



Listening to pharmacists: a revised draft Royal Charter

Getting it right . . .

This pull-out section of *The Pharmaceutical Journal* contains the text of a revised draft Royal Charter for the Society, which the Council has issued for further consultation. The text of the existing Charter, and a table comparing the two, is also included.

The Council arrived at this new draft after taking into account of the views that members and others expressed in the consultation which ran over the summer months — a total of 430 responses — including the views expressed in June's special general meeting. Is it now right?

What is different about this draft?

There have been several major changes to the draft. Taken together, they seek to address all the main issues that people raised in the feedback to the consultation (reported in full in *The Journal* of 13 September 2003). These were:

- Relegation of the object "to maintain the honour and safeguard and promote the interests of the members in their exercise of the profession of pharmacy" to a power
- The proper balance between the Society's regulatory and professional roles
- Reflecting devolution in Scotland and Wales
- Ensuring representation of all sections of the profession (including non-dispensing pharmacists)
- The position of pharmacy technicians within the Society
- The checks and balances on the power of future Councils, including the balance between what should be specified in the Charter and what should be left for future Regulations/Byelaws.

All these points have been addressed, but two of the issues raised most frequently relating to the Charter — the revised objects and devolution — are highlighted on page 2.

Revised objects

The objects are in some ways the most important part of any Charter. They are a succinct statement of the overall purpose of the organisation (while the powers illustrate the ways in which the objects will be pursued). Putting it simply: if it is not within the broad scope of the objects, you cannot do it!

The issue raised most frequently in the consultation concerned the relegation of the third object in the current Charter — “To maintain the honour and safeguard and promote the interests of the members in their exercise of the profession of pharmacy” — to become a power. Many people argued that, without such an express object, the Society in the future might have difficulty in fully carrying out the professional leadership and development role, which Council has agreed is just as important as the regulatory role.

In response to these strongly held views, an additional object has been added to the new draft at 2(3): “To safeguard, maintain the honour, and promote the effectiveness and interests of the profession of pharmacy”. The revised objects provide clear legitimacy for the professional leadership and development role, enshrining it firmly in the Society’s constituting document.

The wording has been changed slightly from the current object — substituting “the profession of pharmacy” for “members in their exercise of the profession of pharmacy”. This is to remove an ambiguity that has caused considerable confusion over the years. It might seem a rather obscure point, but actually it is important. It makes clear the fact that the Society cannot represent or champion the interests of an individual member or group of members but must look to the interests of the profession as a whole, in all its diversity. The revised object is designed to make this long-standing position plain and unambiguous. It gives the Society’s representational role greater clarity and credibility.

Devolution

There was a strong feeling (expressed by those who raised the issue) that the Charter did not properly address the implications of devolution of health policy to Scotland and Wales. The way in which the health service is managed across England, Scotland and Wales — its priorities, as well as most of its detailed policy — is already starting to diverge significantly, and this seems set to continue. If the public in each country is to be adequately served by pharmacy, and if the profession is to remain relevant, the process of devolution must be reflected within the Society itself, and within its Charter.

In response, a new Article 6(1) has now been inserted into the draft Charter. This places a mandatory obligation on the Council to ensure that appropriate structures are created in Scotland and Wales to reflect the full implications of devolution. Article 7(4) provides the framework for proper devolution of powers within the Society to ensure that the new structures work.

Time is tight

The plan is to update the Charter alongside the legislation — the Order to be made under Section 60 of the Health Act 1999 — so that between them, they create a robust framework that will secure the broad, integrated remit of the Society well into the future. But the time for decisions is fast approaching. The Government is moving ahead with drafting the new legislation, so the petition for a new Charter needs to be finalised by December.

Comments, please!

Comments are now invited from everyone with an interest in this revised draft Charter. We want to hear about any aspect of the revised draft that causes you concern, to help the Council make its final decisions in December. Comments can be made in writing, using the feedback form provided or by letter, fax or e-mail to Christine Gray, Modernisation Project Manager at the Society’s Headquarters (e-mail cgray@rpsgb.org.uk, fax 020 7572 2501). Comments must be received by Friday 14 November 2003.

Comparing the current Charter and the revised draft Charter

Current Charter

Revised draft Charter

Recital Describes the process of petition for the new Charter.

Recital Describes the process of petition for the new Charter and the Society's wish to be properly equipped to function both as a regulator and a professional body, able to lead the strategic development and policies of the profession, support the science and practice of pharmacy, and engage in public debate on health-related matters and the contribution of pharmacy to the health of the public.

Article 1 Defines various terms used in the Charter.

Not carried forward as a separate article.

Articles 2 & 3 Revoke earlier Charters except in so far as the original Charter incorporates the Society and authorises it to have a common seal and to sue and be sued.

Article 1 Carries this forward.

Article 4 Sets out the Society's objects.

Article 2 Sets out the Society's objects. Makes clear that, as now, the Society will pursue its objects for the public benefit.

Article 4 Advancement of chemistry and pharmacy; promotion of pharmaceutical education and the application of pharmaceutical knowledge.

Article 2(1) Carries forward the advancement of knowledge of, and education in, pharmacy and its application. Links this to fostering good science and practice. The focus on chemistry is removed, in view of the increasing breadth of science underpinning pharmacy.

Articles 2(2), 3(3)-3(6) & 3(8) Make explicit the Society's role of protecting the public through professional regulation, allowing the Charter to better reflect the Society's remit to lead, develop and regulate the pharmacy profession.

Article 4 Maintenance of honour and promotion and safeguarding of interests of members in their exercise of the profession of pharmacy.

Article 2(3) Carries forward maintenance of honour and promotion and safeguarding of the effectiveness and interests of the profession of pharmacy.

Article 2(4) Sets out the function of maintaining and developing the science and practice of pharmacy in its contribution to society.

Article 3(1) Power to promote by any means the public understanding of pharmacy, so that its contribution to the health of the nation is understood and recognised.

Article 4 Provision of relief for distressed members, former members, dependants or students.

Article 3(2) Carries this forward.

Article 3(7) Power to charge fees other than in connection with the registers.

Article 3(10) Power to maintain databases, indices, libraries, museums and collections, and to publish material in any form.

Article 3(11) Power to undertake, encourage, fund or commission research and to publish the results.

Article 3(12) Power to co-operate with other bodies, to establish subsidiary organisations, to acquire undertakings, to assume liabilities and to carry out trusts or agencies.

Article 5 Power to acquire, hold and dispose of real or personal property. Three premises are specified as requiring the approval of a general meeting before they may be sold.

Articles 3(14) & 3(15) Update this power and give the Council authority to acquire, dispose of or mortgage any real or personal property in furtherance of the Society's objects. Article 7(2) would allow for any transactions requiring the approval of a general meeting to be set out in regulations.

Articles 3(16) & 3(17) Power to take out insurance to protect the Society against potential liabilities, and to indemnify Council members in respect of any liability incurred when carrying out their duties in good faith.

Articles 3(18) & 3(19) Power to: receive monies or gifts; obtain credit; deal with financial instruments; operate bank accounts; invest monies, and to appoint investment managers and delegate powers to them according to regulations.

Article 3(20) Power to carry on trade.

Article 3(21) General power to carry out lawful acts to promote the Society's objects.

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**Current
Charter**
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previous page)

**Revised draft
Charter**
(concluded from
previous page)

Article 4 Describes limits on the purposes for which the Society's income and property may be used. Makes explicit that, as now, these may not be distributed to Council members or members of the Society by way of dividend, bonus or profit. Enables payment of; reasonable remuneration for services, expenses, and charitable benefits.

Article 6 Definition of members of the Society

Article 5 Carries this forward and creates the potential for other categories of membership, subject to Privy Council approval.

Articles 7 & 8 Power to designate fellows, honorary fellows, honorary members, corresponding members and students.

Article 3(9) Carries forward power to designate fellows, honorary fellows and honorary members, and to award other distinctions. Reference to corresponding members and students removed but students are included within Article 3(2).

Article 9 Provision for general meetings, including annual general meetings, to be held according to provisions in regulations/byelaws.

Article 5 Carries this forward.

Article 10 Composition of the Council.

Article 7 Sets this out, and adds potential for alteration through a Privy Council Order if necessary to meet future needs.

Article 10 Power to regulate proceedings of Council and its supporting structures.

Articles 7(1)-7(3) Carry this forward. 7(3) reflects the importance of appropriate expert advice to support the Council in leading, developing and regulating the profession.

Articles 10 & 11 Power of Council to act notwithstanding any vacancy in its membership and to fill casual vacancies.

Article 7 Carries this forward. Also provides power to remove or suspend members of Council in accordance with regulations.

Article 12 Power of Council to direct and manage the Society's affairs and to perform all powers and duties of the Society except those reserved to a general meeting.

Article 7 Carries this forward.

Article 13 Appointment of officers of the Society (President, Vice-President and Treasurer) according to provisions in regulations/byelaws.

Article 7(5) Carries this forward. Number and titles of officers not specified, to allow this to be altered if required to meet future needs.

Article 14 Ability of Council to delegate powers and functions.

Article 7(4) Carries forward and broadens this power to allow the Council to delegate powers and functions as required to meet future needs, while retaining accountability for the exercise of those powers and functions.

Article 15 Appointment of auditors of the Society's accounts and of a Secretary of the Society.

Articles 3(13) & 7(2) These broader powers enable the Council to employ staff and to make regulations for the governance and management of the Society, providing flexibility to meet future needs.

Article 16 Provision for a Scottish Department, as set out in regulations/byelaws.

Article 6(1) Requires the Council to establish appropriate structures in Scotland and Wales to reflect devolution as it exists now and as it evolves in the future.

Article 6(2) Enables the Council to establish departments, branches, subdivisions and other structures of the Society. This would allow for the continuation of the branches and regions. It would also allow for structures to reflect devolution within England, if required.

Articles 17 & 18 Power to make, alter or revoke regulations/byelaws.

Article 7(2) Carries forward this power. Removes the need for all regulations to be approved by the Privy Council, giving the Society greater capacity to regulate its own affairs. This would not preclude an opportunity for members to comment on proposed changes. Some types of regulations might require a different method of approval. Some could be designated as requiring approval by a general meeting.

Article 7(6) Power to make regulations governing the use and custody of the Society's common seal.

Article 19 Provides for a complete set of new byelaws to be introduced shortly after the Charter comes into force.

Article 8 Provides for the existing regulations to remain in force, unless they are superseded by new regulations.

Article 20 Provides a mechanism for alterations to the Charter, requiring approval by three-fourths of those present and voting at a general meeting.

Articles 9-11 Provide a mechanism for alterations to the Charter, requiring approval by two-thirds of those present and voting at a general meeting. Also makes explicit the current implicit arrangements that would apply should the Society ever be dissolved.

Article 12 Provides that the Charter should always be construed in such a way as to favour the Society.

Article 13 Provides for a date to be specified for the Charter to come into force, allowing flexibility to fit with the legislative timetable for the Section 60 order.

The current Royal Charter

This is the Supplemental Charter granted to the Society on 19 November 1953 (as amended), which superseded the Charter of Incorporation granted in 1843 and the Supplemental Charters granted in 1901 and 1948

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:

Petitioners *Whereas an humble petition unto Us by the Pharmaceutical Society of Great Britain setting forth that it would be of great benefit to the said Society and the members thereof that certain amendments and additions should be made to the Royal Charter under which the said Society were incorporated on the eighteenth day of February, in the year of Our Lord One thousand eight hundred and forty-three:*

And whereas by the said Petition the petitioners have most humbly prayed that We would be graciously pleased to grant to the said Society a Supplemental Charter with such provisions as are hereinafter contained:

Now, therefore, know ye that We, having taken the said Petition into Our Royal Consideration and being satisfied that the intentions of the petitioners are laudable and deserving of encouragement, have willed, ordained and declared and by these Presents do will, ordain and declare as follows:-

Interpretation 1. That in this Our Charter, unless the context otherwise requires, the following expressions have the meaning hereby respectively assigned to them:

- "The Society" means the Royal Pharmaceutical Society of Great Britain and any reference to the Pharmaceutical Society of Great Britain in any Act of Parliament or other legislative instrument shall be so construed.*
- "The Council" means the Council of the Society.
- "Elected member of Council" means a member of Council other than a person who is a member of Council by virtue of the provisions of section four of the Pharmacy and Poisons Act, 1933.
- "Members" means the members of the Society.
- "Students" means the students of the Society.
- "Byelaws" means the byelaws made by the Council and confirmed and approved by the Lords of Our Privy Council in accordance with the provisions of this Our Charter.

In this Our Charter, unless the context otherwise requires, words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine gender and vice versa.

Charter of Incorporation 2. That the Charter of Incorporation granted to the Society on the eighteenth day of February, One thousand eight hundred and forty-three (except in so far as it incorporates the Society, and authorises them to have a common seal and to sue and be sued), shall be and the same is hereby revoked.

