



fit for the future

Your chance to vote on a new Charter

Council commends its revised draft Charter to the membership

The Council of the Royal Pharmaceutical Society of Great Britain agreed, at its meeting on Wednesday 30 June, a revised draft Royal Charter. This is the Council's preferred draft, which it is asking members to approve through a postal ballot, conducted by Electoral Reform Services. You should receive the ballot documentation within the next few days. Ballot papers must be returned to Electoral Reform Services in the envelope provided by 20 August 2004.

Comments and questions

Some readers may have questions or points to make about the revised draft Charter. A dedicated e-mail address has been set up for these — charter@rpsgb.org — and the office will aim to respond to any questions received within 10 days.

How the draft Charter has been revised

In revising the draft Charter, the Council has taken further account of the concerns expressed by the membership and of points raised by the Privy Council's advisers (namely the Department of Health and the health departments in Scotland and Wales). In response, the Council has made some significant changes, which are set out below. (Numbering given below refers to the new, revised draft except where otherwise specified.)

Objects of the Society

What was object 3 in the previous draft has been moved up to become the second object (now draft Article 2(2)). It has also been reworded to read: "to safeguard, maintain the honour, and promote the interests of pharmacists in their exercise of the profession of pharmacy"

What was object 2 in the previous draft, and is now the third object, has been revised to read "to promote and protect the health and well-being of the public through the regulation and professional leadership and development of the pharmacy profession and the regulation of other persons engaged in related activities" (now draft Article 2(3)). This makes it clear that the Society does not involve itself directly in the professional leadership and development of persons other than pharmacists.

Disposal of residual assets

Article 13 has been amended to permit residual funds after a dissolution of the Society to be transferred to more than one body with similar objects if appropriate. The dissolution of the Society is, of course, not envisaged but provisions such as Article 13 are standard in modern charters and would avoid

any risk of the Society's assets simply passing to the Crown in the event of a dissolution.

Benevolence

The Council discussed whether to reinstate, as an object, the relief of distress, but decided in the light of independent specialist advice to leave this as a proposed power at draft Article 3(2). This should in no way be seen as signalling a dilution in the Society's commitment to its benevolent activities. The inclusion of benevolence in the objects of a non-charity is not nowadays appropriate. It could conceivably create unrealistic expectations regarding the balance of the uses to which the Society's resources can be put. Overall the Council felt that this was best provided for in the powers.

Powers of the membership

A charter confers wide powers on the relevant governing body, but can reserve certain specific matters by requiring the sanction of the members. The December 2003 draft specified that certain changes would require the approval of the members at a general meeting. The new draft extends the scope of matters requiring clearance by the members — to

include any new category of membership and any change to the composition of the Council proposed by the Society — and also adds the option of a ballot to that of a general meeting as a means of seeking the members' approval.

Supporting structures

The draft was strengthened at Article 9(3) to refer to bodies to advance professional leadership, as well as to support the development and regulation of the profession. A future Council would therefore be enabled to create boards or committees to exercise these functions.

The words "geographical or other" have been inserted in draft Article 7(2) to distinguish more clearly between this article, which relates to membership structures, and draft Article 9(3), which refers to boards, committees and other standing or ad hoc bodies set up to advise and support the work of the Council. The words "provided that the Council shall not dissolve any Committee established by or under any Act of Parliament" have been added to both articles to make explicit that the Council could not dissolve statutory committees, such as the future Health Committee or Disciplinary Committee.

External timetables have so far meant that the reform process has focused largely on the regulatory aspects of the Society's work. Resolution of the Charter issues should allow the Society to carry out an energetic and vigorous review of its professional support services.

Devolution

The Council agreed that the revised draft Article 9(3) provided further means (in addition to the provisions in draft Articles 7(1) and 9(4)) of meeting present and future needs for professional leadership and development in Scotland and Wales, and potentially in the regions of England.

A high level review of issues relating to devolution has been set up (*PJ*, 14 Feb 2004, p197) and the outcome of the review will inform the development of structures and ways of working to respond appropriately to devolution.

Composition of the Council

The Privy Council's advisers propose to add to the membership of the Council, in addition to the 29 members already proposed, one pharmacist appointed by the universities in Great Britain awarding degrees accredited by the Society for the purposes of registration as a pharmacist. This would reflect the importance of education within the Society's functions and responsibilities. This means that the reformed Council would comprise 30 members: 17 elected pharmacists, one appointed pharmacist (see next paragraph), two pharmacy technicians and 10 lay members. Draft Article 8(2) reflects this change. This change would bring the lay membership of the new Council to 33 per cent. This is lower than has been agreed by the government for any other health profession regulator and reflects the government's recognition of the Society's responsibilities for professional leadership and development and its broader range of functions.

Discussions will take place with the Privy Council's advisers to clarify the mechanism by which this additional Council member would be identified (this would be set out in

regulations made under the Charter). It should be borne in mind that the word "appointed" in the draft does not preclude a supporting election process.

