

## **Supplemental Charter** (The 27th Day of February 2003)<sup>1</sup>

Present, The Queen's Most Excellent Majesty in Council

Whereas there was this day read at the Board a Report of the Committee of the Lords of Her Majesty's Most Honourable Privy Council dated the 28th day of January 2003 in the words following, viz:-

"YOUR MAJESTY having been pleased, by Your Order of the 20th day of November 2002, to refer to this Committee the humble Petition of The Royal College of General Practitioners, praying for the grant of a Supplemental Charter:

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's Order of Reference, having taken the Petition into consideration do this day agree humbly to report, as their opinion to Your Majesty, that the Supplemental Charter may be granted by Your Majesty in terms of the annexed Draft.

"HER MAJESTY, having taken into consideration the Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Lord Chancellor of Great Britain, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under the Great Seal of Supplemental Charter in conformity with the Draft which is annexed hereto.

A. K. Galloway

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 We did by Royal Charter dated 23rd October 1972 ("the original Charter") constitute The Royal College of General Practitioners ("The College") as a body corporate

AND WHEREAS the College has by Petition represented to us that it would be in the interest of its better governance if the following alterations were made:

The re-statement and clarification of the provisions of the original Charter.

The regulation of certain matters (now governed by the Ordinances) henceforth be undertaken by Bye-Laws made by the Council of the College, subject to confirmation by the College in general meeting.

Further provision for regulating the classes of membership of the College, including the qualifications and procedure for entry into any particular class of membership and the rights and privileges of each provision for wider delegation of the powers of the Council of the College, subject to safeguards.

Provision for remuneration to be payable to Officers of the College for their work as such, and for fees to be payable to members of the Council of the College, in respect of professional services rendered to the College, subject in the former case to prior approval by the Charity Commissioners for England and Wales and in the latter case to compliance with any relevant requirements laid

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<sup>1</sup> Amendments to the Supplemental Charter were approved at the Spring General Meeting on 11 May 2012 and have been approved and signed by the Queen in Council on 10 July 2012.

down by the Charity Commissioners

AND WHEREAS the College has by its said Petition most humbly besought Us to grant it a Supplemental Charter to fulfil the said purposes:

NOW THEREFORE KNOW YE that We, having taken the said Petition into Our Royal Consideration, are pleased, by virtue of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

- (1) In this Our Supplemental Charter, references to “the Charters” mean the original Charter, this Our Supplemental Charter and any other Supplemental Charter in force, as amended, added to or revoked from time to time.
- (2) Articles 2-14 of the original Charter, together with the Ordinances scheduled to the original Charter and all amendments to those Articles and the Ordinances, are hereby revoked, without affecting anything lawfully done under those Articles or those Ordinances.
- (3) The object for which the College is established (“the College object”) shall continue to be to encourage, foster and maintain the highest possible standards in general medical practice and for that purpose to take or join with others in taking any steps consistent with the charitable nature of that object which may assist towards the attainment of that object.
- (4) In furtherance of the College object, but not otherwise, the College may exercise any of the following powers to achieve the College object:
  - (a) To establish and maintain an academic and educational headquarters for general medical practitioners.
  - (b) To establish and maintain, in the United Kingdom and overseas, geographically-based and other organisations to further the College object.
  - (c) To provide, or assist others in providing, training courses and educational activities designed to enhance the medical knowledge and skill of general medical practitioners.
  - (d) To promote schemes to improve quality in general medical practice and to recognise such improvements.
  - (e) To encourage and assist medical research by general medical practitioners and other persons, which is designed to improve general medical practice.
  - (f) To encourage and assist publication by general medical practitioners of works on medical and scientific subjects connected with general medical practice.
  - (g) To publish information through printed or electronic media on matters affecting general medical practice and to hold meetings, conferences, seminars and training courses designed to further the College object.
  - (h) To encourage persons of ability to enter the medical profession and become general medical practitioners.
  - (i) To award post-graduate diplomas and certificates in general medical practice, or any particular aspect of it, to establish professorships and lectureships, and to award prizes and scholarships.
  - (j) To obtain the use of land and buildings for the purposes of the College and promotion of the College object.
  - (k) To invest moneys not immediately required, in accordance with the Ordinances.
  - (l) To raise or borrow money on any security and to secure or discharge any debt or obligation.