* Definition amended with the approval of Her Majesty in 1988

Revocation of Supplemental Charters 3. That the Supplemental Charters granted to the Society of the twenty-seventh day of March, One thousand nine hundred and one, and the twentieth day of November, One thousand nine hundred and forty-eight, respectively, shall be and the same are hereby revoked.

Objects 4. That the objects of the Society shall be as follows:
To advance chemistry and pharmacy.
To promote pharmaceutical education and the application of pharmaceutical knowledge.
To maintain the honour and safeguard and promote the interests of the members in their exercise of the profession of pharmacy.
To provide relief for distressed persons, being:
(1) members;
(2) persons who at any time have been members or have been registered as pharmaceutical chemists or as chemists and druggists;
(3) widows, orphans or other dependants of deceased persons who were at any time members or registered as aforesaid; or
(4) students.

Power to hold lands, etc 5. The Society shall have power to acquire, take and hold any personal property including movable property in Scotland and to acquire, take and hold any real property including heritable property in Scotland for any estate or interest whatsoever and also from time to time to sell, grant, lease, exchange, mortgage or otherwise dispose of the same of any part thereof in any manner whatsoever including feuing in Scotland provided that no sale of the premises hereinafter specified shall be made except with the approbation and concurrence of a special general meeting of the members of the Society convened for the purpose that is to say:
The Society's Headquarters at Lambeth, London SE1.
The Society's Offices and Laboratories in York Place, Edinburgh.
The Society's Convalescent Home at Mayfield, Staffordshire.*

Members 6. That the members of the Society shall consist of all such persons as are for the time being registered pharmacists within the meaning of the Pharmacy and Poisons Act, 1933.

Fellows 7. That members who have made outstanding original contributions to the advancement of pharmaceutical knowledge or who have such special educational attainments as may be determined by the Council may in accordance with and subject to the provisions of the byelaws be designated Fellows of the Society.

Honorary Fellows and Members, Corresponding Members, Students 8. That in accordance with and subject to the provisions of the byelaws there shall be admitted to such privileges and benefits of the Society as may be determined by the Council excepting always the right of being present at or voting at general meetings of

* Article amended with the approval of Her Majesty in 1975

the members persons to be known as Honorary Fellows, Honorary Members, Corresponding Members and Students of the Society respectively.

Annual General Meetings

9. That there shall be general meetings of the members, such general meetings consisting of annual general meetings held once in each calendar year and special general meetings held at such times as may be necessary or desirable. The byelaws shall regulate the mode, time and place of summoning and holding of the said annual and special general meetings, and the form of voting, whether in person or by proxy, and the conduct of proceedings at the said meetings.

Council

10. That there shall be a Council of the Society consisting of twenty-one elected members of Council and such persons as are for the time being members of Council by virtue of the provisions of section four of the Pharmacy and Poisons Act, 1993,* and the elected members of Council shall be nominated and elected in such manner and shall have such qualifications and such tenure of office as may be determined by byelaws. The quorum and mode of summoning of meetings of the Council shall be determined by byelaws, but otherwise, subject to the provisions of the byelaws, the Council shall have power to regulate the conduct of proceedings at meetings of the Council and of any of their committees or subcommittees. The continuing members of the Council may act notwithstanding any vacancy in their body.

Vacancies in Council

11. That in the event of any casual vacancy occurring in the elected members of Council owing to death, resignation, removal or otherwise, the vacancy shall be filled for the remainder of the period in which the person vacating office would have held office in manner such as may be determined by byelaws.

Duties of Council

12. That the Council shall direct and manage the affairs of the Society and may exercise and perform all the powers and duties of the Society except as to such matters as are by this Our Charter or by byelaws directed to be transacted at or by a general meeting of the members.

President, Vice-President and Treasurer

13. That there shall be a President, a Vice-President and a Treasurer of the Society each appointed in such manner and each having such powers and duties, such qualifications and such tenure of office as may be determined by byelaws.

Council, Delegation of Powers

14. That the Council may, subject to the provisions of the byelaws, delegate all or any of their powers and duties to the President, Vice-President or Treasurer or to committees or sub-committees appointed for the purpose from among their own number, and may, but only to such an extent as may be expressly authorised by the byelaws, delegate any of their powers and duties to committees or sub-committees appointed for the purpose but not exclusively from among their own number.

Auditors

15. That there shall be in accordance with the provisions of the byelaws Auditors of the accounts of the Society and a Secretary of the Society.

Scottish Department

16. That there shall be a Scottish Department of the Society in Scotland constituted and governed in such

* As amended by Section 15 of the Pharmacy Act, 1954

manner and with such functions in Scotland as may be determined by byelaws.

Byelaws

17. That the Council shall be authorised to make, and when made to alter or revoke, byelaws for all or any of the purposes for which byelaws may by the express provisions of this Our Charter be made and such other byelaws as from time to time seem to the Council requisite for the management and regulation of the affairs and property of the Society and the better execution of this Our Charter and the furtherance of the objects of the Society.

To vary or alter byelaws

18. That no byelaw, and no alteration or revocation of any byelaw, made by the Council in accordance with the provisions of this Our Charter or any statutory enactment shall have any force or effect:

- (1) unless not less than sixty days prior notice has been given to the members in such manner as may be determined by byelaws of the intention of the Council to make, alter or revoke the said byelaw; or
- (2) if it be repugnant to the provisions of this Charter or to the laws of the Realm; or
- (3) unless it shall have been confirmed and approved by the Lords of Our Privy Council.

Provided always that no prior notice need be given to the members of the intention of the Council to make byelaws in accordance with the provisions of the next succeeding Article.

19. That the Council shall within a period of forty days from the date of this Our Charter, or within such longer period as the Lords of Our Privy Council may allow, make and submit to the Lords of Our Privy Council new byelaws to replace the byelaws in force at the said date and until the said new byelaws either with or without amendment have been confirmed and approved by the Lords of Our Privy Council the affairs of the Society shall be conducted in all respects as though his Our Charter had not been granted. A certificate under the hand of Our Clerk of Our Privy Council shall be conclusive evidence of any confirmation and approval by the Lords of Our Privy Council required by virtue of the provisions of this and the last preceding Article.

Alterations to Charter

20. That the Council may by resolution in that behalf, passed at any meeting by a majority of not less than three-fourths of the members of Council present and voting (being an absolute majority of all the members of the Council) and confirmed at and by a special general meeting of members convened for the purpose by a majority of not less than three-fourths of the members present and voting, alter, amend or add to this Our Charter, and such alteration, amendment or addition shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforward 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 manner aforesaid.

In Witness whereof We have caused these Our Letters to be made Patent. Witness Ourselves at Westminster the thirty-first day of December in the second year of Our Reign.

By Warrant under the Queen's Sign Manual

(Sg.) NAPIER

The revised draft Royal Charter

ELIZABETH THE SECOND, by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of all 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 11th 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 amend and add to the Charter of 1843:

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 both as a regulator and to lead the strategic development and policies of the profession, supporting the science and practice of pharmacy and engaging in the wider public debate on health related matters and on the role of the profession 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, for the public benefit:
 - (1) to advance knowledge of, and education in, pharmacy and its application, thereby fostering good science and practice;
 - (2) to promote and protect the health of the public through the regulation of the pharmacy profession and of other persons engaged in related activities;
 - (3) to safeguard, maintain the honour, and promote the effectiveness and interests of the profession of pharmacy; and
 - (4) to maintain and develop the science and practice of pharmacy in its contribution to society.
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 or their dependants or students of the Society;
 - (3) to undertake any function, including any function designed to maintain fitness to practise, relating to the regulation of

pharmacists or other persons engaged in related activities as may be conferred by or under any Act of Parliament;

- (4) to undertake any function relating to the control and licensing of premises used in connection with pharmacy as may be conferred by or under any Act of Parliament;
 - (5) to maintain registers of members or of other persons, and to charge fees in this connection;
 - (6) to maintain registers of premises and to charge fees in this connection;
 - (7) 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;
 - (8) to set and enforce standards of education or training and to hold, or cause to be held, examinations;
 - (9) to award fellowships, honorary fellowship or membership, and other distinctions of the Society;
 - (10) 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;
 - (11) to undertake, encourage, fund or commission research and to publish or promote the publication of the results thereof;
 - (12) to co-operate with other bodies and authorities, 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;
 - (13) to engage and remunerate staff, to provide pensions and other entitlements for employees or their dependants;
 - (14) 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;
 - (15) to acquire, build or maintain any building or premises;
 - (16) to take out any insurance for the protection of the Society in respect of any potential liability of the Society;
 - (17) to indemnify the members of the Council 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);
 - (18) 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;
 - (19) 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 Council;
 - (20) to carry on trade in furtherance of the objects or for purposes ancillary or incidental thereto; and
 - (21) 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 Council: provided that nothing in this article shall prevent the payment in good faith by the Society of

- (1) reasonable remuneration to any member (not being a member of the Council) for services rendered to the Society;
- (2) charitable benefits to any person (not being a member of the Council) in their capacity as a beneficiary of the Society;
- (3) reasonable attendance fees in respect of meetings and other functions of the Council and its committees, and reasonable out of pocket expenses; or
- (4) remuneration to any member of the Council, 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. The membership of the Society shall consist of the persons who are for the time being registered pharmacists within the meaning of [section 60 order] and such other persons in such other categories as may, on application by the Council, be approved from time to time by order of Our Privy Council. 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 Council.

6. The Council

- (1) shall by regulation establish appropriate structures in Scotland and Wales to reflect devolved powers and responsibilities for health and other relevant matters; and
- (2) may by regulation establish, regulate and dissolve departments, branches, sub-divisions, and other structures of the Society for the purposes of meeting the needs and requirements of the Society and the profession.

7. The control, direction and management of the policies and affairs of the Society shall be vested in the Council consisting of

- (a) 17 pharmacists as defined in and elected in accordance with regulations made by the Council;
- (b) two pharmacy technicians as defined in and elected in accordance with regulations made by the Council; and
- (c) ten persons appointed by Our Privy Council under statutory powers:

Provided that, subject to an overall maximum of 35 members, the composition of the Council may be altered from time to time by order of Our Privy Council. The Council shall have power in accordance with regulations to fill any casual vacancy amongst the members at (a) and (b) above and to suspend or remove any member of the Council, and power to act in all matters notwithstanding any vacancy in its membership. The Council shall exercise all the powers and functions of the Society except those reserved by this Our Supplemental Charter to the members in general meeting, and shall in particular have power:

- (1) to discharge or ensure the discharge of any function, consistent with the objects, bestowed upon the Council or the Society by or under any Act of Parliament;
- (2) to make regulations for any purpose relating to the governance, management, affairs or functions of the Council or of the Society, whether in pursuance of a provision of this Our Supplemental Charter or otherwise, and to designate any such regulation or regulations as requiring approval by majority vote of the members of the Society in general meeting: provided that, such designation having been made by the Council, the regulations in question shall not be amended or revoked, or the designation withdrawn, without approval by majority vote of the members in general meeting;

- (3) by regulation to establish or dissolve, and regulate procedures of boards, committees and other standing or ad hoc bodies, including bodies to provide appropriate expert advice to the Council to support the leadership, development and regulation of the profession, consisting of members of the Council or others;
- (4) by regulation, to delegate powers and functions to any board, committee or other body whether or not established by or under an Act of Parliament, or to officers, individuals or groups of individuals;
- (5) to appoint officers of the Society in accordance with regulations; and
- (6) by regulation to provide for the use and custody of the Common Seal of the Society.

8. 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 article 7(2) above.

9. 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 or replace the name of the Society as specified in the Charter of 1843, provided that any such amendment, addition or revocation shall not be effective unless approved by Us, Our Heirs or Successors in Council.

10. In this Our Supplemental Charter "regulations" means regulations made by the Council, "Special Resolution" means a resolution of the Council passed in accordance with regulations and confirmed at a duly convened general meeting of members of the Society by not less than a two-thirds majority of the votes of the members present in person (or by proxy as determined by regulations); and "Act of Parliament" includes an Act of the Scottish Parliament or of any other devolved administration of Our United Kingdom whether in existence at the time of coming into force of this Our Supplemental Charter or not.

11. 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 Council 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 with objects deemed to be sufficiently similar to those of the Society and whose constitution restricts the distribution of income and property to the same or greater extent as this Our Supplemental Charter.

12. 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.

13. This Our Supplemental Charter shall come into force on [date] [the date of coming into force of the [section 60 order]] [such date as may be specified in writing by the Clerk of Our said Privy Council] [such date as may be specified by order of Our said Privy Council].

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

*WITNESS Ourselves at Westminster the _____ day
of _____ in the _____ year of Our Reign.*

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL