

ROYAL PHARMACEUTICAL SOCIETY OF GREAT BRITAIN
DRAFT
2004 SUPPLEMENTAL CHARTER -
AS IT WOULD LOOK IF THE PROPOSED CHARTER AMENDMENTS WERE
INCORPORATED

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 the Royal Pharmaceutical Society of Great Britain (hereinafter referred to as "the Society") was incorporated by Royal Charter granted on 18th February 1843 (hereinafter referred to as "the Charter of 1843"):

AND WHEREAS We were pleased, by Supplemental Charter granted on 19th November 1953 (hereinafter referred to as "the Supplemental Charter of 1953"), to revoke the Charter of 1843 except in so far as it incorporates the Society and authorises it to have a common seal and to sue and be sued:

AND WHEREAS by an humble petition the Council of the Society (hereinafter referred to as "the Council") have represented in particular that the Society should, for the public benefit, be more appropriately equipped to function as a regulator¹, to lead the strategic development and policies of the profession of pharmacy, to support the science and practice of pharmacy, and to engage in the wider public debate on health related matters and on the role of pharmacy in contributing to the health of the public, and have accordingly prayed that We might be graciously pleased to revoke the Supplemental Charter of 1953 and to make new provision in respect of the objects, powers and constitution of the Society:

NOW THEREFORE KNOW YE that We, having taken the said petition into Our Royal Consideration, and being minded to accede thereto, have by virtue of Our Prerogative Royal and of Our Especial Grace, certain knowledge and mere motion, granted and declared and do, for Us, Our Heirs and Successors hereby grant and declare as follows:

1. The Society shall in accordance with the remaining effect of the Charter of 1843 continue to be a body corporate with a common seal, and the right to renew the said seal from time to time, and to sue and be sued in all Our Courts, and the Supplemental Charter of 1953 shall be and is hereby revoked, provided that such revocation shall not affect the validity or legality of any act or thing done thereunder.
2. The objects of the Society (hereinafter referred to as "the objects") shall be:
 - (1) to advance knowledge of, and education in, pharmacy and its application, thereby fostering good science and practice;

¹ The regulatory aspect of this Recital will be superseded in due course by legislation to establish the General Pharmaceutical Council

(2) to safeguard, maintain the honour, and promote the interests of pharmacists in their exercise of the profession of pharmacy;

(3) to promote and protect the health and well-being of the public through the professional leadership and development of the pharmacy profession; and

(4) to maintain and develop the science and practice of pharmacy in its contribution to the health and well-being of the public.

3. In furtherance of the objects, but not otherwise, and without prejudice to its powers at law as a chartered corporation, the Society shall have power

(1) to promote by any means the public understanding of pharmacy so that its contribution to the health of the nation is understood and recognised;

(2) to maintain any charitable or benevolent trusts for the relief of poverty or distress amongst members or former members of the Society; and their widows, widowers, dependents or orphans, and amongst pharmacy students;

(3) to maintain lists and registers of members or of other persons, and to charge fees in this connection;

(4) to fix, vary and charge fees and other amounts to members or other persons in respect of any service, right or activity provided by or on behalf of the Society;

(5) to support and develop high standards of education or training, to hold, or cause to be held, assessments open to members or other persons, to administer assessment systems and to deal conclusively with appeals thereunder, and to co-operate with any other body or authority in connection with the exercise of power under this article;

(6) to award fellowships, honorary fellowship or membership, and other distinctions of the Society;

(7) to establish and maintain databases, indices, libraries, museums and collections, and to publish or promote the publication of information or other material in any form;

(8) to undertake, encourage, fund or commission research and to publish or promote the publication of the results thereof;

(9) to co-operate with other bodies and authorities, and to enter into affiliations or any other arrangements conducive to the objects, and to absorb other bodies or groups of persons;

(10) to establish or incorporate subsidiary organisations, to acquire any undertaking, to assume any liability or obligation and to undertake or carry out any trusts or agencies;

(11) to engage and remunerate agents and staff, and to provide pensions and other entitlements for employees or their dependants;

(12) subject to such consents as may be required by law, to acquire, dispose of or mortgage any real or personal property whatsoever and wheresoever situated, and any interest in any such property;

