



# Charter

February 2023

## **1 FOREWORD**

On 16 March 1992, Her Majesty Queen Elizabeth II granted a Charter to the College, conferring the rights to use the title 'Royal'. Thus, from being first the Faculty and then the College of Anaesthetists of the Royal College of Surgeons of England, the College achieved full independence as the Royal College of Anaesthetists. This is the body responsible for ensuring the highest quality of anaesthetic practice in the United Kingdom.

The Charter itself sets out the aims and powers of the Royal College of Anaesthetists and establishes its basic constitution. The Ordinances, which are scheduled to the Charter, lay down more detailed rules governing the way in which the College functions and runs its activities. Matters of even greater detail, relating to all aspects of the administration of the College and its procedures, and to requirements in respect of training and examinations, are set out in various Regulations, made by the Trustees. These are published separately.

The Charter prescribes the machinery for making amendments of the Charter and Ordinances. Amendments require the approval, in the case of the Charter, of the King in Council, and in the case of the Ordinances of the Lords of the Council. In the Ordinances of the Charter the designatory letters which Ordinance 2.6 permitted Fellows to use after their names were 'FRCAnaes'. In accordance with the requirements of the Charter, at an Extraordinary General Meeting of the College held on 1 May 1992, it was resolved that the letters 'FRCA' should be substituted for those originally permitted. This amendment was approved by the Privy Council on 22 October 1992 and the version of the Ordinances printed in this booklet incorporates this amendment.

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS by their Humble Petition presented unto Us in Our Council The Royal College of Surgeons of England have most humbly prayed that We would be graciously pleased to grant a Charter of Incorporation to the College of Anaesthetists (hitherto one constituent part of the Royal College of Surgeons of England) and that the College of Anaesthetists now be recognised as a separate Body Politic and Corporate:

AND WHEREAS The College of Anaesthetists by their Humble Petition have prayed that if We are pleased to grant the aforementioned Petition We should also be pleased to permit the use of the title Royal:

NOW THEREFORE KNOW YE that We, having taken the said Petitions into Our Royal Consideration, and being minded to accede thereto of Our Especial grace, certain knowledge and mere motion have been pleased to grant and declare and do by these Presents, for Us, Our Heirs and Successors grant and declare that:

- (1) All present members of the College of Anaesthetists of the Royal College of Surgeons of England who so elect and all persons who shall pursuant to this Our Charter and the Ordinances become members of the College hereby constituted are hereby created and henceforth forever shall be one Body Politic and Corporate by the name of 'The Royal College of Anaesthetists' and by the same name shall have perpetual succession and a Common Seal with power to order vary break and make anew the said Seal at their discretion, and by the same name may sue and be sued in all Our Courts in all manner of actions and proceedings, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.
- (2) In this Our Charter:
  - 'anaesthesia' means the art, science and practice of anaesthesia, including in the related subjects of perioperative medicine, critical care and pain medicine;
  - 'benefit' means a benefit, whether direct or indirect, which may or may not be financial but which has a monetary value;
  - 'the Charities Act' means the Charities Act 2011 or any amendment or statutory re-enactment of that Act;
  - 'the College' means the Royal College of Anaesthetists;
  - 'the Council', save where the context otherwise requires, means the body of the College with delegated responsibility from the Board of Trustees focused on the practice of anaesthesia as a profession, which includes the professional, clinical and educational functions of the College;
  - 'member' means a person who has been admitted to a category of membership of the College as set out in Article 5 of this Our Charter;
  - 'the Ordinances' means the Ordinances set out in the Schedule to this Our Charter as amended from time to time as provided below;
  - 'the President' shall mean the President for the time being of the College elected in accordance with the Ordinances;
  - 'Trustee(s)' means the charity trustees of the College who have full legal responsibility for the general control, government and management of the administration of the College, its property, and affairs, collectively the 'Board of Trustees'; and

- 'the Vice-Presidents' shall mean the Vice-Presidents for the time being of the College elected in accordance with the Ordinances.

Except where the context otherwise requires the singular includes the plural and vice-versa, and the plural includes all or any.

(3) (1) The objects for which the College is incorporated shall be to:

- a** advance promote and carry on study and research into anaesthesia and related subjects and to disseminate the useful results of any such research;
- b** educate medical and other appropriately qualified healthcare practitioners to maintain the highest possible standards of professional competence in the practice of anaesthesia for the protection and benefit of the public;
- c** further instruction and training in anaesthesia both in the United Kingdom and overseas; and
- d** educate the general public in all matters relating to anaesthesia.

(2) For the purpose of attaining the aforesaid objects the College shall have power to do any lawful thing and, without prejudice to the generality of the foregoing, shall have power:

- a** to conduct examinations and award Certificates and Diplomas in anaesthesia and related subjects, provide, establish and maintain offices, examination halls, lecture rooms, libraries and museums, with all requisite equipment, establish lectureships in anaesthesia and related subjects and award prizes and scholarships: Provided that no Certificate, Diploma or other like award issued by the College are contained in any statement expressing or implying that it is granted by or under the authority of any department or authority of Our Government;
- b** to maintain a Register of members;
- c** to disseminate information on all matters affecting anaesthesia and related subjects, and establish, print, publish, issue and circulate such papers, results of study and research, journals, magazines, books, periodicals and publications and hold such meetings, conferences, congresses, seminars and instructional courses as shall be necessary to attain the objects or in any way be beneficial to the work of the College;
- d** to acquire, own, construct, provide, maintain, manage, repair and dispose of any real or other property subject to the restrictions, if any, imposed by the Charities Act;
- e** to solicit, receive, accept and administer donations, grants, endowments, gifts, legacies and loans of any property whatsoever and whether subject to any trusts or conditions or not;
- f** to invest any monies in the hands of the College and available for investment in accordance with the Ordinances;
- g** to borrow and raise money in any manner subject to the taking of professional financial advice and the restrictions if any imposed by the Charities Act;
- h** to pay, apply or use any monies or assets of the College for any charitable purposes which in the opinion of the Trustees may tend to promote all or any of the objects of the College and either to do so directly or to pay or transfer any such money or assets to some other trust or person (whether an individual or corporation) to be applied in the above manner; and
- i** to set standards for the provision of high-quality anaesthetic services for the benefit of patients.

- (4) (1) The income and property of the College shall be applied solely towards the promotion of the objects, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the College, provided that nothing herein shall prevent a member, who is not a Trustee, receiving:
- a** a benefit as a beneficiary of the College; or
  - b** reasonable and proper remuneration for any goods or services supplied to the College.
- (2) Subject to paragraph (4)(3) below, no Trustee (or any connected person whose remuneration might result in the Trustee obtaining a benefit) may:
- a** be employed by or receive any remuneration from the College except that they shall be entitled to receive awards of grants or prizes from the College;
  - b** buy or receive any goods or services from the College on terms preferential to those applicable to members of the public;
  - c** sell goods, services or any interest in land to the College; or
  - d** receive any other financial benefit from the College.
- (3) A Trustee may:
- a** receive a benefit as a beneficiary of the College;
  - b** participate in the normal trading and fundraising activities of the College on the same terms as members of the public;
  - c** receive reimbursement of reasonable out-of-pocket expenses incurred when acting on behalf of the College;
  - d** benefit from trustee indemnity insurance cover purchased at the College's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
  - e** receive interest at a reasonable and proper rate on money lent to the College;
  - f** enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the College where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011;
  - g** subject to Article (4)(4) below, receive payment for the supply of goods that are not supplied in connection with services provided to the College; and
  - h** receive rent for premises let by the Trustee to the College, provided that the amount of rent is reasonable and proper.
- (4) Any Trustee (or any connected person whose remuneration might result in the Trustee obtaining a benefit) may enter into a contract with the College to supply goods in return for a payment or other benefit if each of the following conditions is satisfied:
- a** the amount of payment for the goods is set out in a written agreement between the College and the Trustee or connected person supplying the goods ("the supplier");
  - b** the amount of payment does not exceed what is reasonable in the circumstances for the supply of the goods in question;
  - c** the other Trustees are satisfied that it is in the best interests of the College to contract with the supplier rather than with someone who is not a Trustee or connected person;

- d** the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier with regard to the supply of goods to the College;
  - e** the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
  - f** the reason for their decision is recorded by the Trustees in the minute book; and
  - g** a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by Article (4)(3).
- (5) There shall be the following classes of members of the College, namely:
- i** Fellows of the College;
  - ii** Members of the College; and
  - iii** Such other classes of membership as the Ordinances of the College for the time being in force may prescribe.
- (6) The qualifications for admission to each class of membership and the rights, privileges and obligations (including the payment of fees and subscriptions) of the members thereof and all matters relating to disqualification for, and resignation or expulsion from, such membership shall be regulated by and in accordance with the Ordinances and Regulations.
- (7) There shall be a President and at least two Vice-Presidents of the College and the qualifications for, and tenure of, those offices and method of election shall be regulated by the Ordinances and Regulations.
- (8) There shall be a Board of Trustees and Council of the College and, subject to the provisions of this Our Charter, the Board of Trustees shall exercise all the powers of the College as described in the Ordinances and Regulations, save to the extent that this Our Charter and the Ordinances otherwise provide.
- (9) Subject to the provisions of this Our Charter, the constitution of the Board of Trustees and the Council, their powers and duties, the manner of appointment or election and period of office of their members, the manner of filling vacancies in their membership, the conduct of their meetings and affairs and all other matters relating to the Board of Trustees and the Council shall be as prescribed by or under the Ordinances and Regulations.
- (10) The College may institute, establish and close such faculties in the College (forming administrative parts of the College) as the Board of Trustees may think fit and determine and may combine and cooperate with any other body in the establishment of a joint faculty of the College and such other body.
- (11) The Board of Trustees shall have the custody and sole use of the Common Seal of the College and arrangements for its safe keeping and manner of authentication shall be as regulated by the Ordinances.
- (12) The Ordinances shall regulate and prescribe all matters and affairs of the College by this Our Charter directed or authorised to be regulated by the Ordinances and all other matters which consistently with this Our Charter the Board of Trustees may deem useful or necessary to regulate by Ordinances. Any of the Ordinances may from time to time be revoked, amended or added to by resolution passed by a majority of not less than two-thirds of the members present, eligible to vote and voting either in person or by proxy at a General Meeting of the College or at an Extraordinary General Meeting specially convened for that purpose, provided that no new Ordinances and no such revocation, amendments or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or shall take effect until the same shall have been approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

- (13) The College may revoke, amend or add to any of the provisions of this Our Charter by resolution passed by a majority of not less than two-thirds of the members present, eligible to vote and voting either in person or by proxy at a General Meeting or at an Extraordinary General Meeting duly convened for that purpose and any such revocation, amendment or addition shall when approved by us, Our Heirs or Successors in Council become effectual so that this our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as altered, amended, or added to in the above matter, provided that no such revocation, amendment or addition shall be made which shall cause the College to cease to be a charity in law.
- (14) It shall be lawful for the College at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the College in such manner as shall be directed by such Extraordinary General Meeting or in default of such direction as the Board of Trustees shall think expedient having due regard to the liabilities of the College for the time being. If upon the winding up or dissolution of the College there remains after the satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid or distributed amongst the members of the College or any of them but shall, subject to any special trusts affecting it, be given and transferred to some other charitable institution or institutions having objects similar to the objects of the College to be determined by the College in General Meeting at or before the time of dissolution.
- (15) Lastly, We do hereby for Us, our Heirs and Successors grant that these Our Letters shall be in all things good, firm, valid, sufficient and effectual in law notwithstanding any omission, imperfection, defect, matter, cause or thing whatsoever to the contrary thereof in these Our Letters contained and shall be taken, construed and adjudged in the most favourable and beneficial sense and to the best advantage of and for the College as well in Our Courts of Record as elsewhere any recital, mis-recital, uncertainty or imperfection whatsoever notwithstanding.

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

WITNESS Ourselves at Westminster the sixteenth day of March in the Forty-first year of Our Reign.

LEGG

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

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