.1.3;

5.3.1.11. up to four further Lay Trustees appointed by the Trustees pursuant to Law 5.6.1.2;

5.3.1.12. co-opted Trustees, appointed by the Trustees pursuant to Law 5.4 and Law 5.6.1.4.

5.4. Co-opted Trustees:

5.4.1. The Board of Trustees may co-opt:-

5.4.1.1. Up to three Trustees for any purpose.

5.4.1.2. Trustees to meet a specific or short-term need of the Board of Trustees.

5.5. President-Elect

5.5.1. The President-Elect:-

5.5.1.1. Shall be entitled to attend meetings of the Board of Trustees but shall not be entitled to vote.

5.5.1.2. Shall not be a charity trustee for the purposes of the Charities Act.

5.6. Appointments and Terms of Office

5.6.1. Subject to Law 5.8 below

5.6.1.1. The Treasurer, shall be appointed for one Term and shall then be eligible for re-appointment for one further Term

5.6.1.2. Lay Trustees shall be appointed for a Term and shall then be eligible for re-appointment for one further Term.

5.6.1.3. Subject to Law 6.8.2 Council Member Trustees shall be appointed by Council for one Term only which Term shall begin on the First Meeting Date.

5.6.1.4. Co-opted Trustees shall be appointed for such period as the Board of Trustees decides, subject to a maximum period of six years.

5.7. Eligibility

5.7.1. Council Member Trustees

5.7.1.1. Members of Council are only eligible for appointment as Council Member Trustees if:-

5.7.1.1.1. they have been elected to Council as Regional Representatives or Recently Appointed Consultant Representatives. And, subject to Law 6.8.2, are either;

5.7.1.1.2. in the first or second year of a Term as a Regional Representative or a Recently Appointed Consultant Representative; or

5.7.1.1.3. in the third year of their first Term as a Regional Representative of a Recently Appointed Consultant Representative and are standing unopposed for a second Term as such.

5.7.2. The Lay Trustees

5.7.2.1. At the end of their Second Term a Lay Trustee, must then stand down for a Year after which time they will then be eligible to hold office as a Lay Trustee.

5.8. Extensions of and Exceptions to Terms of Office

5.8.1. The Board of Trustees shall have power to extend the Term of the Treasurer, any Lay Trustee, co-opted Trustee or Council Member Trustee by one Year at the end of either their First Term or Second Term.

5.8.2. Any period in office served by a Trustee co-opted under Law 5.4.1.2 shall be disregarded for the purposes of Law 5.7.

5.9. Disqualification and Removal of Trustees

5.9.1. A Trustee shall automatically vacate office if they:

5.9.1.1. die;

5.9.1.2. cease to be a Fellow or Collegiate Member of the College;

5.9.1.3. are an *ex-officio* Trustee and cease to hold the relevant office;

5.9.1.4. subject to Law 5.11 resign in accordance with Law 5.10;

5.9.1.5. are disqualified from acting as a charity trustee by virtue of the Charities Act;

5.9.1.6. In the written opinion of a registered medical practitioner who is treating the Trustee, have become mentally or physically incapable of acting as a Trustee and may remain so for more than three months;

5.9.1.7. are absent from three consecutive meetings of the Board of Trustees without permission from the Board of Trustees and the Board of Trustees resolve that they are removed as a Trustee;

5.9.1.8. are removed by a resolution of the Board of Trustees that it is in the best interests of the College that their office is vacated, passed at a meeting of Board of Trustees;

5.9.1.9. are removed by a resolution of the Fellows and Collegiate Members passed at an Extraordinary Meeting of the College.

5.9.2. Any resolution under Law 5.9.1.7, Law 5.9.1.8, or Law 5.9.1.9 must not be passed unless the Trustee:-

5.9.2.1. has been given at least 14 Clear Days' notice in writing of the meeting at which the resolution will be proposed and the reasons why it will be proposed; and

5.9.2.2. has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Board of Trustees or the Fellows and

Collegiate Members must consider any representations made by the Trustee (or their representative) and thereafter the President, or if the Trustee is the President, a Vice-President, must inform the Trustee of the decision following such consideration.

