

THE FIRST SCHEDULE  
ORDINANCES OF THE ROYAL COLLEGE OF OPHTHALMOLOGISTS

GENERAL

1. Words used in these Ordinances unless the context otherwise requires have the meanings applied to them in the Charter and:

“ballot” means a vote taken either;

(a) by means of voting papers sent by post to all members or a specified section of them with the intention that they shall be returned by post duly completed; or

(b) by electronic means or in electronic form as determined by the Trustees.

“the Bye-laws” means the Bye-laws for the time being of the College;

“the Charter” means the Royal Charter granted to the College in the year 1988 as revoked, added to or amended from time to time;

“Lay Advisers” means persons who are not or who have not recently been medical practitioners who assist the Trustees to develop the policies, guidelines and other documents of the College in order to provide a non-medical perspective to the work of the College;

“Lay Trustees” means persons who are not medical practitioners who are appointed pursuant to Ordinance 39 by reason of their profession, knowledge or skills, to contribute to the governance of the College;

“medical practitioner” means a medically qualified person;

“medically qualified” in relation to any person means that they are:

(a) registered by the General Medical Council under the Medical Act 1983 in the United Kingdom and hold a licence to practise; or

(b) possess a qualification adjudged by the Council to be of a status comparable to that mentioned in section (a) of this definition granted by a regulatory body elsewhere;

“month” means calendar month;

“Ophthalmologists in Training Group” is a committee established by the Trustees under Ordinance 47;

“poll” means a vote taken by means of the casting by members at a General Meeting of votes either on a show of hands or by secret written votes at the discretion of the Trustees;

“the Register” means the Register of members of the College;

“Retired members” means Members who have attained the normal UK pensionable age or who have retired permanently as medical practitioners.

“Standing Committees” means committees established under Ordinance 47 and more particularly described in the Bye-laws;

“the Seal” means the Seal of the College;

“The United Kingdom” means Great Britain, Northern Ireland and includes the Channel Islands and the Isle of Man;

“year” (save in relation to a year of office) 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 “member” and “Member” shall respectively have the meanings attributed to them in Ordinances 2(a) and 2(g);

The phrase “in good standing” means that the member so designated (a) has duly paid such fees and annual subscription as the Trustees may from time to time determine, and (b) has not been expelled or expressly denied the right to vote or any privileges laid down in the Bye-laws;

A document or information is sent or supplied by "electronic means" if it is:

- (a) sent initially and received at its destination by means of electronic equipment for the processing or storage of data;
- (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means;

A document, information or communication is sent or supplied in "electronic form" if it is sent or supplied:

- (a) by electronic means (for example by email or fax) or;
- (b) by any other means whilst in an electronic form (for example, sending a disk by post).

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

Word importing the masculine gender only shall include the feminine gender and vice versa;  
Words importing persons shall include corporations.

A reference to a statute shall include a reference to that statute as modified, consolidated or reenacted from time to time.

## MEMBERSHIP

2. (a) The word “member” shall mean any person falling in one or more of the categories: Fellows, Honorary Fellows, Members, Diplomates, Affiliates, Lay Advisers and Lay Trustees. Every member of the College shall be held to have agreed to be bound by the provisions of the Charter, these Ordinances and the Bye-laws as amended from time to time and shall be bound to further, to the best of his or her ability, the objects and interests of the College.

## FELLOWS

(b) The Trustees may admit as Fellows of the College, upon payment of such fees as are specified in these Ordinances and having consulted with the Council, the following categories of persons:-

- i. those medical practitioners who shall have passed the examinations laid down by the Council for these purposes;
- ii. those medical practitioners whose published work or whose attainments in ophthalmology or related subjects shall in the opinion of the Council justify admission to Fellowship either without examination or subject only to limited examination pursuant to the Bye-laws. If the opinion of the Council shall be divided the matter shall be decided by the Trustees.

(c) Fellows include those medical practitioners who applied and were admitted as Fellows in the first three years after the date of the Charter and who either held a Fellowship in Ophthalmology of The Royal College of Surgeons of England, The Royal College of Surgeons of Edinburgh, The Royal College of Physicians and Surgeons of Glasgow, The Royal College of Surgeons in Ireland or who had held a consultant appointment in ophthalmology for 15 years or more but who did not have a Fellowship of one of the said Colleges and were in the opinion of the Council at that time of the appropriate professional standing.

(d) Each Fellow admitted by resolution of the Trustees shall be entitled to an appropriate form of Certificate under the Seal of the College and may use after his or her name the designation “Fellow of The Royal College of Ophthalmologists” or “FRCOphth”.

The Trustees shall have absolute power and discretion in deciding upon whether or not to admit an individual to Fellowship. Their decision shall be final and they shall not be bound to give any reason for their decision.

## HONORARY FELLOWS

(e) Persons, whether medically qualified or not, who have made notable contributions to ophthalmology, may be admitted by the Trustees as Honorary Fellows on the recommendation of the Council. There shall not be more than one hundred Honorary Fellows at any one time.

(f) Each member admitted to Honorary Fellowship shall be entitled to an appropriate form of Certificate under the Seal of the College and may use after his or her name the designation “Honorary Fellow of The Royal College of Ophthalmologists” or “Hon FRCOphth.”.

## MEMBERS

- (g) The Members of the College shall be medical practitioners who
- (i) apply to and are accepted by the Trustees, and who shall have passed the examinations laid down by the Trustees for these purposes; or
  - (ii) applied to and were accepted in the first three years after the date of the Charter and held the Diploma in Ophthalmology of the Royal College of Physicians and the Royal College of Surgeons of England, the Diploma in Ophthalmology of the Royal College of Surgeons of England, the Diploma in Ophthalmology of the Royal College of Physicians and the Royal College of Surgeons in Ireland, the Diploma in Ophthalmic Medicine and Surgery of the Royal College of Physicians and the Royal College of Surgeons of England or the Diploma in Ophthalmology of the Royal College of Physicians and Surgeons of Glasgow.
- (h) Each Member qualified under Ordinance 2(g) and admitted by resolution of the Trustees shall be entitled to an appropriate form of Certificate under the Seal of the College and may use after his or her name the designation “Member of the College of Ophthalmologists” or “MRCOphth.”. Members are entitled to attend, speak and vote at General Meetings and to stand or vote in any College elections.
- (i) Lay Advisers and Lay Trustees shall be Members during the period of their appointments. They are entitled to vote at General meetings but are not permitted to stand or vote in College elections.
- (j) Diplomates shall be:-
- (i) members who have applied for and passed the examinations laid down by the Council for these purposes;
  - (ii) entitled to attend, speak and vote at General Meetings and to stand or vote in any College elections; and
  - (iii) entitled to use after their name the designation DRCOphth.
- (k) Affiliates shall be:-
- (i) those who are members of the College by reason of having been members of the Society or the Faculty at the date of the Charter but who are not eligible to be Fellows or Members; or

- (ii) medical practitioners in the field of ophthalmology who hold qualifications or have experience prescribed from time to time in the Bye-laws; or
- (iii) medical practitioners who are not eligible to be Fellows or Members but who are undergoing training in ophthalmology of a type and at a place approved by the Council; or
- (iv) persons who are admitted by the Trustees on the recommendation of the Council who hold a higher qualification prescribed for the time being in the Bye-laws and are engaged in ophthalmic research but who are not medically qualified;
- (v) shall be entitled to attend and speak but not to vote at General Meetings or stand or vote in any College election.

#### ADMISSIONS TO MEMBERSHIP AND THE REGISTER

3. (a) Admissions to membership shall be made by the Trustees in compliance with the provisions of these Ordinances and the Bye-laws.

(b) The names of all persons admitted to membership shall be recorded in the Register which shall be maintained by the Secretary and kept at the Headquarters of the College.

#### FEES AND SUBSCRIPTIONS

4. (a) Prior to admission every member shall pay a registration fee and thereafter such annual or other subscriptions as may from time to time be fixed by the Trustees with the approval of the College in General Meeting at such time and in such manner as shall be prescribed by the Trustees;

(b) Retired members who elect not to pay a subscription shall not be entitled to any voting rights.

5. Members shall not enjoy the privileges of membership, or be entitled to exercise any voting rights or make use of any permitted designation of membership after their name if they are in arrear with any fee or subscription due for six months (as certified by the Treasurer) or shall have failed to comply with the provisions of the Charter, these Ordinances or the Byelaws (as certified by the Secretary).

6. The Trustees may determine that a member who is in arrear with any fee or subscription for twelve months or more shall cease to be a member. Upon any such determination being made the member's name shall be removed from the Register and he or she 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 membership ceased. Persons who have been removed from the Register are no longer entitled to use College post-nominals.

#### ERASURE AND SUSPENSION FROM THE REGISTER

7. The Trustees shall have power to order the erasure from the Register of the name of a member:-

- (a) if by notice in writing addressed to the Secretary the member resigns his or her membership;
- (b) if the member is removed from the medical register by the General Medical Council in the United Kingdom or a determination of a regulatory body elsewhere has a comparable effect;
- (c) if at any time the Trustees after due enquiry shall resolve that the interests of the College so require. Not less than twenty-one days' notice of the Trustees' meeting at which the said enquiry will take place shall be given to the member concerned accompanied by written details of the allegations against the member which are to be considered. The member shall be informed that he or she will be given an opportunity personally or by the member's representative to state his or her case and defend himself or herself before the Trustees and that the member may cross-examine and call witnesses or appoint a representative to do so on the member's behalf. If the Trustees shall at that or a subsequent meeting resolve by a majority of not less than three-quarters of those present and voting that it is desirable that the member should be expelled, his or her name shall be forthwith erased from the Register.

8. Where a person has ceased to be a member for any reason the Trustees may either unconditionally or under such conditions as to payment of arrears of subscription (if any) or otherwise as they deem expedient, reinstate him or her as a member. A member whose name has been erased under Ordinance 7(c) may be reinstated by a resolution passed by not less than one half of the Trustees present and voting at a meeting of the Trustees.

9. The Trustees shall have power to suspend a member from membership if his or her registration is suspended by the General Medical Council in the United Kingdom or a determination by a regulatory body elsewhere has a comparable effect.

#### GENERAL MEETINGS

10. 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 Trustees, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

11. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on the requisition of twenty-five or more members in good standing having at the date of the deposit of the requisition a right

to vote at General Meetings of the College. Such meetings shall be convened by the Trustees and held within eight weeks of the said requisition: in default thereof the requisitionists may convene and hold such meetings in accordance with these Ordinances within twelve weeks of the said requisition.

13. 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 meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Ordinances entitled to receive such notices from the College. If the Trustees shall decide that one or more resolutions (in addition to the election of members of the Council under Ordinance 31) shall be the subject of a ballot, the ballot shall be conducted in accordance with the Bye-laws.

14. 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 proceedings at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. The Bye-laws shall provide for the nature of the business to be transacted at General Meetings.

16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, forty members personally present shall be a quorum.

17. 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 Trustees 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 the quorum.

18. The President (if any) shall take the Chair at every General Meeting; but if there be no such President or if at any meeting the President shall not be in attendance within fifteen minutes after the time appointed for holding the meeting, or shall be unwilling to act, one of the Vice-Presidents or, if there shall be no Vice Presidents or if none shall be present and willing to act, the members present shall choose some other Trustee, or if none be present or willing to act, one of their own number who is present to take the Chair.

19. The Chairperson of a meeting may, with the consent of the members at 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 for the 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.

20. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairperson of the meeting or by at least three members present in person; unless a poll be so demanded a declaration by the Chairperson of the meeting that, on a show of hands, a resolution has been carried, or carried unanimously or 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 of or against the resolution. The demand for a poll may be withdrawn.

21. If a poll be demanded in manner aforesaid, it shall be taken at a subsequent meeting to be held at such time and place, and in such manner, as the Chairperson 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. No member may take part in a poll unless he or she is present at the meeting at which such poll is taken.

22. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of an adjournment.

23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

24. 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

25. Subject as herein and in the Bye-laws provided, every Fellow, Member, Diplomate and Lay Member in good standing shall be entitled to attend and speak and vote in person at General Meetings. Voting by proxy shall not be permitted.

26. Provisions may be contained in the Bye-laws for the circumstances in which and the method by which votes of members may be taken by ballot.

#### AGE RESTRICTION

27. Notwithstanding any provision to the contrary in the Ordinances, a member shall cease to be an honorary officer, member of the Council, a Trustee or a member of any committee of the College if he or she has attained the normal UK pensionable age unless he or she is in active clinical practice or unless the Trustees determine that it would be in the best interests of the College for that person to continue to hold office for the remainder of their term.



## HONORARY OFFICERS

28. (a) The Honorary Officers of the College shall be the President, a minimum of one and no more than five Vice-Presidents, the Secretary and the Treasurer.

(b) Eligible candidates for the role of President shall be elected by Fellows, Members and Diplomates of the College in good standing. The President's term of office shall be three years and no person shall serve as the President for more than one term.

(c) An eligible candidate for the role of President is a Fellow, Member or Diplomat in good standing holding a licence to practise who is resident in the United Kingdom and who has served on the Council for at least one year.

(d) Vice-Presidents, who must be eligible candidates, may each be appointed by the Trustees for one term of three years.

(e) The Secretary shall be appointed by the Trustees for a term of four years. If an alternative cannot be appointed the same individual may be re-appointed by the Trustees for a further term of two years but no more.

(f) The Treasurer shall be appointed by the Trustees for a term of four years. If an alternative cannot be appointed the same individual may be re-appointed by the Trustees for a further term of two years but no more.

(g) An eligible candidate for the office of Vice-President, Secretary or Treasurer is a Fellow, Member or Diplomat in good standing holding a licence to practise and who is resident in the United Kingdom.

(h) The Honorary Officers shall be appointed in accordance with the procedures prescribed in the Bye-laws and the results shall be announced at the Annual General Meeting.

(i) The Honorary Officers shall hold office (subject to the provisions of the Charter and these Ordinances) until the end of the Annual General Meeting or the anniversary of their appointment. On the expiry of the terms of office prescribed in this Ordinance no person shall be eligible for re-election or re-appointment to the same office.

(j) No person may hold more than one Honorary Office at the same time.

(k) An Honorary Officer who ceases to be a member of the College shall immediately cease to hold office.

(l) The Trustees may appoint a Fellow, Member or Diplomat of the College to fill a vacancy in an Honorary Office. Any person so appointed shall hold office until the office has been filled by an election under ordinance 28(b) or by appointment under ordinances 28(d), (f) or (g) as the case may be.

## THE COUNCIL

29. There shall be no more than 40 members of the Council. The Council shall consist of:
  - (a) The Honorary Officers who shall be members of the Council for so long as they hold their honorary office;
  - (b) Up to seven chairmen of Standing Committees;
  - (c) Up to twenty members elected on a geographical basis;
  - (d) Additional members appointed by the Trustees under Ordinance 33.
30. The term of office of an elected member of the Council shall be three years which shall be renewable for one further period of three years. A member of the Council who becomes an Honorary Officer shall continue to serve on the Council (subject to the Charter and these Ordinances) until he or she ceases to hold such Honorary Office. A person who has served as the President shall not be eligible to serve as a member of the Council in any capacity for at least one year after his or her term as President has elapsed.
31. Appointments of members of the Council shall be made in accordance with the Byelaws. Election of members of the Council shall be by ballot of the members of the College conducted in the manner provided in the Bye-laws and the results shall be announced at the Annual General Meeting.
32. If an elected member of the Council becomes an Honorary Officer a new election shall be conducted to fill the resulting vacancy in accordance with the Bye-laws.
33. The Trustees may appoint a member to be a member of the Council, either to fill a casual vacancy (other than a vacancy described in Ordinance 32) or by way of addition to the Council. Any member so appointed shall hold office until the next Annual General Meeting, but may then be eligible for reappointment or for election in accordance with the Ordinances.
34. Only a member of the College may serve as a member of the Council.

## ROTATION OF MEMBERSHIP OF THE COUNCIL

35. At Annual General Meetings the number of Council members to be elected shall be such as to maintain the total elected membership of the Council at twenty.
36. The Members may by resolution remove any member of the Council before the expiry of his or her term of office.

## VACATION OF OFFICE BY MEMBERS OF THE COUNCIL

37. The office of a member of the Council shall be vacated (other than by effluxion of time) if he or she:

- (a) ceases to be a member; or
- (b) resigns by notice in writing to the Secretary; or
- (c) becomes incapable by reason of mental disorder; or
- (d) shall fail without good cause to attend more than half of the meetings of the Council in any year and the Trustees resolve that he or she should cease to hold office for this reason, except that no member of the Council shall be required to vacate office without first being given the opportunity to attend and be heard by the Trustees before the decision is made.

#### ROLE OF THE COUNCIL

38. (a) The role of the Council shall be to promote and maintain high standards in the professional practice of ophthalmology by setting examinations, providing education and training, conducting research, contributing to scientific publications and promoting the improvement of ophthalmology services by the National Health Service. Proceedings of the Council shall be conducted in accordance with the Bye-laws. The Council shall not incur expenditure on behalf of the College without the approval of the Trustees.

- (b) The Council shall meet as prescribed in the Bye-laws.

#### THE TRUSTEES

39. There shall be up to 15 Trustees as follows:

- (a) the President, up to two Vice-Presidents, the Secretary and the Treasurer;
- (b) the chairpersons for the time being of two of the Standing Committees of the College;
- (c) up to two additional members of the Council;
- (d) the chairperson for the time being of the Ophthalmologists in Training Group;
- (e) up to three Lay Trustees; and
- (f) additional individuals.

40. The Council shall appoint the Trustees referred to in Ordinance 39 (b), 39 (d) and 39 (e) in accordance with the Bye-laws. If there are more than two Vice-Presidents the Council shall select two of them to be Trustees in accordance with the Bye-laws. The Trustees shall appoint the Trustees referred to in Ordinances 39(c) and 39(f).

## POWERS OF THE TRUSTEES

41. The business of the College shall be managed by the Trustees 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.

42. The Trustees may act notwithstanding any vacancy in their body; provided always that in case the number of Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Ordinances as the quorum for meetings of the Trustees, it shall be lawful for them to act for the purpose of admitting persons to membership, filling up vacancies in their number, or of summoning a General Meeting, but not for any other purpose.

## PROCEEDINGS OF THE TRUSTEES

43. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A quorum shall be one more than one half of the total number of Trustees who are serving from time to time the majority of whom must be medical practitioners. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the meeting shall have a casting vote. In addition the Trustees may reach decisions by any suitable means of communication (including electronic communication).

44. The President may at any time, and the Secretary shall upon a requisition in writing from the President or from any four Trustees stating the purposes for which the meeting is to be convened, convene a meeting of the Trustees. A clear seven days' notice (exclusive both of the day on which it is served or deemed in accordance with Ordinance 66 to be served and of the day for which it is given) stating the purposes of the meeting shall be sent to each Trustee at the last address notified to the College. No Trustee whilst out of the United Kingdom and the Republic of Ireland shall be entitled to receive notice of a meeting of the Trustees.

45. The President shall be the chair at every meeting of the Trustees at which he or she shall be present, but if not present within five minutes after the time appointed for holding the same, the Vice-President serving as a Trustee if then present and willing to act shall take the chair, but if neither of them is present and willing to act the Trustees present shall choose one of their number to take the chair.

46. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions vested in the Trustees generally.

47. The Trustees may delegate any of their powers to committees consisting of such persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Trustees: the Trustees shall have power to appoint members of the College who are not Trustees and other persons to sit on the committees but no person who is not a member of the College may vote. The meetings and proceedings of any committee shall be governed by the Bye-laws. All actions and proceedings of any

committee to whom powers of the Trustees are delegated shall be reported to the Trustees as soon as practicable.

48. All acts bona fide done at any meeting of the Trustees or of any committee, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment, election or continuance in office of such individual 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 Trustee.

49. The Trustees shall cause proper minutes to be made of all appointments and elections of officers and chairs of Standing Committees and of the proceedings of all meetings of the College, the Trustees, the Council and any committees, and the business transacted at such meetings. Minutes may be recorded and kept electronically or in hard copy if required by the Trustees.

50. A resolution in writing signed by all the Trustees or of any committee who are entitled to vote at the meeting of the Trustees or of such committee shall be as valid and effectual as if it has been passed at a meeting of the Trustees or of such committee duly convened and constituted.

#### BYE-LAWS

51. The Trustees may of their own motion or on the written proposal of any member make, and from time to time revoke, add to or amend, Bye-laws for the regulation of any matters relating to the affairs of the College whether or not the Charter or these Ordinances specifically provide for such regulation in the Bye-laws.

52. The Secretary shall be responsible for the Register; for keeping the official copies of the Charter, these Ordinances and the Bye-laws and entering therein any changes to the Byelaws and preparing revised editions of the Bye-laws when ordered to do so by the Trustees.

53. The Secretary shall also be responsible for the correspondence of the College, for convening General Meetings of the College and meetings of the Trustees and of committees, for issuing notices of and keeping and preparing minutes of all meetings, and drawing up a draft annual report for consideration and approval by the Trustees.

#### TREASURER

54. The Treasurer shall:

- (a) pay all moneys received on behalf of the College into an account in the name of the College at the bank appointed by the Trustees;

- (b) keep an account of all moneys received and expended and prepare a financial report for the meeting of the Trustees not later than the last meeting before the Annual General Meeting in each year;
- (c) prepare a statement of financial activities and balance sheet, to be audited in accordance with these Ordinances; and
- (d) at all times be prepared to provide information on the finances of the College as required by the Trustees.

55. The Treasurer may pay without special order the current ordinary expenses of the College, but may not disburse any other sum unless previously authorised to do so by the Trustees.

#### PAID STAFF

56. The Trustees may appoint and employ for such period and upon such terms as they shall think fit paid officers or staff of the College who shall not be Trustees.

#### THE SEAL

57. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and shall be so affixed in the presence of three Trustees who 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

58. The Trustees 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 affairs of the College and to explain its transactions.

59. The books of account shall be kept at the headquarters of the College, or at such other place or places as the Trustees shall think fit, and shall be open to the inspection of the Trustees and members at reasonable times subject to any conditions contained in the Bye-laws.

60. At the Annual General Meeting in every year the Trustees shall present a proper statement of financial activities for the period since the last preceding account made up to a date not more than six months before the last meeting of the Trustees, together with a proper balance sheet made up to the same date. The balance sheet shall be accompanied by reports of the Trustees and the Auditors and any other documents required by law to be annexed or attached thereto or to accompany the same and 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 directed to be served. The Auditors' report shall be open to inspection before the meeting.
61. The Trustees shall comply with their obligations under the Charities Act 2011 with regard to:
- (a) keeping accounting records for the College;
  - (b) the preparation of annual accounts for the College;
  - (c) the auditing of the accounts of the College; and
  - (d) the transmission of the accounts to the Charity Commission.

#### AUDIT

62. Once at least in every year the accounts of the College shall be examined and the correctness of the statement of financial activities and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
63. Auditors shall be appointed at the Annual General Meeting and shall be qualified in accordance with the Companies Act.

#### INVESTMENTS

64. The Trustees shall have the power to employ as professional investment managers for the College any persons who are entitled to carry on a regulated activity under the provisions of the Financial Services and Markets Act 2000 and to delegate to any such persons ('the Managers') the exercise of all or any of the powers of investment of the College on such terms and at such reasonable remuneration as the Trustees may see fit but always subject to the following:
- (i) delegated powers shall be exercisable by the Managers only within clear policy guidelines drawn up in advance by the Trustees and within the powers of investment of the College;
  - (ii) every transaction carried out by the Managers under delegated powers shall be reported regularly to the Trustees or any committee to which the Trustees may delegate responsibility for oversight of the College's investments;

(iii) the Trustees shall be entitled to review, revoke or alter the delegation of the powers of investment of the College to the Managers;

(iv) the Trustees shall review any arrangements for delegation to the Managers at least once in every 12 months.

## NOTICES

65. A notice may be served by the College upon a member, at the discretion of the Trustees either personally, by electronic means or in electronic form or by sending it through the post in a prepaid letter, addressed to the member at the address appearing in the Register.

66. If notices are sent through the post, a member with an address outside the United Kingdom or the Republic of Ireland, who shall from time to time give to the College an address within the United Kingdom at which notices may be served, shall be entitled to have notices served at such address, but otherwise only members with an address in the United Kingdom or the Republic of Ireland shall be entitled to receive notices from the College by post.

67. A notice, if served by post, shall be deemed to have been served on the fourth day following that on which the letter containing the same is put into the post, and it shall be sufficient to prove that the letter containing the notice was properly addressed and posted as a pre-paid letter.