(13) to acquire, build or maintain any building or premises;

(14) to take out any insurance for the protection of the Society in respect of any potential liability of the Society;

(15) to indemnify the members of the Assembly of the Society (hereinafter referred to as "the Assembly") in respect of any liability incurred in the course of the performance in good faith of their duties for the Society (provided that such indemnity shall not extend to liability in respect of loss to the Society resulting from an act or omission which such member knew to be a breach of trust or duty or was carried out or done in reckless disregard of such duty or trust, nor to the costs of an unsuccessful defence to a criminal prosecution against such members in their capacity as trustees);

(16) to receive any form of income, legacy or gift, and to borrow money or obtain any form of credit, whether on the security of the property of the Society or otherwise, to deal with promissory notes, bills of exchange or other instruments, whether transferable or not, and to operate bank accounts;

(17) to invest monies of the Society not immediately required for its purposes in any manner and to appoint investment managers and delegate powers to them in accordance with regulations made by the Assembly;

(18) to carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto; and

(19) to do all such other lawful acts and things as may promote the attainment of the objects.

4. The income and property of the Society shall be applied solely towards the promotion of the objects and shall not be paid or distributed directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or to any member of the Assembly: provided that the Society may

(1) make such provision in respect of members of the Assembly or of its boards and committees as it may reasonably determine

(a) for the payment of fees and allowances, including the payment of allowances to employers of members of the Assembly or of its boards and committees, for the purposes of enabling those persons to perform functions under this Our Supplemental Charter; and

(b) for the reimbursement of such expenses as members of the Assembly or of its boards and committees may reasonably have incurred in the course of carrying out their functions under this Our Supplemental Charter;

(2) pay reasonable remuneration to any member (not being a member of the Assembly) for services rendered to the Society;

- 3) award charitable benefits to any person (not being a member of the Assembly) in their capacity as a beneficiary of the Society or its charities;
 - (4) pay remuneration to any member of the Assembly, or to any firm or body corporate in which such member has an interest, for professional or specialist services rendered to the Society when instructed to act in such capacity on behalf of the Society, provided that such member shall not be present during any discussion, or be party to any decision, relating to such remuneration or instruction.
5. (1) The membership of the Society shall consist of persons admitted by the Society as
- (a) registered pharmacists in Great Britain;
 - (b) formerly registered pharmacists in Great Britain; and
 - (c) persons admitted to such other categories of membership as may be established by Special Resolution.
- (2) Subject to this Our Supplemental Charter, members of the Society shall have such rights, privileges and obligations as may be specified in regulations.
6. There shall be an Annual General Meeting of the Society at intervals of not more than fifteen months and such other general meetings as may be required or permitted by this Our Supplemental Charter or regulations made by the Assembly.
7. (1) For the purposes of meeting the needs and requirements of the Society and the profession, the Assembly:
- (a) shall, subject to appropriate consultation, by regulation establish and maintain a Scottish Pharmacy Board and a Welsh Pharmacy Board to reflect devolved powers and responsibilities for health and other relevant matters;
 - (b) shall, subject to appropriate consultation, by regulation establish and maintain an English Pharmacy Board (but not boards for sub-divisions of England); and
 - (c) may establish, regulate and dissolve geographical or other departments, branches, sub-divisions, and other structures of the Society.
- (2) Only persons referred to in articles 5(1)(a) and 5(1)(b) above shall be entitled to stand for election to, or vote in respect of elections to, a Board established under article 7(1)(a) or 7(1)(b) above.
8. (1) The control, direction and management of the policies and affairs of the Society shall be vested in the Assembly consisting of
- (a) the Chair and Vice-Chair of the English Pharmacy Board established by the Society by regulation (“EPB”);
 - (b) five elected members of the EPB appointed by the EPB;

- (c) the Chair of the Scottish Pharmacy Board (“SPB”) established by the Society by regulation;
- (d) one elected member of the SPB appointed by the SPB;
- (e) the Chair of the Welsh Pharmacy Board (“WPB”) established by the Society by regulation;
- (f) one elected member of the WPB appointed by the WPB;
- (g) a person who in the opinion of the Society is a pharmaceutical scientist, appointed by the persons specified in (a), (c) and (e) acting jointly, or appointed by the Assembly in accordance with regulations;
- (h) a person, who is not a member of the Society, appointed by the persons specified in (a), (c) and (e) acting jointly, or appointed by the Assembly in accordance with regulations; and
- (i) a member of the Society, in such class or category of membership as may be determined by the Assembly, appointed by the universities in Great Britain awarding degrees accredited by the General Pharmaceutical Council for the purposes of registration as a pharmacist:

provided that the composition of the Assembly as specified in this article 8(1) may be amended by Special Resolution, and that the powers of a body or organisation named in this article shall be exercisable by the successor of such body or organisation, by whatever name known.

(2) The Assembly shall have power in accordance with regulations to fill any casual vacancy in its membership, to suspend or remove any member of the Assembly, and to act in all matters notwithstanding any vacancy in its membership.

9. The Assembly shall exercise all the powers and functions of the Society except where, by virtue of this Our Supplemental Charter, such exercise requires approval by Special Resolution, and shall in particular have power:

- (1) to establish or dissolve, and regulate procedures of boards, committees and other standing or ad hoc bodies, including bodies to advance professional leadership and bodies to provide appropriate expert advice to the Assembly to support the development of the profession, consisting of members of the Assembly or others;
- (2) by resolution, to delegate powers and functions (except the power to make regulations) to any board, committee or other body, or to officers, individuals or groups of individuals;
- (3) to appoint a President, who shall be a registered pharmacist, and other officers of the Society in accordance with regulations; and
- (4) to provide for the use and custody of the Common Seal of the Society.

10. To the extent that they are not inconsistent with the provisions of this Our Supplemental Charter, the Byelaws of the Society in existence at the date of coming into

force of this Our Supplemental Charter shall continue in force and effect until, and to the extent they are, superseded by regulations made under this Our Supplemental Charter. The Assembly shall have power to make, amend, add to or revoke regulations for any purpose relating to the governance, management or functions of the Assembly or the Society, whether in pursuance of a provision of this Our Supplemental Charter or otherwise, and shall publish any such regulations amendment, addition or revocation (herein referred to collectively as "regulations") in draft for sixty days for representations. The said regulations may then be made by the Assembly under such procedure as the Assembly may determine, either as published or as modified by the Assembly in the light of representations received during the period of publication. If no such representations are received, the proposed regulations may be made on behalf of the Assembly as published.

11. The Society may by Special Resolution amend, add to or revoke any of the provisions of this Our Supplemental Charter or of any further Charter granted to the Society, or may amend the name of the Society, provided that any such amendment, addition or revocation or name shall not be effective unless approved by Us, Our Heirs or Successors in Council.

12. In this Our Supplemental Charter "regulations" means regulations made by the Assembly and approved in accordance with Article 10; and "Special Resolution" means a resolution of the Assembly confirmed by a ballot of the members referred to in articles 5(1)(a) and 5(1)(b) by not less than a two-thirds majority of the votes of such members.

13. The Society may by Special Resolution determine to surrender this Our Supplemental Charter and the Charter of 1843 subject to the sanction of Us, Our Heirs or Successors in Council upon such terms as We or They consider fit and wind up or otherwise deal with the affairs of the Society in such manner as shall be directed in such Special Resolution or in the absence of such direction as the Assembly shall think expedient having regard to the liabilities of the Society for the time being and if, on the winding up or dissolution of the Society there remains, after the satisfaction of debts and liabilities, any property or funds whatsoever, the same shall not be distributed amongst the members of the Society or any of them but shall, subject to any special trusts affecting the same, be given or transferred to some other body or bodies with objects similar to those of the Society and the distribution of whose income and property is restricted to the same or greater extent as that of the Society.

14. Our Royal Will and Pleasure is that this Our Supplemental Charter shall ever be construed benevolently and in every case most favourably to the Society and the promotion of the objects.

15. This Our Supplemental Charter shall come into force on such date as may be specified in writing by the Clerk of Our Privy Council.

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

WITNESS Ourselves at Westminster the seventh day of December in the fifty-third year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL