

# 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 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 Trustees 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.

“poll” means a vote taken by means of the casting by members at a General Meeting of votes either on a show of hands, written or electronic 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 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 reproduced in visible form by any other means;

The words “member” and “Member” shall respectively have the meanings attributed to them in these Ordinances.

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;

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 an external hard drive).

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 re-enacted from time to time.

## MEMBERSHIP

2. (a) The word “member” shall mean any person falling in one or more of the categories: Fellows, Members, Diplomates, Affiliates, Associates, 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 their ability, the objects and interests of the College.

### ADMISSIONS TO MEMBERSHIP

3. (a) Members will be admitted by the staff team in compliance with the provisions of these Ordinances and the Bye-laws.
- (b) The register of all members is held electronically and managed by the staff team in accordance with current data protection regulations.

### FEES AND SUBSCRIPTIONS

4. All members shall pay an annual or other subscription as may from time to time be fixed by the Trustees with the approval of the College in General Meetings at such time and in such manner as shall be prescribed by the Trustees. Exceptions due to mitigating circumstances such as ill health or unemployment, may be specified in the Bye-Laws. The Trustees may decide to define an application fee.
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 three months or shall have failed to comply with the provisions of the Charter, these Ordinances or the Bye-Laws (as certified by the Secretary).

### CANCELLATION OF MEMBERSHIP

6. The Trustees shall have power to order the cancellation of membership if:
  - (a) the member is removed or suspended 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.
  - (b) At any time, if the Trustees—after due enquiry—resolve that it is in the best interests of the College, they may consider a member's expulsion as outlined in the Bye-Laws.
7. Where a person has ceased to be a member by their own decision or failure to pay fees, the member may be reinstated by the staff team. A member whose membership has been cancelled by order of the Trustees 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.

### FELLOWS

8. The Trustees may admit as Fellows of the College any individual who meets the criteria as outlined in the bye-laws.

9. Each Fellow in good standing shall be entitled to an appropriate form of Certificate under the Seal of the College and may use after their name the designation as outlined in the Bye-Laws.
10. The Trustees shall have absolute power and discretion in deciding upon whether to admit an individual to Fellowship. Their decision shall be final and they shall not be bound to give any reason for their decision.
11. Fellows in good standing shall be entitled to speak and vote at General Meetings and stand and vote in any College election.

#### HONORARY FELLOWS

12. 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 selection committee. There shall not be more than one hundred Honorary Fellows at any one time.
13. 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 their name the designation “Honorary Fellow of The Royal College of Ophthalmologists” or “Hon FRCOphth”.
14. Honorary Fellows are exempt from paying a membership fee for their lifetime.
15. All Honorary Fellows are entitled to vote in all College elections and may speak and vote in the Annual General Meeting. Honorary Fellows may only stand in College elections if they are also medical practitioners.

#### MEMBERS

16. The Members of the College shall be medical practitioners who meet the criteria as specified in the Bye-Laws.
17. Each Member in good standing qualified under these Ordinances and admitted by resolution of the Trustees shall be entitled to an appropriate form of certificate and may use after their name the designation as outlined in the Bye-Laws.
18. Members are entitled to speak and vote at Annual General Meetings and to stand and vote in any College elections.

#### AFFILIATES

19. Affiliates shall be:
  - (a) Medical practitioners in the field of ophthalmology who hold qualifications or have experience prescribed from time to time in the Bye-Laws; or
  - (b) those who are not eligible to be Fellows or Members

- (c) Persons who are undergoing Ophthalmic Specialist Training (OST) who will be called Trainee Affiliates or Trainee Fellow Affiliates (once they have passed the final Fellowship exams). College membership is required whilst on OST.

- 20. All Affiliates shall be entitled to speak and vote at Annual General Meetings and stand and vote in any College election, except for Trainees, who can only stand in selected College elections.

## ASSOCIATES

- 21. Associates shall be:
  - (a) medical undergraduates;
  - (b) medical graduates who are not eligible to be Fellows, Members or Affiliates; or
  - (c) persons who are in professions allied to ophthalmology, examples including optometrists, orthoptists, nurses and ophthalmic technicians.
- 22. Associates shall be entitled to attend and speak but not to vote at General Meetings nor to stand or vote in any College election.

## LAY MEMBERS

- 23. Lay Advisers and Lay Trustees shall be members during the period of their appointments. They are entitled to speak and vote at General meetings but are not permitted to stand or vote in College elections.

## GENERAL MEETINGS

- 24. 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.
- 25. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 26. 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 requisitions may convene and hold such meetings in accordance with these Ordinances within twelve weeks of the said requisition.

27. 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) shall be the subject of a ballot, the ballot shall be conducted in accordance with the Bye-laws.
28. 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

29. The Bye-laws shall provide for the nature of the business to be transacted at General Meetings.
30. 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.
31. 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.
32. 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.
33. The Chair 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.

34. At any General Meeting, resolutions shall be decided by a show of hands or live voting.
35. In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.

#### VOTES OF MEMBERS

36. Subject as herein and in the Bye-Laws provided, every Fellow, Member, Diplomate, Affiliate, Trainee and Lay Member in good standing shall be entitled to speak and vote at General Meetings. Voting by proxy shall not be permitted.
37. 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

38. Notwithstanding any provision to the contrary in these 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 they attained the normal UK pensionable age unless they are 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

39. 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.
40. Eligible candidates for the role of President shall be elected by Fellows, Members, Diplomates, and Affiliates 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.
41. An eligible candidate for the role of President is a Fellow, Member, Diplomate or Affiliate 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.
42. Vice-Presidents may each be appointed as outlined in the Bye-Laws for one term of three years, renewable once.
43. The Secretary shall be appointed as outlined in the Bye-Laws for a term of 3 years, renewable once.
44. The Treasurer shall be appointed by the Trustees for a term of 3 years, renewable once.
45. An eligible candidate for the office of Vice-President, Secretary or Treasurer is a Fellow, Member, Affiliate or Diplomate in good standing holding a licence to practise and who is resident in the United Kingdom.

46. 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.
47. The Honorary Officers shall hold office (subject to the provisions of the Charter and these Ordinances) until the end of the Annual General Meeting.
48. No person may hold more than one Honorary Office at the same time.
49. An Honorary Officer who ceases to be a member of the College shall immediately cease to hold office.
50. The Trustees may appoint a Fellow, Member, Diplomate or Affiliate 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 or by appointment.

#### THE COUNCIL

51. 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) Chairs of the Standing Committees as outlined in the Bye-Laws
  - (c) Up to twenty members elected on a geographical basis
  - (d) Additional members appointed by the Trustees
52. 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. An elected member of the Council who becomes an Honorary Officer cannot continue to serve on the Council as an elected member. 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 their term as President has elapsed.
53. Appointments of members of the Council shall be made in accordance with the Bye-Laws. 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.
54. 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.
55. The Trustees may appoint a member to the Council, either to fill a casual vacancy 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 these Ordinances.



56. Only a member of the College in good standing may serve as a member of the Council.

#### VACATION OF OFFICE BY MEMBERS OF THE COUNCIL

57. The office of a member of the Council shall be vacated (other than by effluxion of time) if they:

- (a) ceases to be a member; or
- (b) resigns by notice in writing to the Secretary; or
- (c) becomes incapable by reason of ill health; or
- (d) shall fail without good cause to meet the requirements of the position as outlined in the terms of reference at which time there may be grounds for removal as outlined in the Bye-Laws.

#### ROLE OF THE COUNCIL

58. The role of the Council shall be to promote and maintain high standards in the professional practice of ophthalmology by acting as an advisory body of the College. Council shall actively consider the impact on College members in all decisions made and support the community of members. Proceedings of the Council shall be conducted in accordance with the Bye-Laws and terms of reference. The Council shall not incur expenditure on behalf of the College without the approval of the Trustees.

#### THE TRUSTEES

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

- (a) the President
- (b) Up to two Vice-Presidents
- (c) The Honorary Secretary
- (d) The Honorary Treasurer
- (e) Committee Chairs as outlined in the Bye-Laws
- (f) Up to three Lay Trustees; and
- (g) Additional individuals.

#### POWERS OF THE TRUSTEES

60. 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.

61. The Trustees may act despite any vacancies, but if their number falls below the quorum set by these Ordinances, they may only act to admit members, fill vacancies, or summon a General Meeting—not for any other purpose.

#### PROCEEDINGS OF THE TRUSTEES

62. The Trustees may meet 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 Chair of the meeting shall have a casting vote. In addition, the Trustees may reach decisions by any suitable means of communication (including electronic communication).
63. 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 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 electronically. 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.
64. The President shall be the Chair at every meeting of the Trustees at which they 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.
65. 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.
66. 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.
67. 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.

68. 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.
69. 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

70. 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.
71. The Secretary shall be responsible for approving membership reports, keeping the official copies of the Charter, these Ordinances and the Bye-Laws and overseeing therein any changes to the Bye-Laws and preparing revised editions of the Bye-Laws when ordered to do so by the Trustees.
72. College staff shall 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

73. The Treasurer shall oversee the following:
- (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.

74. 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

75. 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

76. 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

77. 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.
78. 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.
79. The books of account shall be kept on the College's database, 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.
80. At each Annual General Meeting, the Trustees must present a proper statement of financial activities covering the period since the last approved accounts, ending no more than six months before the most recent Trustees' meeting. This must be accompanied by a properly prepared balance sheet as of the same date. The balance sheet must be accompanied by the Trustees' report, the Auditors' report, and any other documents required by law. These documents must be sent to the Auditors and to everyone entitled to receive notices of General Meetings, using the standard method for delivering such notices. The Auditors' report must be made available for inspection before the meeting.
81. The Trustees shall comply with their obligations under the Charities Act 2011 regarding:
- (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

82. 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.
83. Auditors shall be appointed at the Annual General Meeting and shall be qualified in accordance with the Companies Act.

#### INVESTMENTS

84. 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:
- (a) 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.
  - (b) 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.
  - (c) The Trustees shall be entitled to review, revoke or alter the delegation of the powers of investment of the College to the Managers.
  - (d) The Trustees shall review any arrangements for delegation to the Managers at least once in every 12 months.

#### NOTICES

85. 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.
86. 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.

87. 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.