At the Council Chamber, Whitehall

THE 3rd DAY OF NOVEMBER 2026

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the Revised Ordinances of the Royal College of Surgeons of England as set out in the Schedule to this Order.

SCHEDULE

REVISED ORDINANCES OF THE ROYAL COLLEGE OF SURGEONS OF ENGLAND

1. **Interpretation**

1.1. The interpretation provisions in **Ordinance** 21 shall apply.

1.2. The emboldening of a word or expression on the first occasion that it is used indicates that the word or expression is defined in Ordinance 21.

2. **Membership**

2.1. The **College** shall have a **membership** comprising **Voting Members** and **Non- Voting Members**.

2.2. Subject to the **Charter**, the Ordinances, the **Regulations** and any other directions of the **Trustees**, the **Council** shall in **Standing Rules** determine and specify the rights, privileges and obligations of each class of membership.

2.3. Membership of the College is not transferable.

Voting Membership:

2.4. The College shall have the following classes of **Voting Membership:**

(a) Surgical Fellows;

(b) Surgical Members;

(c) Dental Fellows;

(d) Dental Members; and

(e) at the discretion of the Trustees, the fellows and/or members of any additional faculties instituted in accordance with Ordinance 11.2.

2.5. The qualifications for admission to the classes of Voting Membership listed in Ordinance 2.4(a) to 2.4(d) and the designations that Voting Members in those classes are entitled to use are set out in the Appendix to these Ordinances. The qualifications for admission to the classes of Voting Membership referred to in Ordinance 2.4(e) shall be determined and specified by the Council in Standing Rules.

2.6. The admission of Surgical Fellows, Surgical Members, Dental Fellows and Dental Members shall be by Diploma, such Diploma to be in such form as the Council shall from time to time determine granted under the Seal of the College. In the case of Dental Fellows and Dental Members, the Diploma may alternatively be granted under the separate Seal made available for use in connection with business of the Faculty of Dental Surgery (if any).

2.7. The College shall maintain a register of Voting Members, which shall be kept at the **Principal Office** or such other place as the Trustees may from time to time direct. The register of Voting Members shall be open for inspection by all Voting Members on reasonable notice.

Non-Voting Membership

2.8. The College shall have the following classes of **Non-Voting Membership**:

(a) Surgical Licentiates;

(b) Dental Licentiates;

(c) Honorary Fellows;

(d) Members of the Joint Dental Faculties;

(e) Affiliate Members;

(f) Associate Members;

(g) Student Members; and

(h) such other classes of Non-Voting Membership as are created or recognised by the Trustees from time to time.

2.9. Subject to the Charter, the Ordinances, the Regulations and any other directions of the Trustees from time to time, the Council shall in Standing Rules determine and specify the qualifications for admission to each class of Non- Voting Membership and the designations that Non-Voting Members in each class are entitled to use.

3. **The Trustees**

3.1. The Trustees as **Charity Trustees** have control of the College and its property and funds.

3.2. Subject to Ordinance 3.3, the board of Trustees shall when complete consist of the following persons:

(a) the **President**;

(b) the **Vice Presidents**;

(c) the **FDS Dean**;

(d) three **Elected Trustees**;

(e) not less than three and, at the discretion of the Trustees, up to four **Lay Trustees**; and

(f) at the discretion of the Trustees, the Dean of any additional faculties instituted in accordance with Ordinance 11.2.

3.3. A Trustee's term of office automatically terminates if they:

(a) are disqualified under the **Charities Act** from acting as a Charity Trustee;

(b) are incapable, whether mentally or physically, of managing their own affairs;

(c) are absent from two meetings of the Trustees in any **College Year** (but only if the absences are not approved by the President either in advance of or, in exceptional circumstances, after the meetings);

(d) resign by **Written** notice to the Trustees (but only if at least two Trustees will remain in office);

(e) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(f), cease to be President, Vice President, FDS Dean or Dean of the relevant additional faculty (as applicable);

(f) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(d) and, if appointed as **Council Members** pursuant to Ordinance 6.3(d), the Trustees referred to at Ordinance 3.2(f) cease to be a Council Member;

(g) with the exception of the Lay Trustees, cease to be a **member**;

(h) with the exception of the Lay Trustees, are removed by a resolution of the Council passed by a simple majority at a meeting of the Council after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views;

(i) in the case of the Lay Trustees, are removed by a resolution of the Trustees passed by a simple majority at a meeting of the Trustees after the meeting has invited the views of the Lay Trustee concerned and considered the matter in the light of any such views; and/or

(j) die.

3.4. A Trustee is automatically suspended from office if they:

(a) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(d) and, if appointed as Council Members pursuant to Ordinance 6.3(d), the Trustees referred to at Ordinance 3.2(f), are suspended from the Council pursuant to Ordinance 6.15; or

(b) in the case of the Trustees referred to at Ordinances 3.2(a) to (c) and 3.2(f), are suspended from their office as President, Vice President, FDS Dean or Dean of the relevant additional faculty (as applicable);

provided always that a Trustee shall automatically be reinstated, if they are reinstated to the Council or reinstated as President, Vice President, FDS Dean or Dean of the relevant additional faculty (as applicable).

3.5. A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions of the Trustees.

<u>Elected Trustees</u>

3.6. The Elected Trustees shall be elected by the Council in accordance with the procedure prescribed in the Standing Rules. For the avoidance of doubt, the Invited Council Members shall, subject to Ordinance 7.2, be eligible to vote on the election of the Elected Trustees but shall not be eligible to stand for or be elected as Elected Trustees.

3.7. All Elected Trustees must be Council Members. Any Council Member who is willing to act as a Trustee of the College and is permitted to be so appointed by the law, the Charter and the Ordinances may stand to be an Elected Trustee, save that Council Members who will complete their maximum term of office on Council, as specified in

Ordinance 6.10, within or at the end of the College Year then current shall be eligible to vote at any election of the Elected Trustees but not to be elected to that office.

3.8. Subject to earlier termination under Ordinance 3.3, Elected Trustees shall normally hold office for a period of four years. The term of office of the Elected Trustees may be reduced at the discretion of the Trustees. Elected Trustees may only serve for one term of office.

3.9. A vacancy in the Elected Trustees may be filled at any time.

Lay Trustees

3.10. Any person who is willing to act as a Lay Trustee and is permitted to be so appointed by the law, the Charter and the Ordinances may be appointed to be a Trustee by resolution of the Trustees passed at a meeting or **In Writing**. Lay Trustees shall not be Voting Members.

3.11. Subject to earlier termination under Ordinance 3.3, Lay Trustees shall normally hold office for a period of three years. The terms of office of the Lay Trustees may be reduced at the discretion of the Trustees.

3.12. Any retiring Lay Trustee who remains qualified may be re-appointed, provided that no Lay Trustee may serve for more than two terms of office in total.

3.13. A vacancy in the Lay Trustees may be filled at any time.

4. **Proceedings of Trustees**

4.1. The Trustees must hold at least four meetings in each year.

4.2. A quorum at a meeting of the Trustees is seven Trustees of whom: (a) at least one must be either the President or a Vice President; and (b) the majority must not be Lay Trustees.

4.3. The President may call a meeting of the Trustees by giving reasonable notice of the meeting to the Trustees or by authorising the **Chief Executive** to give such notice.

4.4. A meeting of the Trustees shall be called by the President on receipt of a Written request from at least three Trustees.

4.5. The Trustees may determine that a meeting of the Trustees may be held in person, by **electronic means** only or both in person and by electronic means, provided that all Trustees participating in the meeting may communicate with all of the other participating Trustees. Where a meeting of the Trustees is determined to be held by electronic means only or both in person and by electronic means in accordance with Ordinance 4.5:

(a) a Trustee who attends a meeting by electronic means is deemed to attend in person and shall count in the quorum for that meeting; and

(b) votes shall be permitted and may be cast by electronic means by a Trustee who attends a meeting by electronic means.

4.6. The President or (if the President is unable or unwilling to do so) the most senior Vice President present shall preside at each meeting of the Trustees. The procedure for determining the relative seniority of Vice Presidents shall be prescribed by the Council in the Standing Rules.

4.7. Every issue may be determined by a simple majority of the votes cast at a meeting.

4.8. A Written resolution circulated (including by electronic means) to all the Trustees who would have been eligible to vote on the matter at a meeting of the Trustees and approved by a simple majority of them is as valid as a resolution passed at a meeting and for this purpose:

(a) the Trustees who approve the Written resolution must be such that they would form a quorum at a meeting of the Trustees; and

(b) the resolution may be contained in more than one document and will be treated as passed when a simple majority of the Trustees have signified their agreement to it.

4.9. A Trustee signifies agreement to a proposed Written resolution when the College receives from them an Authenticated Document (whether in hard copy or electronic form) identifying the resolution to which it relates and their agreement to it.

4.10. Except for the chair of the meeting, who in the case of an equality of votes has a second or casting vote, every Trustee has one vote on each issue.

4.11. A Trustee must avoid a situation in which they have an interest or duty that conflicts or possibly may conflict with the interests of the College. This duty is not infringed if:

(a) the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;

(b) the situation is authorised by the Trustees in accordance with Ordinance 4.12; or

(c) the situation relates to the purchase of trustee indemnity insurance.

(d) If a conflict of interests arises for a Trustee, the unconflicted Trustees may authorise such a conflict of interests provided that:

(e) the procedure in Ordinance 4.13 is followed;

(f) authorisation will not result in any direct or indirect **Material Benefit** being conferred on any Trustee or any **Person Connected to a Trustee** that would not be permitted by the Charter; and

(g) the unconflicted Trustees consider it is in the best interests of the College to authorise the conflict of interest in the circumstances.

4.12. Whenever a Trustee has an interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:

(a) declare their interest before discussion begins on the matter;

(b) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

(c) not be counted in the quorum for that part of the meeting; and

(d) withdraw during the vote and have no vote on the matter.

4.13. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5. Powers of Trustees

5.1. The Trustees shall manage the business of the College and may exercise all of the powers of the College unless they are subject to any restrictions imposed by law or the Charter or Ordinances.

5.2. Without prejudice to Ordinance 5.1, the Trustees may:

(a) appoint (and remove) any individual to act as Chief Executive of the College;

(b) delegate such of their powers, functions, discretions and responsibilities as they deem expedient to the Council, committees, the Chief Executive and other groups and individuals;

(c) employ managers, employees and workers and engage consultants, advisers, agents and volunteers on such terms and for such purposes as they think fit and who shall be responsible to the Trustees for the proper performance of their duties;

(d) make Regulations and other rules consistent with the law, the Charter and the Ordinances to govern proceedings at general meetings, proceedings at meetings of the Trustees and meetings of committees, and the administration of the College;

(e) establish procedures to assist the resolution of disputes within the College; and

(f) exercise any of the powers of the College which are not reserved to the Council or the Voting Members by the Charter or the Ordinances.

5.3. If the Trustees shall at any time be reduced in number to less than the number required to form a quorum under Ordinance 4.2, it shall be lawful for them to act as Trustees for the purposes of filling up vacancies in their body or summoning a general meeting but not for any other purpose.

6. The Council

6.1. In accordance with Article 9 of the Charter, the Trustees hereby delegate to the Council all substantive matters relating to professional and public policy which upholds the mission and strategic aims of the College and supports members. The Council shall report all decisions relating to such matters promptly to the Trustees.

6.2. In the event of uncertainty, the Trustees shall have absolute discretion to determine whether or not any given matter falls within the scope of the delegation set out in Ordinance 6.1.

6.3. The Council shall consist of:

(a) not more than 24 nor less than 14 **Surgical Council Members**, of whom two shall be **Early Years Consultants / Specialist Grade Doctors**, which Surgical Council Members shall include (for the avoidance of doubt) the President and Vice Presidents;

(b) two **Dental Council Members**;

(c) subject to Ordinance 6.8, one **SSA Council Member** per **SSA**;

(d) at the discretion of the Council, up to two Council Members per additional faculty instituted in accordance with Ordinance 11.2, such Council Members to be appointed and to hold office on the terms specified by the Council in the Standing Rules; and

(e) **Invited Council Members** appointed in accordance with Ordinance 7.

6.4. All Council Members shall:

(a) be Voting Members, and each shall have been a Voting Member for the full year immediately preceding the date of their election as a Council Member by their electing body (or, if not elected, the date on which their appointment as a Council Member takes effect);

(b) not be trustees or members of the council of any other surgical, medical or dental colleges (either whilst they are Council Members or in the year immediately preceding their appointment); and

(c) subject to Ordinance 6.5, be engaged in **Active Practice**, save that those who have retired from Active Practice may serve as a Council Member in the five College Years immediately following the date of their retirement.

6.5. All Council Members appointed on or after the date on which these Ordinances were adopted must be in Active Practice on the date on which they are appointed to their first term of office as a Council Member.

6.6. Subject to Ordinances 6.4 and 6.5, any person who is a Surgical Fellow or Surgical Member is eligible for appointment as a Surgical Council Member. Surgical Council Members shall be elected by the Surgical Fellows and Surgical Members acting in accordance with the procedure set out in the Standing Rules (which may give discretion to the Chief Executive in the conduct of elections of Surgical Council Members to ensure the maximum number specified in Ordinance 6.3(a) is not exceeded). Every Surgical Fellow and Surgical Member has one vote on the election of Surgical Council Members.

6.7. Subject to Ordinances 6.4 and 6.5, the Dental Council Members shall be:

(a) the FDS Dean; and

(b) an additional Dental Council Member elected by the Board of the Faculty of Dental Surgery from amongst their number in accordance with the procedure set out in the **Standing Orders** of the Faculty of Dental Surgery.

6.8. Subject to Ordinances 6.4 and 6.5, any person who is a member of an SSA is eligible for appointment as an SSA Council Member. Each SSA shall have the right to appoint one SSA Council Member to the Council, provided the appointment is made in accordance with an **Approved Procedure**.

6.9. Subject to Ordinance 6.12 and to earlier termination under Ordinance 6.13:

(a) the first term of office of Council Members shall be four years, save that SSA Council Members may be appointed for a period of less than four years at the Council's discretion; and

(b) a Council Member who is appointed to Council as an Early Years Consultant / Specialist Grade Doctor shall hold office for four years.

6.10. Any retiring Council Member who remains qualified may be re-appointed for a further term of office as specified in Ordinance 6.9, provided that:

(a) no Council Member shall serve for more than eight years in total; and

(b) a Council Member who is appointed to Council as an Early Years Consultant / Specialist Grade Doctor shall not be eligible for re-appointment as an Early Years Consultant / Specialist Grade Doctor (but may otherwise be re-appointed for a further term of office on Council subject to 6.10(a) above).

6.11. Subject to the provisions of Ordinance 6.10(b), a Council Member's second term of office shall normally be four years, but this period may be varied as permitted in the Standing Rules.

6.12. Notwithstanding Ordinances 6.4(c) and 6.10 and subject to Ordinance 6.13:

(a) a President or Vice President will remain a Council Member for the duration of their term of office as President or Vice President (as applicable), without the need to stand for re-election as a Council Member if their term of office on Council would otherwise end during their term of office as President or Vice President (as applicable);

(b) if a person ceases to be President or Vice President having a period of two years or less of their maximum term of office on Council as specified in Ordinance 6.10 remaining, they may remain as a Council Member until they have served their maximum term on Council; and

(c) a **President-elect** and **a Vice President-elect** will remain a Council Member during the period beginning on the date of their election as President or Vice President (as applicable) and ending on the date on which their appointment to the relevant office takes effect, each in accordance with the Standing Rules, without the need to stand for re-election if their term of office on Council would otherwise end during that period.

6.13. A Council Member's term of office automatically terminates if they:

(a) are incapable, whether mentally or physically, of managing their own affairs;

(b) are absent from two meetings of the Council in any College Year (but only if the absences are not approved by the President either in advance of or, in exceptional circumstances, after the meetings);

(c) cease to meet the criteria specified in Ordinance 6.4(a) or 6.4(b);

(d) with the exception of the President and Vice Presidents, cease to meet the criteria specified in Ordinance 6.4(c);

(e) in the case of an SSA Council Member, cease to be a member of the SSA that appointed them to the Council or are removed from office by their appointing SSA acting in accordance with an Approved Procedure;

(f) resign by Written notice to the Council;

(g) are removed by a resolution of the Voting Members passed by a simple majority at a general meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views; and/or

(h) die.

6.14. An Invited Council Member or Deputy Invited Council Member's term of office automatically terminates if they cease to hold office in accordance with the Standing Rules.

6.15. A Council Member may be suspended from office by resolution of the Council on the ground that the Council Member is under investigation or facing disciplinary action for professional misconduct and that in the Council's reasonable opinion it would be in the best interests of the College for the Council Member to be suspended from the Council. Any suspended Council Member may be reinstated by resolution of the Council. The procedure for suspending and reinstating Council Members shall be prescribed in Standing Rules.

6.16. A technical defect in the appointment of a Council Member of which the Council Members were unaware at the time does not invalidate decisions of the Council.

6.17. A vacancy on the Council may be filled at any time, but there shall be no obligation to fill vacancies amongst the Surgical Council Members provided that the number of Surgical Council Members does not fall below the number specified in Ordinance 6.3(a).

7. **Invited Council Members**

7.1. The Council will include such Invited Council Members as shall be appointed in such manner and hold office for such periods of office and on such terms as shall be prescribed in the Standing Rules.

7.2. Invited Council Members shall have the right to:

7.2.1 attend, count in the quorum and vote at meetings of the Council (including on the election of Elected Trustees); and

7.2.2 nominate Council Members to stand for election as President or Vice President in accordance with the Standing Rules;

provided that they meet such criteria as may be specified in or in accordance with the Standing Rules and that any reference to the eligibility of an Invited Council Member to count in the quorum or to vote or the vote that may be exercised by an Invited Council Member or to having the right of nomination specified in Ordinance 7.2.2 in the Charter, the Ordinances or the Standing Rules shall be interpreted as being subject to the relevant Invited Council Member meeting such criteria.

7.3. Except where otherwise expressly indicated, references in the Charter and the Ordinances to "Council Members" shall not include Invited Council Members or Deputy Invited Council Members.

8. **Proceedings of the Council**

8.1. The Council must hold at least four meetings each year.

8.2. A quorum at a meeting of the Council shall be the President or a Vice President and fifteen other Council Members including, subject to Ordinance 7.2, Invited Council Members.

8.3. Subject to the Charter, the Ordinances, the Regulations and any other directions of the Trustees, the meetings and proceedings of the Council shall be regulated in the Standing Rules. Every Council Member and, subject to Ordinance 7.2, every Invited Council Member has one vote on each issue.

8.4. The Council shall provide the Trustees with a copy of the minutes of every meeting of the Council promptly.

9. **Powers of the Council**

9.1. The Council may exercise all of the powers of the College in carrying out the functions delegated to it by the Trustees in these Ordinances or elsewhere provided always that the exercise of any such power must not commit the College to or result in any expenditure of money or resources unless that commitment or expenditure has been approved in advance by the Trustees.

9.2. Without prejudice to Ordinance 9.1, the Council may make Standing Rules consistent with the law and the Charter, the Ordinances and any further Regulations or rules made by the Trustees, to govern all matters expressly directed or authorised to be regulated or prescribed in the Standing Rules and all other matters which (consistently with the Charter and the Ordinances and the terms on which authority has been delegated to the Council by the Trustees) the Council deems it useful or necessary to regulate by Standing Rules. No Standing Rule may be made or amended without the prior Written approval of the Trustees.

9.3. Without prejudice to Ordinance 9.1, the Council may from time to time recognise one SSA per **Recognised Specialty**.

10. **Officers**

10.1. The Officers of the College are:

(a) the President;

(b) not less than two and, at the discretion of the Council, up to three Vice Presidents;

(c) the FDS Dean; and

(d) if appointed as a Council Member pursuant to Ordinance 6.3(d), the Dean of any additional faculties instituted in accordance with Ordinance 11.2.

10.2. The President and Vice Presidents of the College must be Council Members on the date on which both:

(a) they are elected as President or Vice President (as applicable); and

(b) their appointment as President or Vice President (as applicable) takes effect;

in each case in accordance with the Standing Rules and subject to any extension of their term of office as provided for by Ordinance 6.12(c).

10.3. The President and Vice Presidents shall be elected by the Surgical Fellows, Surgical Members, Dental Fellows and Dental Members of the College from amongst the Council Members, following a nomination process undertaken by Council. The Standing Rules shall prescribe the procedures by which Council Members are nominated by Council and elected by the Surgical Fellows, Surgical Members, Dental Fellows and Dental Members.

10.4. Subject to meeting the eligibility criteria in the Standing Rules and to any provision in the Standing Rules which relates to the eligibility of only women candidates for election to the office of Vice President, any Council Member who is a Surgical Fellow or Dental Fellow is eligible to stand for election as President or Vice President.

10.5. The normal term of office of:

(a) a President shall be three years; and

(b) a Vice President shall be two years if there are two Vice Presidents or three years if there are three;

but these periods may be exceeded as permitted in the Standing Rules. A casual vacancy in any of the said offices may be filled at any duly constituted meeting of the Council.

10.6. No President or Vice President may serve for more than one term of office.

10.7. For the avoidance of doubt, the Invited Council Members shall, subject to Ordinance 7.2, be eligible to nominate Council Members for election as President or Vice Presidents but shall not be eligible to stand for or be elected to either office.

10.8. An Officer's term of office automatically terminates if their term of office as a Trustee is terminated pursuant to Ordinance 3.3.

11. **Faculties**

11.1. The Faculty of Dental Surgery and any additional faculty established in accordance with Ordinance 11.2 shall each be governed by a Dean and a Board consisting of such persons elected or appointed in accordance with such procedures and on such terms as are specified in Standing Orders adopted by the relevant Faculty.

11.2. Subject to and in accordance with the Charter, the College may institute and establish such additional faculties in the College (forming administrative parts of either or both of the Commonalty of Surgeons or the Faculty of Dental Surgery) as the Trustees may think fit and determine and may combine with any other body in the establishment of a joint faculty in the College and such body.