5.10. Trustee Resignations

5.10.1. Any resignation of a Trustee:-

5.10.1.1. must be in writing to the President or the Secretary;

5.10.1.2. will be deemed immediate;

5.10.1.3. will be circulated by the President or the Secretary to Board of Trustees as soon as possible after its receipt by them;

5.10.1.4. will come into effect when circulated to the Board of Trustees.

5.11. Terms which are shorter than expected

5.11.1. Subject to Law 5.11.2 below if a Trustee who is also a Member of Council ceases to be a Trustee for whatever reason, then their term of office as a Member of Council will also terminate.

5.11.2. The Board of Trustees shall have power, in exceptional circumstances, to disapply Law 5.11.1 above and allow the resigning Trustee to continue to hold office as a Member of Council.

5.12. Vacancies

5.12.1. Lay Trustees

5.12.1.1. If a vacancy arises for any reason before the end of the Term of a Lay Trustee, then the individual appointed in their place shall be appointed for a Term.

5.12.2. Council Member Trustees

5.12.2.1. If a vacancy arises for any reason before the end of the Term of Council Member Trustees the Board of Trustees will not be required to fill that office before the end of the Year in which the vacancy arises.

5.13. Meetings

5.13.1. General

5.13.1.1. There shall be at least four meetings of the Board of Trustees in every year and at such times as may be determined by the Board of Trustees or by the President or by the President on the request in writing of more than one half of the members of the Board of Trustees.

5.13.1.2. At every meeting of the Board of Trustees there must always be a majority of members of the Board of Trustees who are:

5.13.1.2.1. also Members of Council; and

5.13.1.2.2. who are not Lay Trustees.

5.13.2. Quorum for Meetings of the Board of Trustees

5.13.2.1. The quorum for the transaction of business at a meeting of the Board of Trustees is one half of the number of Trustees in office and must include the President or a Vice-President.

5.13.3. Chair

5.13.3.1. The President, or if they are absent a Vice-President, shall act as Chair of Meetings of the Board of Trustees. If neither the President nor a Vice-President is present the meeting such other Trustee as the Board of Trustees may elect shall act as Chair.

5.13.4. Decision Making

5.13.4.1. Every Trustee shall have one vote notwithstanding that they may hold more than one office.

5.13.4.2. All decisions at a meeting of the Board of Trustees shall be decided by a simple majority of Trustees eligible to vote.

5.13.4.3. In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote in addition to the vote they have.

5.14. Written Resolutions

5.14.1. A resolution agreed to in writing by a simple majority of Trustees then in office shall be as valid as if passed at a meeting of the Board of Trustees.

5.14.2. In the case of an equality of votes there is no casting vote.

5.15. Powers

5.15.1. General

5.15.1.1. Subject to the provisions of the Charter and Laws, the Board of Trustees may exercise all the powers of the College.

5.15.2. To Delegate

5.15.2.1. The Board of Trustees shall have power to delegate all or any of its functions, powers and duties to any body, boards, committees, sub-committees or individual upon terms and subject to such conditions as the Board of Trustees may from time to time by resolution, determine.

5.15.3. Regulations

5.15.3.1. The Board of Trustees, having first consulted Council, may by resolution from time to time make, alter and repeal such Regulations (howsoever called) as it may think fit for regulating generally the affairs of the College provided that such Regulations are not contrary to the Charter or the Laws.

5.15.3.2. In the event of any inconsistency between the provisions of the Charter and Laws 1 to 6 (inclusive) and the provisions of the Appendix or Regulations made in furtherance of Law 5.15.3.1, the provisions of the Charter and Laws 1 to 6 (inclusive) shall prevail.

5.16. Validity of Decisions

5.16.1. The acts of the Board of Trustees shall not be invalidated by the existence of any vacancy on the Board of Trustees or by any informality afterwards discovered in the election or appointment any Trustee.

5.16.2. All acts done in good faith by any meeting of the Board of Trustees shall be valid notwithstanding the participation in any vote by a Trustee who:-

5.16.2.1. was disqualified from holding office;

5.16.2.2. had previously retired or who had been obliged by the Laws to vacate office;

5.16.2.3. Was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

5.16.3. If the information available is insufficient to confirm the validity of any act of the Board of Trustees, the Board of Trustees may decide whether or not the act should be considered valid or not, having regard to the best interests of the College.

5.17. Charitable Declaration and Conflicts of Interest

5.17.1. It is declared that the assets of the College shall only be applied in furtherance of the charitable objects of the College and the Trustees will:-

5.17.1.1. act in accordance with the 2005 Act; and

5.17.1.2. do nothing to prevent the College qualifying and continuing to qualify as a charity.

5.17.2. Without prejudice to Law 5.17.1, the Trustees shall, in exercising their duties as a charity trustee, act in the interests of the College. In doing so:-

5.17.2.1. The Trustees must seek, in good faith, to ensure that they act in a manner which is in accordance with the charitable objects of the College and act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person.

5.17.2.2. In circumstances giving rise to the possibility of a conflicting duty or interest between the College and any other party:-

5.17.2.2.1. a Trustee must disclose any potential conflicting duty or interest of which they are aware to the Board of Trustees;

5.17.2.2.2. if such conflicting duty or interest does not prevent them from participating in any discussions or decisions with regard to the matter in question, the Trustee must put the interests of the College before those of the other party; and

5.17.2.2.3. where such conflicting duty or interest prevents them from doing so, the Trustee must refrain from participating in any discussion or decisions with regard to the matter in question.

6. Administration

6.1. Licentiates and Diplomates

- 6.1.1. All Licentiates and Diplomates who were elected and admitted prior to the Effective Date shall continue to enjoy the rights and privileges under the Laws in force immediately prior to the Effective Date.

6.2. Property of the College

- 6.2.1. No motion which would have the effect of alienating any part of the property of the College or applying it to other than the ordinary purposes or in the course of the business of the College, except as provided for in Laws 6.2.2 and 6.2.3 shall be determined unless approved by a majority of three-fourths of the Fellows and Collegiate Members voting at a Meeting of the College.
- 6.2.2. When it is considered desirable to dispose of furniture or equipment forming part of the heritage of the College or of historical or institutional value to the College belonging to the College the Trustees shall appoint a Committee to examine the articles and make recommendations. Thereafter the Trustees may at their discretion sanction such disposal or propose a motion for such disposal at any Meeting of the College where it shall be determined by a three-quarters majority of the Fellows and Collegiate Members voting.
- 6.2.3. When in the opinion of the Library Committee it is desirable to dispose of books forming part of the heritage of the College or of historical or institutional value to the College belonging to the College the Library Committee shall make recommendations to Council. Thereafter the Board of Trustees may at their discretion sanction such disposal or propose a motion for such disposal at any Meeting of the College where it shall be determined by a three-quarters majority of the Fellows and Collegiate Members voting.
- 6.2.4. When in the opinion of the Library Committee it is desirable to dispose of any part of the Accessioned Collection, the Library Committee shall make recommendations to the Board of Trustees. Thereafter, the Board of Trustees may propose a motion for such disposal at any Meeting of the College.
- 6.2.5. The Board of Trustees, in consultation with the Library Committee, will use its best endeavours to use the proceeds received from the disposal of an item from the Accessioned Collection for the benefit of the Library, Museum and Archive in the first instance, failing which for the ordinary purposes of the College.
- 6.2.6. A list of furniture and equipment disposed of in accordance with the provisions of this Law 6.2 shall be available for inspection by the Fellows and Collegiate Members.
- 6.2.7. The Board of Trustees shall make no donation, subscription or other payment exceeding a sum to be determined by the College from time to time except for the ordinary expense of the College, without the approval of the College.
- 6.2.8. The securities of all sums of money or property that may belong to or constitute any part of the funds of the College and all heritable rights connected therewith, shall be

taken in favour of the College in its corporate name or in favour of the persons who may be Trustees for the time being and their successors in office with exception of investments quoted on the Stock Exchange which may be registered in the name of a nominee company in a designated account on behalf of the College.