- (m) To subscribe or guarantee money for any charitable purpose.
  - (n) To act under any trusts and comply with any conditions relating to any property which is subject to a trust for the College or any other charitable body, or arising under any charitable trust, so long as such action is lawful.
  - (o) To do such other things as are incidental or helpful to the attainment of the College object.
- (5) Subject to Article 6, the income and property of the College, from whatever source, shall be used solely towards the promotion of the College object, and no part of it shall be used for the benefit of the members of the College.
- (6) Nothing in this Supplemental Charter prevents:
- (a) the payment of reasonable remuneration to any employee of the College;
  - (b) the making of payments to members of the Council who are members of the Trustee Board for services rendered to the College by virtue of their skills and experience in general medical practice, such as acting as an examiner or lecturer, as opposed to their work as members of the Trustee Board, provided that:
    - (i) the services are given under a contract made after a decision process in which the member concerned has played no part;
    - (ii) the member may reasonably be regarded as the best person available to carry out the services; and
    - (iii) any relevant requirements of the Charity Commission for England and Wales have been met;
  - (c) The making of payments to lay members of the Trustee Board for services rendered to the College by virtue of their skills and experience, as opposed to their work as members of the Trustee Board, provided that:
    - (i) the services are given under a contract made after a decision process in which the member concerned has played no part;
    - (ii) the member may reasonably be regarded as the best person available to carry out the services; and
    - (iii) any relevant requirements of the Charity Commission for England and Wales have been met; and
  - (d) The making of payments to not more than three members of the Trustee Board who are Officers of the College, in respect of their work as members of the Trustee Board, subject to the prior written consent of the Charity Commission for England and Wales.
- (7) There are four classes of members of the College, namely:
- (i) Members;
  - (ii) International members;
  - (iii) Fellows; and
  - (iv) International fellows

In addition, there are associates who are not members of the College.

- (8) Members and international members are appointed by the Council in accordance with the procedures in the Ordinances and must comply with the entry requirements in the Ordinances. Fellows and international fellows are appointed by a general meeting of the College on the recommendation of the Council and must comply with the entry requirements in the Ordinances.

- (9) Members and fellows are entitled to receive notices of general meetings, to attend, speak and vote at such meetings and participate in the activities of the College. Members may use the designatory letters “MRCGP” after their names and fellows may use the designatory letters “FRCGP” after their names.
- (10) International members and international fellows are entitled to participate in the activities of the College, to receive notices of general meetings and to attend and speak, but not to vote, at such meetings. International members may use the designatory letters “MRCGP [INT]” after their names and international fellows may use the designatory letters “FRCGP [INT]” after their names.
- (11) Associates are entitled to participate in the activities of the College and may receive notices for, and attend and speak but not vote at, general meetings.
- (12) Associates are appointed by the Council in accordance with the procedures in the Ordinances. Any candidate to be appointed as an associate shall comply with the entry requirements in the Ordinances.
- (13) The College in general meeting may appoint as honorary fellows persons who have rendered distinguished service to the College, or who have made outstanding contributions in the field of medicine, science or public affairs, provided that no more honorary fellows shall be elected than are permitted under the Bye-Laws.<sup>2</sup>
- (14) An honorary fellow is entitled to attend general meetings and to receive all general notices sent out by the College to its members, and to participate in the activities of the College, as decided by the Council, but shall not as such rank as a member of the College. Persons previously elected as fellows ad eundem are deemed to be honorary fellows for the purposes of this Article.
- (15) Each member and associate of the College is by his or her election taken to have agreed to be bound by the Charters, Ordinances and Bye-Laws of the College, and to be bound to further the object of the College. Each member and associate is expected, while in active general practice, to comply with continuing professional development requirements prescribed by the Council.
- (15A) There shall be a Board of Trustees of the College (“the Trustee Board”), which shall exercise the following functions relating to the management and administration of the College and its status as charity:
- (a) ensuring that the College object is maintained and not infringed and that the general law of charities is complied with;
  - (b) ensuring that the assets of the College are used for charitable purposes;
  - (c) dealing with all matters relating to communications with, and compliance with rules (by whatever title described) laid down by, the Charity Commission for England and Wales and other charity regulators in the United Kingdom;
  - (d) keeping under review, and where necessary proposing amendments to, this Our Supplemental Charter, the Ordinances and the Bye-Laws;
  - (e) ensuring that the best principles of corporate governance, as set out in the UK Code on Corporate Governance and associated guidance (or any successor to that Code), are followed within the College;
  - (f) dealing with all matters relating to actual, forthcoming or potential litigation involving the College;
  - (g) dealing with all aspects of the College finances, including business planning, budgeting, financial control, audit, investments and operational risk management;
  - (h) dealing with all matters relating to the land and buildings and other property of the College;

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<sup>2</sup> This paragraph was approved at the Spring General Meeting on 14 May 2010 and has been ratified by the Privy Council.

- (i) holding to account the Chief Executive of the College and his or her senior management team; and
  - (j) oversight of policy on human resources issues within the College and issues relating to the terms and conditions under which the staff of the College are employed, including remuneration (including bonuses, incentive payments, extra-contractual payments and redundancy payments).
- (15B)
- (a) The Trustee Board may by resolution delegate any of its delegable functions to a committee, a sub-committee of such a committee, or any member of the College staff, subject to any conditions stated in the resolution, and provided the Trustee Board make appropriate arrangements to be kept informed about the exercise of such delegated functions.
  - (b) The Trustee Board may authorise any of its committees to sub-delegate any delegable functions to a sub-committee or any member of the staff of the College.
  - (c) Any delegation of a function under this Article does not preclude the Trustee Board or the committee, as the case may be, from exercising that function in any particular matter.
- (16)
- (a) The direction of the College on all matters which are not the responsibility of the Trustee Board shall be vested in a Council constituted in accordance with the Ordinances.
  - (b) The Council shall at any one time consist of such number of members as shall be set in the Bye-Laws, provided that any amendment to the Bye-Laws by the Trustee Board in respect of the size of the Council shall be subject to the prior consent of the Council.
  - (c) The Council shall act in accordance with the Charters, Ordinances and Bye-Laws and may do all such things as may be done by the College which are not reserved to the Trustee Board, or by the Charters or Ordinances reserved to a general meeting. In particular (but without limitation), the Council shall exercise the following functions:
    - (i) the overall strategic policy direction and leadership of the College in leading the profession;
    - (ii) setting policy and contributing to public debate on all issues relating to general practice, including proposed legislation, providing this is done only in furtherance of the College object;
    - (iii) dealing with all matters connected with the relationships of the College with external stakeholders such as Government Departments, National Health Service agencies, the General Medical Council and other regulators, other medical Royal Colleges and the Academy of Medical Royal Colleges, departments of Medical Education and deaneries;
    - (iv) managing relationships with Devolved Councils and Faculties of the College established in accordance with the Ordinances;
    - (v) ensuring that the resources provided by the College (such as conferences, clinical information, and courses) are suitable to assist and develop the knowledge and skills of members for the benefit of their educational and professional development;
    - (vi) subject to the provisions of the Ordinances, leading the development on all matters relating to training and qualifications offered to members and potential members of the College, including the award of membership of the College;
    - (vii) dealing with all policy issues relating to the registration and revalidation of general practitioners;
    - (viii) providing support for clinical practice by the development and promotion of the evidence-base for effective general practice;
    - (ix) developing the international activities of the College, including development of the qualifications of international membership and international fellowship, and co-

ordinating relationships with international bodies concerned with general practice;

- (x) subject to the provisions of this Our Supplemental Charter and the Ordinances, having responsibility for the review and approval of criteria for all College awards that recognise excellence, including fellowships, honorary fellowships and other honours and prizes awarded by the College;
  - (xi) having oversight of, and giving professional direction in relation to, the content of publications produced by the College, including the British Journal of General Practice; and
  - (xii) providing the strategic direction of the College's external media profile and promotion of the College generally in the public interest.
- (16A) The Trustee Board and the Council may jointly make arrangements for resolving in relation to any particular issue or matter whether it falls within the functions of the Trustee Board or the Council as set out respectively in Articles 15A and 16.
- (17) The Council may by resolution delegate any of its functions to a committee of the Council, a sub-committee of such a committee or any officer or member of staff, subject to any conditions stated in the resolution and provided the Council makes appropriate arrangements to be kept informed about the exercise of such delegated functions. The Council may authorise a committee of the Council to sub-delegate any functions delegated to the committee to a sub-committee or any officer or member of staff of the College. Any delegation of a function under this Article does not preclude the Council or the committee, as the case may be, from exercising that function in any particular matter.
- (18) The Ordinances of the College ("the Ordinances") may, subject to the provisions of the Charters, provide for
- (a) the qualifications and procedures for the election of members and associates of the College and the fees and subscriptions payable by them;
  - (b) the conferment by the Council of international affiliate status, which shall not be a class of membership of the College, on persons holding qualifications laid down in the Ordinances;
  - (c) the composition of the Council;
  - (cc) the composition of the Trustee Board and the appointment, removal and tenure of members of that Board;
  - (d) the appointment of officers of the College;
  - (e) geographical and non-geographical structures within the College, with provision for them to act on behalf of the College and the Council;
  - (f) audit of the accounts of the College; and
  - (g) the Council, whether or not subject to confirmation by the College in general meeting or to any other conditions stated in the Ordinances, to make, add to, amend or revoke Bye-Laws dealing with the governance of the College, if not inconsistent with the Charters and the Ordinances.
- (19) The College in general meeting may by resolution add to, amend or revoke the Ordinances. Such a resolution ("a special resolution") must be passed by not less than two-thirds of the members voting at a meeting convened after not less than twenty-one days' notice. No such resolution shall be effective until approved by the Lords of Our Most Honourable Privy Council, of which approval a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.
- (20) The College in general meeting may by special resolution add to, amend or revoke any of the provisions of the Charters. No addition to, amendment or revocation of the Charters shall allow the funds of the College to be used for non-charitable purposes, and shall not be effective until allowed by Us, Our Heirs or Successors in Council, of which allowance a Certificate signed by the Clerk of Our said Privy Council shall be conclusive evidence.

- (21) The College in general meeting may by special resolution surrender the Charters. The resolution is subject to the approval of Us, Our Heirs or Successors in Council and is subject to such terms as We or They may consider fit. The affairs of the College shall be wound up or otherwise dealt with as the general meeting directs or, in default of such directions, as the Council decides.
- (22) If, upon the winding-up or dissolution of the College, any property remains after all debts and liabilities have been met, that property shall not be paid to or distributed among the members of the College, or any of them. Instead, that property shall, subject to any special trusts, be transferred to another charitable institution approved by the general meeting which has similar objects to the College object and which is bound by similar restrictions to those in Article 5. If the general meeting does not approve any charitable institution to which the property of the College shall be transferred, it shall be transferred for the benefit of another charitable object under the directions of the Chancery Division of Our High Court of Justice.
- (22A) In the Charters, 'charitable' means charitable in accordance with the law of England and Wales, provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word 'charitable', or the words 'charitable purposes', in force in any part of the United Kingdom, and in particular Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 ('the Act'). For the avoidance of doubt, the law governing the Charters and the College is the law of England and Wales.<sup>3</sup>
- (22B) Nothing in the Charters shall be taken to authorise an application of the property of the College for purposes which are not charitable in accordance with Section 7 of the Act.
- (23) And it is Our Royal Will and Pleasure that this Our Supplemental Charter shall ever be construed benevolently and in every case most favourably to the College and the promotion of its object.

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

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<sup>3</sup> Paragraphs 22A and 22B were approved at the Annual General Meeting on 14 November 2008 and have been ratified by the Privy Council.