11.3. The Boards of the Faculty of Dental Surgery and any additional faculty established in accordance with Ordinance 11.2 may make Standing Orders consistent with the law, the Charter, the Ordinances, the Regulations, the Standing Rules and any further rules or bye-laws made by the Trustees or the Council to govern all matters expressly directed or authorised to be regulated in Standing Orders and all other matters which the Boards may deem it useful or necessary to regulate in Standing Orders. No Standing Order may be made or amended without the prior Written approval of the Trustees.

12. General Meetings

12.1. The Trustees may determine that a general meeting may be held in person, by electronic means only or both in person and by electronic means. Where a general meeting is determined by the Trustees to be held by electronic means only or both in person and by electronic means, it is referred to in these Ordinances as an electronic meeting.

12.2. Voting Members are entitled to attend general meetings personally. General meetings are called by the Trustees on at least 21 Clear Days' Written notice specifying the place and hour of the general meeting and the business to be discussed and, in the case of an electronic meeting, shall contain the information specified in Ordinance 12.4.

12.3. Where a general meeting is determined by the Trustees to be an electronic meeting:

(a) Voting Members attending the general meeting by electronic means shall be counted in the quorum for, and be entitled to participate in, the general meeting;

(b) the general meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that Voting Members attending the meeting by all means (including electronic means) are able to participate in the business for which the meeting has been convened, to hear all persons who speak at the meeting and to be heard by all other Voting Members attending and participating in the general meeting;

(c) the general meeting need not be held in any particular place and may be held notwithstanding that any number of those Voting Members participating in the general meeting might not be together at the same place;

(d) any reference to a “place” at which a general meeting is to be held in these Ordinances shall include physical, electronic, digital or virtual locations, web addresses, conference call telephone numbers or a combination of them;

(e) votes shall be permitted and cast by electronic means (in such manner as may be determined by the Trustees) by a Voting Member who attends a meeting by electronic means;

(f) any reference to a vote on a "show of hands" in these Ordinances shall include any electronic means of voting and votes cast by that method shall be counted in determining the result of the show of hands;

(g) a Voting Member shall be present or in attendance at the general meeting if they are in the location notified for the purpose of being present or attending physically in person, or if they are participating by electronic means in the general meeting by the method set out in the notice calling the general meeting and any reference in these Ordinances to being “present” at, “attending” being present “in person” at or “personally” attending a general meeting shall, except where otherwise stated, include those Voting Members attending by electronic means; and

(h) any technical failure caused by any fault in the communication or information technology used at the general meeting and which prevents any Voting Member from participating in all or part of a general meeting by electronic means shall not invalidate the proceedings at that meeting provided that the Chair determines that, had the fault not occurred, the result of any vote at the meeting would not have been different.

12.4. If pursuant to Ordinance 12.1 the Trustees determine that a general meeting shall be held as an electronic meeting, the notice of the general meeting shall:

(a) include a statement to that effect;

(b) specify any location at which a Voting Member may attend the meeting physically in person (or that there is no location at which a Member may attend the meeting physically in person) and the electronic or other means by which the meeting will be held and the means by which a Voting Member may participate; and

(c) state the method by which it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

12.5. Where a general meeting is determined by the Trustees to be an electronic meeting the meeting shall be deemed to take place in the place where the Chair is physically located throughout the meeting.

12.6. There is a quorum at a general meeting if the number of Voting Members present in person is at least thirty (exclusive of Council Members and Trustees).

12.7. The President or (if the President is unable or unwilling to do so), a Vice President or (if the Vice Presidents are all unable or unwilling to do so) the senior Elected Trustee

present presides at a general meeting. The procedure for determining the relative seniority of Elected Trustees shall be prescribed by the Council in the Standing Rules. The Chair may with the consent of the general meeting and shall if so directed by the meeting adjourn the general meeting from time to time and from place to place.

12.8. The College must hold an AGM at least once in every fifteen month period which all Voting Members are entitled to attend.

12.9. At an AGM the Voting Members:

(a) receive the audited accounts of the College for the previous financial year;

(b) receive the Trustees' report on the College's activities since the previous AGM; and

(c) deal with any other business put before them.

12.10. Any general meeting which is not an AGM is an EGM.

12.11. An EGM may be called at any time by the Trustees.

12.12. An EGM may be called on a Written request to the Trustees from at least 3% of the Voting Members.

12.13. On receipt of a Written request made pursuant to Ordinance 12.12, the Trustees must call an EGM within 21 days and the EGM must be held not more than 28 days after the date of the notice calling the EGM.

12.14. Voting Members shall have the right to introduce motions for discussion at general meetings in accordance with the procedures specified by the Trustees in Regulations. The President shall determine what motions are in order and direct the arrangement of the agenda, save that the President shall be obliged to include in the agenda all motions introduced by the Voting Members concerning the matters specified in Ordinance 13.4.

13. **Voting at General Meetings**

13.1. A resolution at a general meeting shall be decided by a show of hands. There shall be no proxy voting.

13.2. Every Voting Member present at a general meeting shall have one vote on each issue.

13.3. Except where otherwise provided by law or in the Charter or Ordinances, every issue is decided by a simple majority of the votes cast.

13.4. With the exception of:

(a) the approval of changes to the Charter and Ordinances;

(b) the approval in the level of election and admission fees and annual subscriptions of the members; and

(c) the approval of a motion to remove a Council Member pursuant to Ordinance 6.13(g);

motions carried at a general meeting are only advisory to and shall not be binding on the Trustees or the Council.

14. **Termination of Membership**

14.1. Membership is terminated if the member concerned:

(a) is removed from the Medical Register by the General Medical Council under section 35D of the Medical Act 1983 or from the Dentists Register by the General Dental Council under section 27 of the Dentists Act 1984 as the case may be and the Council considers that the offence for which the member in question has been so removed is of such a nature as to render them unfit to remain as a member;

(b) is removed from membership by resolution of the Council on the ground that:

(i) in the Council's reasonable opinion the member has been guilty of disgraceful conduct in any professional respect and that it would be in the best interests of the College for the member's membership to be terminated;

(ii) the member has been convicted of a criminal offence and the Council considers that the offence for which the member in question has been so convicted is of such a nature as to render them unfit to remain as a member;

(iii) the member has obtained their Diploma or Licence by any fraud or false statement;

(iv) the member is more than six months in arrears in paying the relevant subscription or fee (if any) due to the College and any penalty fee or interest thereon, but in such a case the member may be reinstated by resolution of the Council on payment of the amount due;

(v) in the Council's reasonable opinion the member has violated any Ordinance, Regulation, Standing Rule, Standing Order or any of the rules or bye-laws made under them;

but in each case only after notifying the member In Writing and affording them reasonable opportunity to make either oral or Written representations on their own behalf;

(c) gives Written notice of resignation to the College; or

(d) dies.

14.2. On termination of membership:

(a) the member's Diploma or Licence shall be void and shall become the property of the College and be delivered to the College on demand; and

(b) the member shall forfeit the right to retain their Diploma or Licence and to use the designation they were previously entitled to use;

provided that if the member concerned is subsequently restored to the membership by resolution of the Council, the member shall notwithstanding the removal but subject to such conditions as the Council may in the particular case see fit to impose be restored to their rights and privileges as a member.

15. **Communication with Members**

15.1. The College may validly send or supply any document (including any notice) or information to a member:

(a) by delivering it by hand to the address notified by the member In Writing;

(b) by sending it by post or courier in an envelope (with postage or delivery paid) to the address notified by the member In Writing;

(c) by fax to a fax number notified by the member In Writing;

(d) by electronic mail to an email address notified by the member In Writing; or

(e) by means of a website the address of which has been notified to the member In Writing;

in accordance with this Ordinance 15.

15.2. The College may send a document or information to a member via a website if the member concerned has not responded within 28 days of the College sending them a request asking them to agree to the College communicating with them in that manner, provided that:

(a) the request stated clearly what the effect of failure to respond would be;

(b) when the request is sent to the member, at least 12 months have passed since the College last requested the member to agree to receive the same or a similar type of document or information via a website;

(c) the document or information concerned is made available in a form which enables the recipient to read it and retain a copy of it; and

(d) the College complies with the requirements of Ordinances 15.3 and 15.4.

15.3. When sending information or a document via a website, the College must notify each intended recipient of:

(a) the presence of the document or information on the website;

(b) the address of the website;

(c) the place on the website where it may be accessed; and

(d) how to access the document or information.

15.4. Where information or a document is sent to members via a website in accordance with this Ordinance, the document or information must remain on the website:

(a) in the case of notice of a general meeting, until after the general meeting has ended; and

(b) in all other cases, for 28 days beginning with the date on which the College sent notification pursuant to Ordinance 15.3.

15.5. Any notice given in accordance with these Ordinances is to be treated for all purposes as having been received:

(a) 24 hours after being sent by electronic mail or fax or delivered by hand to the relevant address;

(b) two Clear Days after being sent by first class post to the relevant address;

(c) three Clear Days after being sent by second class or overseas post to the relevant address;

(d) on the date on which the notice was posted on a website (or, if later, the date on which the member was notified of the posting on the website in accordance with Ordinance 15.3);

(e) on being handed to the member personally; or if earlier

(f) as soon as the member acknowledges actual receipt.

15.6. A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

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

(a) by post to the College's Principal Office or to any other address specified by the College for such purposes; or

(b) to any fax number or email address provided by the College for such purposes.

16. **Fees & Subscriptions**

16.1. The fees and annual subscriptions payable by the members shall be determined from time to time by the Trustees, subject to the approval of the Voting Members in general meeting.

16.2. The Trustees may decide to waive all or part of the fee and/or annual subscription payable by a member or group of members on the grounds of financial hardship or such other cause or reason as they deem to be sufficient.

17. **Accounts**

The Trustees shall cause proper books of account to be kept with respect to the receipts and expenditure of the College and of its assets and liabilities. Once at least in every year the accounts of the College shall be examined and their correctness ascertained by one or more auditors being a person or persons who, if the College were a company formed and registered under the Companies Act 2006, would be qualified for appointment as its auditor.

18. **Investment Powers**

For the avoidance of doubt, the College has the following powers:

18.1. to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act);

18.2. to deposit or invest funds in any manner (but to invest only after obtaining advice from a **Financial Expert**, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investments and the need for diversification);

18.3. to delegate the management of investments to a Financial Expert, but only on terms that:

(a) require the Financial Expert to comply with any investment policy (and any revision of that policy) set down In Writing for the Financial Expert by the Trustees;

(b) require the Financial Expert to report every transaction to the Trustees;

(c) require the Financial Expert to review the performance of the investments with the Trustees regularly;

(d) entitle the Trustees to cancel the delegation arrangement at any time;

(e) require the investment policy and the delegation arrangement to be reviewed with the Trustees at least once in every year;

(f) require all payments to the Financial Expert to be on a scale or at a level which is agreed in advance and to be notified promptly to the Trustees on receipt;

(g) prohibit the Financial Expert from doing anything outside the powers of the Trustees;

18.4. to arrange for investments or other property of the College to be held in the name of a nominee (being a corporate body controlled by the Trustees or by a Financial Expert acting under the instructions of the Trustees) and to pay any reasonable fee required.

19. **Common Seal**

19.1. The Common Seal of the College shall consist of the Armorial Bearings, Crest, Supporters and Motto of the College as registered in Her Majesty's College of Arms. The Seal shall not be affixed to any instrument unless it is witnessed by the signature of the President or one of the Vice Presidents (or in their absence by one of the Elected Trustees).

19.2. The College may maintain a separate Seal for use in connection with the Faculty of Dental Surgery consisting of such Armorial Bearings and other devices as may be made available for the separate use of the Faculty of Dental Surgery. Any separate Seal maintained under this Ordinance shall not be affixed to any instrument unless it is witnessed by the signature of the Dean or Vice Dean of the Faculty for which the Seal is maintained.

20. **Amendment of Ordinances**

Subject to and in accordance with the Charter, these Ordinances may be altered, added to or revoked by a resolution passed by a majority of not less than two-thirds of the Trustees and subsequently ratified by a simple majority of the Voting Members present, whether voting or not, at a duly constituted general meeting.

21. **Interpretation**

21.1. In the Ordinances:

Active Practice	has the meaning set out in the Standing Rules;
AGM	means an annual general meeting of the College;
Approved Procedure	for the purposes of Ordinances 6.8 and 6.13(e), an Approved Procedure for the appointment and removal of an SSA Council Member is a transparent and democratic procedure that has been determined by their appointing SSA and approved by the Council In Writing;
Authenticated Document	means a document sent (a) by hard copy that is signed by the person sending it, or (b) electronically in which the identity of

	the sender is confirmed in a manner specified by the College (or where no such manner has been specified, which contains or is accompanied by a statement of the identity of the sender and the College has no reason to doubt the truth of that statement);
Chair	means the person presiding at a general meeting;
Charities Act	means the Charities Act 2011;
Charter	means the Royal Charter of Incorporation granted to the College in 1800 as amended by Supplemental Charters;
Charity Trustee	has the meaning prescribed by section 177 of the Charities Act;
Chief Executive	means the Chief Executive of the College;
Clear Days	means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect;
College	means The Royal College of Surgeons of England (charity no 212808);
College Year	means the twelve month period designated from time to time by the Trustees as the College Year;
Council	means the Council of the College;
Council Members	means the members of the Council;
Dental Council Member	means a Council Member Appointed pursuant to Ordinance 6.7;
Dental Specialty	means a field of dentistry recognised as a dental specialty in regulations made by the General Dental Council pursuant to section 26(3) of the Dentists Act 1984;
Deputy Invited Council Member	has the meaning given in the Standing Rules;
Early Years Consultant / Specialist Grade Doctor	means an individual appointed as either a consultant or a specialty and associate specialist doctor under a permanent contract with the NHS within the period of 5 years preceding the date of their appointment as a Council Member;
EGM	means an extraordinary general meeting of the College;
Elected Trustee	means a Trustee elected in accordance with Ordinance 3.6;

electronic means	means any means which use or is facilitated by electronic or similar communication or information technology (and includes, without limitation, telephone conferencing, video conferencing, live webcasting or live interactive streaming);
electronic meeting	has the meaning given in Ordinance 12.1;
FDS Dean	means the Dean from time to time of the Faculty of Dental Surgery;
Financial Expert	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000;
Invited Council Member	means an Invited Council Member Appointed in accordance with Ordinance 7;
Lay Trustee	means a Trustee appointed in accordance with Ordinance 3.10;
Material Benefit	means a benefit which may or may not be financial but which has a monetary value;
Member and membership	refer to Voting Membership and Non-Voting Membership of the College;
Non-Voting Member and Non-Voting Membership	refer to non-voting membership of the College;
Month	means calendar month;
NHS	means the National Health Services of the United Kingdom;
Officers	means the persons listed in Ordinance 10.1;
Ordinances	means these Ordinances, including the Appendix;
Person Connected To A Trustee	means (a) a child, parent grandchild, grandparent, brother or sister of a Trustee; (b) the spouse or civil partner of a Trustee or anyone falling within paragraph (a); (c) a person carrying on business in partnership with a Trustee or with any person falling within paragraph (a) or (b); (d) an institution which is controlled by a Trustee or by any person falling within paragraphs (a) (b) or (c) (or which is controlled by any two or more such persons when taken together); (e) a body corporate in which a Trustee or any person within paragraphs (a) to (c) has a substantial interest

	(or in which two or more such persons, taken together, have a substantial interest);
President	means the President of the College;
President-elect	means the President-elect of the College;
Principal Office	means 35–43 Lincoln's Inn Fields, London WC2A 3PE or such other address designated by the Trustees as the Principal Office of the College;
Recognised Specialty	means a specialty which the Privy Council has designated as a recognised specialty within the United Kingdom by order under section 34D(3) of the Medical Act 1983;
Regulations	means the regulations made by the Trustees pursuant to Ordinance 5.2(d) and any rules or bye-laws made under them;
Standing Orders	means the standing orders made by the Faculty of Dental Surgery or any additional faculty instituted in accordance with Ordinance 11.2 pursuant to Ordinance 11.3 and any rules or bye- laws made under them;
Standing Rules	means the rules made by the Council pursuant to Ordinance 9.2 and any rules or bye-laws made under them;
SSA	means a Surgical Specialty Association recognised by the Council from time to time pursuant to Ordinance 9.3;
SSA Council Member	means a Council Member nominated by an SSA and appointed in accordance with Ordinance 6.8;
Surgical Council Member	means a Council Member who is a Surgical Fellow or Surgical Member appointed in accordance with Ordinance 6.6;
Trustee	means a Charity Trustee of the College and Trustees means all of the Charity Trustees;
Vice President	means a Vice President of the College and Vice Presidents means all of the Vice Presidents;
Vice President-elect	means a Vice President-elect of the College and Vice Presidents-elect means all of the Vice Presidents-elect;
Voting Member and Voting Membership	refer to voting membership of the College;

Written or In Writing refers to a legible document on paper or a document which can be printed onto paper including a fax message or electronic mail;

Year means a twelve month period.

21.2. Words and phrases defined in the Charter shall have the same meanings in the Ordinances.

21.3. References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

21.4. References to one gender shall include any other gender.

21.5. For the avoidance of doubt, the hierarchy of the College's constitutional documents is as follows:

(a) the Charter;

(b) the Ordinances;

(c) the Regulations;

(d) the Standing Rules; and

(e) the Standing Orders.

In the event of a conflict, the terms of the superior document shall prevail.

The Appendix

1. **Classes of Voting Membership**

This Appendix sets out the qualifications for admission to each class of Voting Membership and the designations that Voting Members in each class are entitled to use.

2. **Surgical Fellows**

2.1. By examination:

A person shall be entitled to be admitted as a Surgical Fellow if they have:

(a) passed the appropriate examination for Surgical Fellowship; and

(b) complied with such conditions as may be prescribed by the Council.

2.2. By election without examination:

Persons who are medically or dentally qualified may be elected as Surgical Fellows by a simple majority of the Council without examination in recognition of outstanding professional service to the College or the surgical profession.

2.3. By admission ad eundem:

Qualified persons may be admitted as Surgical Fellows ad eundem provided that the Council is satisfied that their standard of training is equivalent to the length and type of professional study required for the examination for Surgical Fellowship of the College (subject to compliance with any further conditions prescribed by the Council).

2.4. All persons admitted as Surgical Fellows pursuant to paragraphs 2.1, 2.2 or 2.3 shall be entitled to use the designation "FRCS England".

3. **Surgical Members**

3.1. By examination:

A person shall be entitled to be admitted as a Surgical Member if they have:

(a) prior to 30 March 1992 passed the examination, received the Diploma and otherwise complied with the requirements prescribed in bye-laws for admission to the College granted jointly with the License of the Royal College of Physicians; and

(b) on or following 30 March 1992 passed the appropriate examination for Surgical Membership and complied with such conditions as may be prescribed by the Council for this purpose.

3.2. By admission ad eundem:

A medically qualified practitioner may be admitted as a Surgical Member ad eundem provided that the Council is satisfied that any diploma that they have received from another institution, or their standard of training, is equivalent to that required for Surgical Membership by examination of the College (subject to compliance with any further conditions prescribed by the Council).

3.3. All persons admitted as Surgical Members pursuant to paragraphs 3.1 or 3.2 shall be entitled to use the designation "MRCS England".

4. **Dental Fellows**

4.1. By examination:

A person shall be entitled to be admitted as a Dental Fellow if they have:

(a) passed the appropriate examination for Dental Fellowship; and

(b) complied with such conditions as may be prescribed by the Council and the Board of the Faculty of Dental Surgery.

4.2. By assessment:

Persons who have been medically or dentally qualified for no less than ten years and who have been admitted as Dental Members shall be entitled to be admitted as Dental Fellows if they have:

(a) passed the appropriate assessment for Dental Fellowship; and

(b) complied with such conditions as may be prescribed by the Council and the Board of the Faculty of Dental Surgery.

4.3. By election without examination:

Persons who have been medically or dentally qualified for twenty years (or such lesser period as the Board of the Faculty of Dental Surgery may in any particular case determine) may be elected by the Board of the Faculty of Dental Surgery as Dental Fellows without examination provided that the number of such Dental Fellows elected in any year shall not exceed ten.

4.4. By admission ad eundem:

Qualified persons may be admitted as Dental Fellows ad eundem. For this purpose a qualified person is a person who has satisfied the Board of the Faculty of Dental Surgery that their standard of training is equivalent to the length and type of professional study required for the examination for Dental Fellowship of the College (subject to compliance with any conditions prescribed by the Council and the Board of the Faculty of Dental Surgery).

4.5. All persons admitted as Dental Fellows pursuant to paragraphs 4.1, 4.2, 4.3 or 4.4 shall be entitled to use the designation "FDSRCS England" or "FDS (Specialty) RCSEng"

(with the word "Specialty" being replaced with the name of the **Dental Specialty** of the relevant Dental Fellow).

5. **Dental Members**

5.1. By examination:

Dental Members shall include all persons who are granted either dental membership or specialist membership of the Faculty of Dental Surgery by the Board of the Faculty of Dental Surgery having passed the appropriate dental or specialist dental examination and complied with such conditions as may be prescribed in bye-laws applicable to the Faculty of Dental Surgery for this purpose.

5.2. By admission ad eundem:

A dentally qualified practitioner may be admitted as a Dental Member ad eundem provided that the Board of the Faculty of Dental Surgery is satisfied that any diploma they have received from another institution, or their standard of training is equivalent to that required for Dental Membership by examination (subject to compliance with any conditions prescribed by the Council and the Board of the Faculty of Dental Surgery).

5.3. All persons admitted as Dental Members pursuant to paragraphs 5.1 or 5.2 shall be entitled to use the designation "MFDS RCS England" or "MJDF (FDS) RCS England" or "M (Specialty) RCSEng" (with the word "Specialty" being replaced with the name of the Dental Specialty of the relevant Dental Member).

5.4. Invited Members

According to a prescribed list that is approved by the Council and reviewed from time to time.