The Council also recognised the importance of ensuring that it engages with and is informed by all sectors of the profession in its deliberations and decision-making. It was believed that it would be appropriate to consider these concerns as part of the forthcoming work on supporting structures and, potentially, within an electoral scheme made under the Charter, rather than in the Charter itself.

Bringing the reformed Council into being

A transitional provision has been included (draft Article 8) to permit the existing Council to continue until the newly constituted Council comes into office on a specific day. This is necessary to avoid a situation where, if the new Charter were granted, the current Council composition would be at odds with that stated in the Charter. It is proposed that the reformed Council should take office on the day after the AGM in May 2005, and Article 8 has been altered to reflect this. Article 8(1) has been altered to refer to "17 registered pharmacists" so as to be consistent with the next full paragraph, which provides that "a majority of the Council shall be registered pharmacists".

The words "under statutory powers" have been deleted from Article 8(4) to avoid a situation where the Privy Council would be unable to appoint the lay members of the reformed Council until the Section 60 Order was made and to allow the reformed Council to be brought into existence in shadow form if necessary. This would not prevent the statutory powers of the Privy Council to appoint these members being included in the Order.

Privy Council approval of regulations (byelaws)

A requirement has been reinstated that regulations made under the Charter (previously byelaws) shall not come into force and effect unless approved by the Privy Council. Article 10 reflects this change.

Clarifications

Article 3(7) Draft Article 3(7) provides an express power for the Society to charge fees for services such as seminars, library services etc. This is to forestall any argument that the Society does not have power to charge fees for non-statutory purposes. The Society could not exercise this power in conflict with legislation but the words "other than in pursuance of a function conferred by or under any Act of Parliament" have been added to make this explicit.

Article 3(13) This draft power has been broadened to encompass "agents and staff", to make clear that the Society can appoint external advisers, auditors etc, in addition to staff.

Article 9(4) The words "(except the power to make regulations)" have been inserted to make clear that the Council could not purport to delegate to any other body, group or individual the power to make regulations under the Charter.

Article 11 This represents a simplification of Article 10 in the previous draft.

The Council's preferred 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 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 regulator, 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, within the context of the public benefit:

- (1) to advance knowledge of, and education in, pharmacy and its application, thereby fostering good science and practice;
- (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 regulation and professional leadership and development of the pharmacy profession and the regulation of other persons engaged in related activities; 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 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 other than in pursuance of a function conferred by or under any Act of Parliament;
- (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 agents and staff, and 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 in Great Britain and such other persons in such other categories as may be approved by Special Resolution and by order of Our Privy Council.

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 Council.

7. The Council

- (1) shall by regulation, and subject to appropriate consultation, establish 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 geographical or other 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, provided that the Council shall not dissolve any Committee established by or under any Act of Parliament.

8. The control, direction and management of the policies and affairs of the Society shall be vested in the Council as constituted on the day before the coming into force of this Our Supplemental Charter, but with effect from [[] May 2005] [the day after the Annual General Meeting of the Society held in 2005] the Council shall be re-constituted to consist of

- (1) 17 registered pharmacists as defined in and elected in accordance with regulations made by the Council;
- (2) one registered pharmacist appointed by the universities in Great Britain awarding degrees accredited by the Society for the purposes of registration as a pharmacist, in accordance with regulations made by the Council;
- (3) two pharmacy technicians as defined in and elected in accordance with regulations made by the Council; and
- (4) ten persons appointed by Our Privy Council.

On the application of the Society in pursuance of a Special Resolution, Our Privy Council may by order vary the composition of the Council, provided that there shall be no more than 35 members in total and that a majority of the Council shall be registered pharmacists. The Council shall have power in accordance with regulations to fill any casual vacancy amongst the members at (1) and (3) above and to suspend or remove any member of the Council, and power to act in all matters notwithstanding any vacancy in its membership.

9. The Council 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 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, amend, add to or revoke 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 Special Resolution: provided that, such designation having been made by the Council, the regulations in question shall not be amended, added to or revoked, or the designation withdrawn, without approval by Special Resolution;
- (3) by regulation 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 Council to support the development and regulation of the profession, consisting of members of the Council or others, provided that the Council

shall not dissolve any Committee established by or under any Act of Parliament;

- (4) by regulation, to delegate powers and functions (except the power to make regulations) 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 a President, who shall be a registered pharmacist, and other officers of the Society in accordance with regulations; and
- (6) 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. Such regulations (and any amendment or addition to them or revocation thereof) made by the Council shall not be of force and effect unless

- (1) published, as made by the Council, for a period of sixty days and then confirmed by the Council by such method as it may determine; and
- (2) in the case of any regulations designated by the Council under Article 9(2) to require approval by Special Resolution (or of any amendment or addition to or revocation of them), such approval has been given; and
- (3) approved by Our Privy Council.

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 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 Council and approved in accordance with Article 10; "Special Resolution" means a resolution of the Council confirmed, in accordance with regulations, either 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), or by ballot of the membership; 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.

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 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 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 day
of in the year of Our Reign.*

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL