

Revised: March 2023

**FACULTY OF SPORT AND EXERCISE MEDICINE UK**

**STANDING ORDERS**

1a Hill Square  
Edinburgh  
EH8 9DR

Registered Charity No SC052221

# 1 FUNCTION, PURPOSE AND POWERS

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## FUNCTION

- 1.1.1 The Faculty of Sport and Exercise Medicine UK, an independent charity, and a joint faculty of Royal College of Physicians of London (hereafter called “RCP”) and the Royal College of Surgeons of Edinburgh (hereafter called “RCSEd”). The Faculty’s aim is to improve the health of the nation through the advancement of medical knowledge and care. The business of the Faculty shall be managed as provided in these Standing Orders, by its Council, under the Scottish charity number SC052221.

## PURPOSE

- 1.2 The organisation’s purposes are the advancement of education, the advancement of health, and the advancement of science, through education standard setting, training, development, and promotion of the fields of sport, exercise and musculoskeletal medicine aimed at improving the health of people and populations.

## POWERS

- 1.3 For the purpose of achieving its objects the Faculty has the following powers:
- 1.3.1 To set professional standards for admission to membership of the Faculty (see paragraph 2.1).
- 1.3.2 To promote training and research in Sport and Exercise Medicine for the public benefit.
- 1.3.3 To conduct examinations and award certificates and diplomas.
- 1.3.4 To establish lectures in Sport and Exercise Medicine and award prizes and scholarships.

- 1.3.5 To disseminate, in any appropriate way, information on matters affecting Sport and Exercise Medicine.
- 1.3.6 To hold such meetings and courses as may be desirable in order to promote the work of the Faculty.
- 1.3.7 To advise on matters affecting Sport and Exercise Medicine.
- 1.3.8 To represent the specialty of Sport and Exercise Medicine on appropriate councils and committees.
- 1.3.9 To secure and maintain recognition as the body responsible for professional standards in Sport and Exercise Medicine under any scheme or schemes for specialist registration and/or certification (provided always that any benefit obtained by membership of the Faculty as a result of such recognition should be incidental to the achievement of the charitable objects of the Faculty).
- 1.3.10 To provide a forum for registered medical practitioners working in Sport and Exercise Medicine who are not eligible for membership of the Faculty.
- 1.3.11 To liaise with other bodies concerned with Sport and Exercise Medicine.
- 1.3.12 To promote international communication in the field of Sport and Exercise Medicine.
- 1.3.13 To undertake, raise and execute any steps necessary to accumulate income in line with the Faculty's objects.
- 1.3.14 Subject to such consents as may be required by law, to operate bank accounts, buy and sell land, take leases, enter contracts, employ staff or agents, effect insurance policies, provide pensions and generally conduct the affairs of the Faculty.

## STRUCTURE

- 1.4 The Faculty is governed in its constitutional arrangements by its Standing Orders, which determine the powers of the Faculty's officers and Council. The Faculty was registered as a Scottish Charitable Incorporated Organisation (SCIO) by The Office of the Scottish Charity on 4th January 2023. This status imposes responsibilities for governance of the Faculty as a charity, the charity trustees have certain legal duties under the Scottish Charities Act; for example, the board is responsible for monitoring and controlling the financial position of the organisation. The day-to-day business of the Faculty shall be conducted by the Faculty's members of staff, Council, Committees of the Council and Officers of the Faculty in accordance with these Standing Orders. The Council shall report to the of the Faculty and the Committees of the Council and the Officers of the Faculty shall report to the Council and, through the Council, to the Board.

## 2 THE MEMBERSHIP

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### CATEGORIES OF MEMBERSHIP

- 2.1 There are six categories of membership of the Faculty, namely Members, Fellows, Honorary Fellows, Diplomate Members, Exercise Professional Members, and Associate Members.

### MEMBERSHIP

- 2.2 Persons who fulfil the following requirements may apply to the faculty for Membership:

- 2.2.1 Medically qualified practitioners who satisfy the examiners in an examination set in accordance with the Membership examination regulations as determined from time to time by the Examinations Committee and who have also successfully completed Basic Specialist Training may be elected as Members. Each doctor on election to Membership shall be entitled to a Diploma of Membership of the Faculty post-nominal, and unless the Member's name is removed from the list by Council under Standing order 2.11, the Member is not in good standing as defined in Standing Order 2.10 or has resigned as a Member. The practitioners may be described as a Member of the Faculty of Sport and Exercise Medicine and use the designation MFSEM(UK).

### FELLOWSHIP

- 2.3 Persons who fulfil the following requirements may apply to the faculty for Fellowship:

- 2.3.1 Medically qualified practitioners who have completed the training programme and obtained a Certificate of Completion of Training (or its

successor if this is changed) or are on the Specialist Register in Sport and Exercise Medicine may be elected as Fellows. Each doctor on ratification to the Faculty shall be entitled to a Diploma of Fellowship under the seal of the College and, unless the Fellow's name is removed from the list by the Council under Standing Order 2.11, the Fellow is not in good standing as defined in Standing Order 2.10 or has resigned as a Fellow, may be described as a Fellow of the Faculty of Sport and Exercise Medicine and use the designation (FFSEM (UK)).

## HONORARY FELLOWSHIP

- 2.4 The Council may elect, without examination, persons of eminence who have rendered exceptional services to the science, practice or development of Sport and Exercise Medicine. Honorary Fellows need not be medically qualified. Honorary Fellows who were previously Members or Fellows of the Faculty will retain their right to speak and/or vote at General Meetings of the Faculty and the right to participate in the electoral process for Officers and Council Members. Honorary Fellows may use the designation is (Hon. FFSEM (UK)).

## DIPLOMATE MEMBERSHIP

- 2.5 Persons who fulfil the following requirements may apply the Faculty for Diplomat Membership:
- 2.5.1 Doctors and Allied Health Professionals that pass the Faculty Diploma in Musculoskeletal Medicine examination and wish to become a Diplomat member. Those in this category may be granted the use of the postnominals DFSEM (UK) if they are in Good Standing. (please refer section 2.10 for the definition of being in Good Standing)

## EXERCISE PROFESSIONAL MEMBERSHIP

- 2.6 The Faculty may admit health care professionals that are active in the field of exercise rehabilitation provided they have attained qualifications that are approved by Council. Within the Faculty these shall be known as 'Exercise Professionals' and if there are ten or more members in this category then they will be entitled to a representative on Council.

## ASSOCIATE MEMBERSHIP

- 2.7 Association with the Faculty is open to those who:
- 2.7.1 Are medically qualified and are working in Sport and Exercise Medicine, either full-time or part-time
  - 2.7.2 Are working in a field that the Council determines is closely allied to Sport and Exercise Medicine. The individual need not be medically qualified

Those who associate may not use their association as a designator.

## VOTING AND OTHER RIGHTS

- 2.8 The following outlines the voting and other rights of members:
- 2.8.1 All members of the Faculty and those affiliating with the Faculty are entitled to receive the papers referring to General Meetings of the Faculty (SO 8). They are also entitled to attend such meetings and to put forward written questions for reply.
  - 2.8.2 Honorary Fellows and those affiliating with the Faculty have no rights to speak or vote at General Meetings of the Faculty; neither do they have

the right to participate in the electoral process for Officers and Council members or the nomination process for Fellowship. The exception to this is that Honorary Fellows who were previously Members or Fellows of the Faculty will retain their right to speak and/or vote at General Meetings of the Faculty and the right to participate in the electoral process for Officers and Council Members, as outlined in Standing Orders 2.4.

2.8.3 Only Members, Fellows and Diplomate Members of the Faculty who are in good standing shall be entitled to vote at General Meetings of the Faculty, or to vote or otherwise participate in any elections provided for in these Standing Orders, as also outlined in Standing Order 8.10.

2.8.4 No candidate shall canvass for votes directly or indirectly for Membership, Fellowship or any office, distinction, advancement or promotion in the Faculty except as may be expressly permitted by the Council of the Faculty.

#### DECLARATION OF FAITH

2.9 Each person shall sign a copy of the following declaration before admission to membership of the Faculty:

“I hereby faithfully promise to abide by the Professional Code, Standing Orders and Relevant Regulations of the Faculty of Sport and Exercise Medicine UK as they apply to Members of the Faculty of Sport and Exercise Medicine UK.”

#### GOOD STANDING

2.10 All members of the Faculty are expected to:

2.10.1 Duly pay all fees and subscriptions due from them to the Faculty, sign a declaration as required by Standing Order 2.9 and comply with the



minimum requirements of the Faculty's or other appropriate continuing professional development scheme.

2.10.2 Conduct themselves personally and professionally with integrity and honesty. Please refer to section 2.11.

## MISCONDUCT AND DISCIPLINARY PROCESS

2.11 The following sections below outlines definitions of misconduct and the Faculty's disciplinary procedures.

2.11.1 If it shall at any time become known to the Council that any Fellow, Member or one of those affiliating with the Faculty has gained admission to, or affiliated with the Faculty by fraud, false statement or imposition, or has acted in any respect in a dishonourable or unprofessional manner, or has violated any Standing Order or regulation of the Faculty, the Council may determine that the person's name shall be removed from the list of Fellows, Members or those affiliating with the Faculty for such limited time or altogether as it shall determine. The Council will establish a procedure for disciplinary processes and appeals procedures.

2.11.2 Members/Fellows of the Faculty who are erased or suspended from the Medical Register of the General Medical Council (or equivalent non-UK registration body) will immediately have their membership of the Faculty suspended and formally removed upon erasure.

2.12 Any Fellow or Member or one awaiting election who:

2.12.1 has been disciplined by the General Medical Council in the United Kingdom or the equivalent Registering Body elsewhere by way of reprimand, suspension or erasure or has failed to comply with any condition or qualification imposed by the registering body under their performance review procedures or

2.12.2 is alleged to have committed an act or acts of personal or professional misconduct

may be summoned to attend a disciplinary hearing convened in the name of the Council.

On the conclusion of the disciplinary hearing and of any subsequent appeal, the Council may censure or suspend the Fellow or Member as they see fit and may either revoke their Fellowship or Membership or deny their said election.

## REGISTER OF MEMBERS

- 2.13 A register of members of the Faculty, their addresses and other relevant details will be maintained by the Faculty. Addresses and other details in this register will be used for matters pertaining to the work of the Faculty, in accordance with its registration under the General Data Protection Regulation 2018 as modified or re-enacted from time to time.

Every official letter or notice which shall be sent by an appointed Officer, to any Fellow or Member, addressed to them by name, at the given address as entered on the Faculty register, shall be considered to have been received and that person shall be deemed to have sufficient notice of the contents of such letter or notice, and shall be bound thereby.

## RESIGNATION

- 2.14 A member may at any time resign by notification to the Honorary Secretary.

## 2 OFFICERS OF THE FACULTY

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### THE OFFICERS

- 3.1 The Officers of the Faculty shall be the President, two Vice-Presidents, the Honorary Secretary and the Honorary Treasurer. The Officers collectively or individually as appropriate have delegated authority to deal with business of the Faculty between meetings of the Council and shall report such actions to the Council. No new office shall be established unless it has been recommended by the Council and approved by a resolution duly passed at a General Meeting of the Faculty.

### RETURNING OFFICER

- 3.2 Before any election a returning officer shall be appointed by the Council to supervise the election. The returning officer need not be an Officer.

For all elections, nominations shall be reported to the Council, which will have the right to add names of eligible candidates to the ballot paper.

### ELECTION OF PRESIDENT

- 3.3 The President shall be a present or past member of the Council. Any Fellow so qualified may be nominated with their consent by two Fellows of the Faculty who shall sign the nomination paper and return it to the Secretary before the closing date for the receipt of nominations. The President shall be elected by ballot of the Fellows of the Faculty. They shall hold office for a period of three years, shall preside at meetings of the Council, will be an elected Trustee of the Faculty *in officio* and will become Chair of the Trustees. Their appointment shall take effect from the close of the Annual Meeting of Fellows in the year of their election. In exceptional circumstances they shall be eligible for re-election for

one additional year at the invitation of the Council. They shall be a member, *ex officio*, of the Council for one year after demitting office, but shall not thereafter be eligible for further office within the Faculty. The election process will normally take place during the incumbent President's final year of office. When for any reason the President ceases to serve on the Council before their term of office ends, the vacancy so arising shall be filled by a Fellow appointed in accordance with the provisions of this Law. Such Fellow shall take office immediately upon election and their term of office shall extend for a period of three years from the date of the Annual Meeting co-incident with or next following the date of their election.

## ELECTION OF THE VICE-PRESIDENTS

- 3.4 The Vice-Presidents shall be present or past members of the Council. Any Fellow so qualified may be nominated with their consent by two Fellows or Members who shall sign the nomination paper and return it to the Secretary before the closing date for the receipt of nominations. The Vice-Presidents shall be elected by ballot of the Fellows of the Faculty. Each Vice-President shall hold office for a period of three years, will be an elected Trustee of the Faculty *in officio* and shall assist the President in the conduct of the business of the Faculty and deputise for them in their absence. In exceptional circumstances, each Vice-President shall be eligible for re-election for one additional year at the invitation of the Council but shall not thereafter be eligible for election as a Vice-President. This election process will normally take place during the incumbent Vice-Presidents final year of Office. When, for any reason either Vice-President ceases to serve on the Council before their term of office ends, the vacancy so arising shall be filled by a Fellow appointed in accordance with the provisions of this Law. Such Fellow shall take office immediately upon election and their term of office shall extend for a period of three years from the date of the Annual Meeting co-incident with or next following the date of their election.

## APPOINTMENT OF TREASURER

- 3.5 The Treasurer shall be an ordinary Fellow, Member or Honorary Fellow appointed by the Council for an initial period of three years. They shall be eligible thereafter for annual re-appointment. They shall be a member, ex officio, of the Council and they shall be deputy Honorary Secretary. They will be an elected Trustee of the Faculty *in officio*.

They shall supervise the financial affairs of the Faculty and shall balance the accounts every year to a date to be prescribed by the Board and shall present to the Annual Meeting of the Faculty and provide updates at both Council and Board meetings.

## APPOINTMENT OF HONORARY SECRETARY

- 3.6 The Secretary shall be an ordinary Fellow, Member or Honorary Fellow appointed by the Council for an initial period of three years. They shall be eligible thereafter for annual re-appointment. They shall be a member, ex officio, of the Council and they shall be deputy Honorary Treasurer. They will be an elected Trustee of the Faculty *in officio*.

## OFFICER CEASING TO BE A FELLOW OR A MEMBER

- 3.7 Any Officer who ceases to be a Member or a Fellow shall cease to hold office.

## VACANCY OF OFFICE

- 3.8 In the event of the office of President becoming vacant, the President-Elect (if any) shall become President. In the absence of a President-Elect, the longest serving of the Vice-Presidents will act as President and arrange an immediate election (see Standing Order 3.3) to appoint a President who will serve for three

years. The Council may at any time elect a Member or a Fellow to fill a vacancy in any other office until the next relevant Council Meeting.

## REMOVAL OF OFFICE BEARERS

3.9 The President, Vice-Presidents, Honorary Treasurer and Honorary Secretary may be removed from office at any time by a resolution passed at an Annual General Meeting or Extraordinary General Meeting.

3.10 An Office Bearer / Charity trustee will automatically cease to hold office, if the matters outlined in the Faculty Constitution 23 arises.

3.10.1. they become disqualified from being a charity trustee under the Scottish Charities Act;

3.10.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;

3.10.3 they become an employee of the organisation or of either of RCSEd or RCP;

3.10.4. they give the organisation a notice of resignation (either in writing or by email);

3.10.5. they are removed from office by resolution of the board on the grounds that they are considered to have committed a serious breach of the code of conduct for charity trustees (as referred to in clause 44); or

3.10.6 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Scottish Charities Act.

## DUTIES OF THE OFFICE BEARERS

- 3.12 The Council shall define the duties of the Officers and revise them from time to time as appropriate.

## FACULTY STAFF

- 3.13 The recruitment, retention and terms and conditions of service of staff may be delegated or determined by the Council, but shall be subject to approval by the Board.

## CONSTITUTION OF COUNCIL

- 4.1.1 The Council shall consist of the President, the President-Elect if any, the Immediate Past President, elected Office Bearers and twelve elected Members and Fellows, and Chairs of Committees from the Trainees and major Members' Committees. Invited representatives from other Royal Colleges or Faculties will also be asked to nominate a representative to attend. Only elected members of council will be eligible to vote with other roles being advisory. The fact that the Council may not comprise at any time all of the persons designated in the Standing Order 4.1 shall not invalidate or otherwise affect any decision or action properly decided or taken by the Council.

## CHAIRING THE COUNCIL

- 4.2 The President (of the Faculty) shall preside at every meeting of the Council, but if the President is not present within ten minutes of the appointed time, the longest serving of the Vice-Presidents shall take the Chair failing which the second Vice-President will take the Chair. If neither Vice-President is present, the members of the Council shall choose one of their number to take the Chair.

## 4.3 ELECTION OF ORDINARY MEMBERS OF THE COUNCIL

### Ordinary members

- 4.3.1 Ordinary members of the Council shall be elected by a vote of Members and Fellows in a manner provided in Standing Order 4.5. Ordinary members shall be Members or Fellows.

### Electorate

- 4.3.2 For all the purposes of Standing Orders 4.3-4.6 references to Fellows shall not include Honorary Fellows



#### 4.4 NOMINATION OF CANDIDATES FOR ELECTION

##### Ordinary members

4.4.1 At least four calendar months before the relevant Council Meeting the Secretary shall send to all members a circular stating the number of places for ordinary members of the Council requiring to be filled that year. It shall give the Council's nominations (if any) of candidates to fill such places and call for further nominations from these classes of membership. If the total number of nominations does not include sufficient Members and Fellows to satisfy Standing Order 4.3, the Council shall forthwith nominate others, to permit compliance with that Standing Order.

##### Form of nominations

4.4.2 All nominations for Council members shall be made in writing on a Faculty nomination form only. Each nominee must be proposed and seconded and confirm in writing a willingness to serve if elected. Nominations must be received by the returning officer not less than three calendar months before the Council Meeting. Any nomination which reaches the returning officer outside the stipulated period shall be null and void.

#### 4.5 CONDUCT OF THE BALLOT

##### Ordinary members

4.5.1 The ballot will take place by online vote. Notification of the ballot shall be given to members two calendar months prior to the election. Members wishing to submit a postal vote should apply to the Honorary Secretary for a ballot paper.

## CUSTODY OF BALLOT PAPERS

- 4.6 Online votes shall be kept in the custody of the returning officer and the votes cast shall be counted before the ensuing Council Meeting. The results of the election shall be announced at the Annual General Meeting. Subject to the overriding requirements of Standing Order 4.3, Fellows or Members with the greatest number of votes shall be declared elected. In the event of a tie in the election of Ordinary Members of the Council, there shall be a further vote by members of the Council to decide the successful candidate. In the event of a tie in the Council vote, the President shall have the casting vote.

## 4.7 LAY AND CO-OPTED MEMBERS OF THE COUNCIL

### Lay members

- 4.7.1 The method for appointing the two lay members of the Council shall be determined by the Council.

### Co-opted members

- 4.7.2 The Council may co-opt Chairperson of major Committees for their duration of office, if not already a member of Council.

## PERIOD OF SERVICE AND VACATION OF PLACES

- 4.8 Subject to the provisions of Standing Order 4.10 persons elected to be ordinary members of the Council shall serve for four years.

## CONSECUTIVE TERMS OF SERVICE

- 4.9 No ordinary member of the Council shall serve as such for more than two consecutive elected terms, each of four years, making a maximum total of

eight, and shall not then be eligible for re-election as an ordinary member until a period of one year has elapsed.

## RESIGNATION AND DISQUALIFICATION OF COUNCIL MEMBERS

4.10 A member's seat on the Council shall be vacated automatically if:

4.10.1 the Council member, if a member or fellow of the Faculty, ceases to be in good standing, or

4.10.2 by notice in writing to the Honorary Secretary, membership of the Council is resigned, or

4.10.3 without good cause there is a failure to attend three consecutive meetings of the Council, or

4.10.4 the criteria either for election as a representative of the particular constituency or appointment as a Council member are no longer fulfilled.

## CASUAL VACANCY

4.11 The Council may at any time appoint a member of the Faculty to fill a casual vacancy provided that in relation to an elected member of the Council the person so appointed would be eligible to be elected in the same category as the vacating member of the Council. Any person so appointed shall retire at the next Annual General Meeting unless formally elected to the Council before that date.

## POWERS OF THE COUNCIL

4.12 The business of the Faculty shall be managed by the Council, reporting to the Board. The Council may, subject to any directions from the Board, act on behalf

of the Faculty in all matters that are not, by law or by these Standing Orders, required to be enacted by the Board or by the Faculty in General Meeting.

#### REGULATION OF MEETINGS AND VOTING

- 4.13 The Council may meet, adjourn and otherwise regulate its meetings as it thinks fit. The Council must meet face-to-face on at least four occasions a year. In relation to any additional meetings which are not held wholly face to face, any member of the Council may participate in the meeting by means of conference telephone or other communications equipment (including televisual means) which allows all persons participating in the meeting to hear each other. It will be the responsibility of the Council Member using these methods of communication to arrange and fund the arrangements. Questions arising at any meeting and requiring decision shall be decided by a majority of votes of those taking part. Questions needing a decision between formal meetings may be decided in the same manner (including the casting of votes by electronic communication) provided that all members of the Council are notified of the question to be decided and the number of them voting on the question would constitute a quorum. In case of an equality of votes the Chairperson of the meeting shall have a casting vote.

#### ACTIONS WITH REDUCED NUMBERS AND WITHOUT QUORUM

- 4.14 The Council may act notwithstanding any vacancy in its body, but if less than a quorum of five elected members be present they shall act as a Council only for the purposes of filling vacancies in the Council, admitting persons to membership of the Faculty, or summoning a General Meeting. When a quorum is not present no vote shall be taken, but discussions may be held and recommendations made which shall then be reported to the next full meeting of the Council for its decision "or voted on in a postal vote by all members of Council". For the purpose of determining whether a quorum is present all persons whose participation in a meeting conforms to the requirement of Standing Order 4.13 shall be deemed to constitute persons present at such meeting.

## CONVENING COUNCIL MEETINGS

- 4.15 The Secretary shall convene a meeting of the Council at any time upon a requisition from the President or from any four elected members of the Council, stating the purposes for which the meeting is to be held. At least one week's clear notice (exclusive both of the day on which it is served and of the day for which it is given) shall be sent to each member of the Council.

## ACTS DONE IN GOOD FAITH

- 4.16 All acts done in good faith by any meeting of the Council or by any person acting as a member of the Council shall be valid and binding, even if it be discovered later that there was some defect in the appointment, election or continuance in office of any member or members of the Council carrying out such acts.

## MINUTES

- 4.17 Minutes shall be made of the proceedings of all meetings of the Council and all business transacted at such meetings. The minutes of any meeting, when adopted at the next meeting, shall be sufficient evidence of the facts therein stated.

## RESOLUTIONS IN WRITING – VALIDITY

- 4.18 A resolution in writing signed by all members of the Council who are entitled to receive notice of meetings of the Council shall be as valid and binding as if it had been passed at a duly convened and constituted meeting of the Council.

## DECLARATION OF FAITH

- 4.19 Every member of the Council shall at the earliest opportunity give assent to the following words spoken by the President in the presence of members of the Council:

“You give your faith that you will not divulge any of the proceedings of the meetings of the Council held for the nomination and election of Fellows, Members, or Officers, or any of the proceedings of any meeting which you shall be required to keep secret by the President, and that you will faithfully discharge the duties entrusted to you in strict accordance with the Standing Orders of the Faculty.”

## FACULTY REPRESENTATION

- 4.20 The method of nominating any permitted representative of the Faculty on the respective councils and committees shall be determined by the Council. The Council may nominate representatives of the Faculty, who need not be members of the Council.

## COUNCIL LIABILITY

- 4.21 No member of the Council shall be liable for any loss to the Faculty arising by reason of any improper investment made in good faith (so long as they shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them or by any other member of the Council in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was strictly not necessary or expedient or by reason of any mistake or omission made in good faith by any member of the Council or by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Council member who is sought to be made liable.

## INSURANCE

- 4.22 The Board shall insure its members at the expense of the Faculty against personal liability for acts properly undertaken in the administration of the Faculty and acts undertaken under an honest mistake during their period of service as Council members.

## COMMITTEES

- 5.1 The Council shall appoint such committees as required under these Standing Orders and may appoint other committees, sub-committees or working parties as seem desirable. The initial appointment of these may be at any time considered appropriate by the Council. Persons appointed shall cease to serve on the date of the last regular meeting of the Council before the Annual General Meeting unless then re-appointed. The constitution and terms of reference of each such committee shall be approved and published by the Council, each Committee being responsible for drafting its initial constitution and terms of reference. Any amendment shall be approved and published by Council.

## MEMBERSHIP OF COMMITTEES

- 5.2 Members of a committee of the Council need not be members of the Council. All members of committees who are members of the Faculty should be in good standing.

## CO-OPTED MEMBERS

- 5.3 Any committee of the Council may add to its number with the approval of the President. The names of co-opted members of committees shall be reported to the next meeting of the Council.

## CASUAL VACANCY ON COMMITTEE



- 5.4 The Council may at any time appoint a member of the Faculty to a committee to fill a casual vacancy.

#### POWERS DELEGATED BY THE COUNCIL

- 5.5 The Council may delegate such powers as it thinks fit to committees appointed by it and any such committee shall, in the exercise of its powers, conform to any conditions imposed on it by the Council, and report regularly to the Council as required. The meetings and proceedings of any such committee shall be governed by the provisions of these Standing Orders. The Council may at any time, by notice in writing to all members of any committee, revoke any powers delegated by it to such committee.

#### REGULATION OF COMMITTEE MEETINGS AND VOTING

- 5.6 Subject to any instructions by the Council a committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as its Chair shall determine, including meetings held in such a manner as conforms to the requirement of Standing Order 4.13. Questions arising at any meeting shall be decided by a majority of votes of those taking part. The method of voting shall be at the discretion of the Chair who, in the case of an equality of votes, shall have a second or casting vote.

#### ACTS DONE IN GOOD FAITH

- 5.7 All acts done in good faith by any meeting of a committee of the Council may be ratified by the Council at its discretion, even if it be discovered later that there was some defect in the appointment, election or continuance in office of any member, or members, of the committee carrying out such acts.

## MINUTES

- 5.8 Minutes or other appropriate written records shall be made of the proceedings of all meetings of committees including all actions agreed and decisions made at such meetings. The minutes of any meeting when adopted at the next meeting shall be sufficient evidence of the facts stated therein.

### APPOINTMENT

- 6.1 The Council shall appoint a Chair of Exams and such Deputy Chair of Exams as are required to conduct each examination it may approve. The Chair of Exams and Deputy Chair of Exams shall be Fellows except that one Deputy Chair Examiner may be a Member, or Diplomate Member for Diploma Exams only.
- 6.2 Other examiners shall be appointed by the Exams Committee acting on the recommendation of the Chair of Exams and Council.

### DECLARATION OF FAITH

- 6.3 On being appointed, examiners shall give their Faith in writing to the Council in the following terms:

“I faithfully promise that I will perform all the duties, as defined by the Council, of an examiner, and that I will not divulge any of the proceedings of meetings at which examination papers or other tests are set, or at which the results of the examination are considered, or of any other meeting the proceedings of which I am required to keep secret. I also undertake not to divulge any aspects of the Faculty’s examinations in which I participate as an examiner, nor to disclose any details pertaining to candidates or their performance during the examinations to anyone not involved in the examination process on behalf of the Faculty. In addition I agree to adhere to the Faculty’s policy of non-discrimination and that in my capacity as an examiner I will not discriminate against any protected characteristics that the Equality Act protects.”

## DUTIES OF THE CHAIR OF EXAMS

- 6.4 The Council shall define the duties of the Chair of Exams and revise them from time to time as appropriate.

## 7 FEES AND SUBSCRIPTIONS

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### REGISTRATION FEE, ANNUAL SUBSCRIPTION

- 7.1 Members and Fellows of the Faculty shall pay such registration fees and annual and other subscriptions as may be recommended by the Council.

### SUBSCRIPTIONS – DATE AND METHOD OF PAYMENT

- 7.2 Membership subscriptions shall be payable to the Faculty by any method and at any time agreed by the Council.

### SUBSCRIPTION IN ARREARS

- 7.3 Any member who is more than six months in arrears with payment of any membership subscription shall, if the Council so direct, forfeit all rights and privileges of the Faculty and any office, appointments or positions in the Faculty, until all outstanding annual subscriptions have been paid. The member will forfeit rights of use of all the Faculty services and the use of post-nominals until all outstanding membership subscriptions have been paid.

### RE-SUBSCRIPTION

- 7.4 Members of the Faculty who have discontinued their membership voluntarily, have not misrepresented their affiliation with the Faculty during the time of non-membership and are in good standing as per Standing Order 2.10 may re-subscribe their membership to the Faculty with a re-joining fee.

## REDUCTION AND REMISSION OF FEES

- 7.5 The Treasurer may at any time remit or reduce the fees or subscriptions to be paid by an individual.

## EXAMINATION FEES

- 7.6 Examination entry fees shall be determined by the Council.

## OTHER FEES

- 7.7 The Faculty may charge fees for other functions as agreed by the Council.

## HONORARY FELLOWS

- 7.8 Honorary Fellows are exempt from the provisions of Standing Order 7.1

## FELLOWS AND MEMBERS IN GOOD STANDING

- 7.9 The Faculty may publish the names of Fellows and Members in Good Standing, who give permission for their name to be published in such lists. Fellows and Members who are more than six months in arrears with payment of annual subscription shall not have their name included in such lists.

### ANNUAL GENERAL MEETING

8.1 The Faculty shall hold an Annual General Meeting at such time and place as may be determined by the Council. Each Annual General Meeting shall be held not less than eleven nor more than fourteen months after the date of the last preceding Annual General Meeting. The business of the AGM shall include:

- Receipt and approval of the minutes of the last AGM
- Receipt of any Officers' annual reports
- Receipt of any reports from the Chairs of Committees of the Council
- Receipt of proposals or making recommendations for the amendment of the Standing Orders of the Faculty as described in Standing Order 9.
- Announcement of the results of elections of Officers of the Faculty
- The transaction of any other business previously notified by a member to the Honorary Secretary six weeks before the meeting

### EXTRAORDINARY GENERAL MEETING

8.2 Extraordinary General Meetings may be convened by the Council or on the requisition of ten percent or more of the total number of members of the Faculty having at the date of the deposition of the requisition with the Faculty a right to vote at General Meetings of the Faculty. Any such meetings shall be convened by the Secretary on the instructions of the Council or, in default thereof, those members of the Faculty themselves may convene one.

## NOTICE OF GENERAL MEMBERS' MEETINGS

- 8.3 At least 14 clear days' notice must be given of any members' meeting. Notice of every members' meeting must be given to all of the Faculty charity trustees; but the accidental omission to give notice to one or more charity trustees will not invalidate the proceedings at the meeting.

## ACCIDENTAL OMISSION TO GIVE NOTICE

- 8.4 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 business transacted at any meeting.

## QUORUM FOR GENERAL MEETINGS

- 8.5 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as provided in Standing Order 8.6 twenty members of the Faculty personally present shall be a quorum.

## DISSOLUTION AND ADJOURNMENT OF GENERAL MEETINGS

- 8.6 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 at the request of members of the Faculty, shall be dissolved. In any other case it shall stand adjourned until another time, date and place determined by the Council. If at such adjourned meeting a quorum is not present within half-an-hour of the time appointed for holding the meeting the members of the Faculty present shall be a quorum.



## CHAIR AND ALTERNATE CHAIR AT GENERAL MEETING

- 8.7 The President shall take the Chair at every General Meeting. If the President is absent, the Chair shall be taken by the longest serving of the Vice-Presidents or, if both are absent, by some other Fellow elected by the members of the Faculty present at the meeting who are entitled to vote thereat.

## ADJOURNMENT

- 8.8 The Chair of the meeting may with the consent of 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 additional business shall be introduced at any adjourned meeting. Whenever a meeting is adjourned for one month or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting (see Standing Order 8.3).

## METHOD OF VOTING AT GENERAL MEETING

- 8.9 At any General Meeting a resolution put to the vote of the meeting shall be decided by an online vote. If in the opinion of the Chair the vote is inconclusive, or on the prior written demand of ten members of the Faculty present, a ballot shall be held. Unless otherwise required by the provisions of other Standing Orders a resolution shall be passed if a simple majority of those voting (being entitled to do so) vote in favour.

## CHAIR'S CASTING VOTE

- 8.10 In the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote.

## ENTITLEMENT TO VOTE

- 8.11 Subject to the provisions of Standing Order 8.10 every member in good standing of the Faculty present and entitled to vote shall have one vote.

## VOTING BY PROXY

- 8.12 Faculty members who are unable to attend meetings may be able to vote by proxy, the request to vote by proxy and the vote must be submitted in writing (email) to the Honorary Secretary at least one week before date of meeting and vote.

## CONDUCT OF GENERAL MEETING

- 8.13 Subject to the provisions of these Standing Orders the Chair of a General Meeting of the Faculty shall have authority to direct and control the conduct of business at that meeting, including the discretion to decide that a matter might lead to a change in Standing Orders. Those entitled to speak at a General Meeting of the Faculty shall address the Chair; shall speak to the subject before the meeting, and once only; shall speak as briefly as possible; and, if requested by the Chair, shall preserve silence.

#### PROPOSALS FOR CHANGE

- 9.1     The Council may make, or accept from members of the Faculty, proposals for additions or amendments to the Standing Orders. Once approved in accordance with Standing Orders 9.3 will be submitted to the Royal College of Physicians for final approval.

#### NOTICE OF ALTERATIONS

- 9.2     Not less than three weeks' notice shall be given to all members of the Faculty of alterations to the Standing Orders which are proposed by the Council or by a member of the Faculty.

#### APPROVAL OF ALTERATIONS

- 9.3     No proposal for alteration to the Standing Orders shall be approved unless first approved at a general meeting of the Faculty by the affirmation votes by members of the Faculty present at the meeting and entitled to vote in accordance to Standing Orders 8.9 and approved by the RCP.

#### INTERPRETATION OF STANDING ORDERS

- 9.4     Any question concerning the interpretation of these Standing Orders shall be referred to Office Bearers and the Council, whose decision shall be binding.

9.5 Any matters concerning the activities of the Faculty which are not covered by these Standing Orders shall be dealt by the Officer Bearers, pending recommendations for change brought forward by the Council where appropriate.

- 10.1 Notifications required or permitted under the Standing Orders to be sent to members of the Faculty or to other persons having rights pursuant to the Standing Orders, may be sent using electronic communications, subject to compliance with Standing Order 10.3.
- 10.2 Any document referred to in a notification sent in accordance to Standing Order 10.1 may, subject to compliance with Standing Order 10.3, be sent or provided to members of the Faculty or other persons having rights in accordance to the Standing Orders by publishing the document in question on a website. The notification referring to the document must specify where the document may be accessed, and the document must remain published on the website throughout the publication period. For this purpose the publication period shall mean:
- 10.2.1 In the case of a document referred to in a notice convening a meeting, the period running from the date when such notice is sent until the conclusion of the meeting convened by it;
- 10.3 An electronic communication pursuant to Standing Orders 10.1 and 10.2 shall only be sent to such members of the Faculty or other persons having rights pursuant to the Standing Orders as have notified an electronic communications address to the Faculty and where the electronic communication in question is sent to such address.
- 10.4 Notifications required or permitted under the Standing Orders to be sent to the Faculty, the Council, committees, sub-committees or working parties of the Council or the Officers may be sent using electronic communications provided that they are sent to the Faculty's most recently published electronic communications address and that the notification clearly indicates the intended recipient and the purpose of the notification.

10.5 Notwithstanding any other provision of the Standing Orders a notification sent using electronic communications which complies with Standing Orders 10.1 and 10.3 or Standing Order 10.4 (as the case may be) shall be deemed to be given on the day on which it was despatched unless the sender is aware that there has been a failure of delivery.

10.6 For the purposes of Standing Orders 10.1, 10.3 and 10.4:

10.6.1 “notification” includes notices of meetings, requisitions for meetings and communications not specifically required by the provisions of any Standing Order but, for the avoidance of doubt, does not include any document which is required by the Standing Orders to be in writing; and does not include any document which is required to be sent for the purposes of an election provided for in the Standing Orders.

10.6.2 “electronic communications” has the meaning given thereto in the Electronic Communications Act 2000.

10.6.3 a letter, form or similar document signed by the sender and sent by post or email.

## 1 1 D I S T R I B U T I O N O F A S S E T S O N W I N D I N G - U P

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- 11.1 If upon the winding-up or dissolution of the Faculty there remains, after the satisfaction of all its debts and liabilities, any surplus assets available to the organisation immediately preceding its winding up or dissolution must be used for purposes which are the same as - or which closely resemble - the purposes of the organisation as set out in this constitution; and the named recipient body (or bodies) in the resolution for the winding-up and dissolution of the organisation must also comply with any additional requirements which apply at the time under the regulations which govern the winding up and dissolution of Scottish Charitable Incorporated Organisation.

## 1 2 D I S P U T E R E S O L U T I O N

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- 12.1 In the event of a dispute or difference arising out of these Standing Orders, the matter shall be determined by the President. The decision of the President shall be final.