6.3. College Seal

6.3.1. The Common Seal of the College shall be kept in the custody of the Board of Trustees.

6.3.2. The Common Seal shall be affixed under the authority of the President to all Diplomas, Certificates, Charters, Dispositions or other deeds or instruments granted by the College and to such other documents as the College, Council or President shall direct.

6.3.3. The Common Seal when affixed to Charters, Dispositions or other deeds or instruments granted by the College shall be attested by three of the Trustees and by the President or a Vice-President or Treasurer or Secretary of the College for the time being.

6.4. Faculties

6.4.1. Any faculty or joint faculty instituted and established or incorporated pursuant to Article 4 of the Charter shall be instituted and established or incorporated, and Fellowships and Memberships in any such faculty or joint faculty (including Honorary Fellowships) may be granted, in accordance with this Law and Regulation 17 of the Regulations.

6.4.2. The status of Fellows and Honorary Members and Members in any such faculty or joint faculty and the rights, privileges, conditions and restrictions applicable to such status shall be such as the Board of Trustees or the Board of Trustees acting in combination with the other body concerned may from time to time by Regulations prescribe.

6.4.3. The Board of Trustees shall have power:-

6.4.3.1. at any time to revoke any powers which it has delegated to any faculty;

6.4.3.2. at any time by giving not less than two years' notice in writing to the board of any faculty to sever any or all connection between the College and that faculty and to terminate the right of that faculty to describe itself as a faculty of the College;

6.4.3.3. to combine with the other body or bodies concerned in taking such actions in relation to any joint faculty.

6.5. Accounts and Annual Reports

6.5.1. The Board of Trustees must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts; and

6.5.2. the preparation and transmission to the Office of the Scottish Charity Regulator of:

- 6.5.2.1. annual reports;
- 6.5.2.2. annual returns; and
- 6.5.2.3. annual statements of account.

6.6. Committees

- 6.6.1. The Standing Committees of the College shall be the Library and Heritage Committee, the Fellowship Committee and such other Committees as the College may so designate. The constitution and procedures of the Standing Committees are set out in Regulation 15 of the Regulations.
- 6.6.2. The Board of Trustees or Council, as appropriate, shall determine the constitution and procedures of Committees, including how members of such Committees are appointed
- 6.6.3. Membership of College Committees shall always include but need not be confined to Fellows and Collegiate Members of the College.
- 6.6.4. The Board of Trustees or Council, as appropriate, shall remain responsible for the actions of such Committees and individuals.
- 6.6.5. The Board of Trustees or Council, as appropriate, may dissolve a Committee, other than a Standing Committee, at any time.
- 6.6.6. All committees must report to the Board of Trustees or Council, as appropriate, as required.

6.7. Communication with Members

- 6.7.1. The College may validly send any document to a Member:
 - 6.7.1.1. by delivering it by hand to the address recorded for the member in the Register of Members;
 - 6.7.1.2. by sending it by post to the address recorded for the member in the Register of Members; or
 - 6.7.1.3. by electronic mail to an email address given in a written notice by the Member.
- 6.7.2. Any notice given in accordance with the Laws is to be treated for all purposes as having been received:-
 - 6.7.2.1. 24 hours after being sent by electronic mail or delivered by hand to the relevant address;
 - 6.7.2.2. within expectations of delivery times as set out by the postal system;

6.7.2.3. on being handed to the Member personally; or, if earlier, as soon as the Member acknowledged actual receipt;

6.7.3. Members may validly send any notice or document to the College:-

6.7.3.1. by post to the College's principal office or any other address specified by the College for such purposes; or

6.7.3.2. to any email address provided by the College for such purposes.

6.8. Transitional Provisions

6.8.1. Subject to Law 6.8.2 Members of Council in office at the Effective Date shall continue in office for the periods set out in Regulation 21 of the Regulations.

6.8.2. The provisions of Law 5.7.1.1.2, Law 5.7.1.1.3 and Law 5.6.1.3 shall not apply to the election or terms of office of the first Council Member Trustees elected after the Effective Date.