

# **C H A R L E S T H E T H I R D**

**by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories King, Head of the Commonwealth, Defender of the Faith:**

## **TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!**

WHEREAS the incorporated organisation commonly known as the College of Paramedics (hereinafter referred to as “the former Company”) petitioned Us for a Charter of Incorporation:

AND WHEREAS We have taken the said Petition into Our Royal Consideration and are minded to accede thereto:

NOW THEREFORE KNOW YE THAT WE by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our Especial grace, certain knowledge, and mere motion do hereby for Us, Our Heirs and Successors will grant, direct, appoint and declare as follows:

### **THE COLLEGE OF PARAMEDICS**

1. The persons now members of the said organisation (hereinafter referred to as the former Company and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of the College of Paramedics (hereinafter referred to as the Company) and by the same name shall and may sue and be sued in all Courts, and in all manner of actions and suits, and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

### **OBJECTS**

2. The objects for which the Charity is established (“the objects”) are the advancement of health and saving and improving of lives and the advancement of education, training and efficiency within the paramedic profession including by:
  - (i) Developing the scope and practice of paramedic science and related subjects in the paramedic profession for the benefit of the general public and practitioners.
  - (ii) Managing a continuing professional development process for the profession.
  - (iii) Promoting education and training in paramedic sciences and related areas within the profession.
  - (iv) Encouraging and sharing good clinical practice and high standards of care through research and leadership.

### **POWERS**

3. And the Company shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
  - (i) To establish and oversee the necessary academic and practical standards for admission to the company including the requirement of members to abide by a code of professional conduct.

- (ii) To arrange or assist others in arranging for meetings, educational courses and lectures, and social occasions for the benefit of the members and for the development of their fellowship within the Company.
- (iii) To establish, manage, promote, organise, finance and encourage the study, writing, production and distribution of books, periodicals, monographs and pamphlets and the publication of educational courses and lectures.
- (iv) To establish, manage, promote, organise, finance, equip and maintain libraries.
- (v) To promote, commission, undertake and publish research in areas useful to the Company's object, and to have regard to the interests of those engaged in relevant medical care, originating and watching over relevant petitions to Parliament, and giving such other assistance to members of the Company as may be desirable.
- (vi) To promote the formation of organisations, whether charitable or not, for the purpose of any of the objects of the Company and to assist such organisations as necessary in the fulfilment of their objects.
- (vii) To make provision for lectureships, bursaries, prizes and grants.
- (viii) To give or lend money for the furtherance of the objects of the Company.
- (ix) To create and undertake the management of any trusts or endowments and any scholarships and exhibitions for the furtherance of the object of the Company.
- (x) To work together with any institutions or persons having a charitable object similar to that of the Company.
- (xi) To make suitable arrangements for undertaking the work of the Company and for organising meetings of the Company.
- (xii) To employ such staff who shall not be members of the Board of Trustees (hereinafter referred to as the Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of salaries, pensions and any other benefits to staff.
- (xiii) To raise funds and to invite or receive contributions from any person or persons whatsoever by way of subscription, donation, and otherwise

than through permanent trading.

- (xiv) Subject to any consents as may be required by law, to invest the monies of the Company not immediately required in or upon such investments or other property or other assets as may be thought fit.
- (xv) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges therein, and to construct, maintain and alter buildings or erections.
- (xvi) Subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the assets of the Company.
- (xvii) Subject to such consents as may be required by law to borrow or raise money on such terms and on such security as may be thought fit.
- (xiii) To create such Bylaws subject to the approval of the Privy Council as the Board may consider necessary for the good administration of the Company. The first such Bylaws are attached to this Our Charter as the Schedule.
- (xix) To do all such other lawful and charitable things as are incidental to the attainment or furtherance of the said objects.

Provided that:

- a. the Company's objects shall not extend to the representation of the interests of members with regard to their conditions of employment, and
- b. nothing herein shall prevent any payment in good faith by the Company:-
  - (i) of reasonable and proper remuneration to any member, Officer or employee of the Company (not being a member of its Board) for any agreed services rendered to the Company
  - (ii) to any member of its Board or of its committees of reasonable out-of-pocket expenses.

#### MATTERS RELATED TO PROPERTY

- 4.(i) The Company hereby incorporated or any persons on its behalf may acquire for the purposes of the Company any lands tenements or hereditaments or any interest therein and to hold the same in perpetuity or otherwise and from time to time to grant, demise, alienate or otherwise dispose of the same or any part thereof.

- (ii) Any person and any body politic or corporate may assure in perpetuity, or otherwise, or demise or devise to, or for the benefit of, the Company any lands, tenements, or hereditaments whatsoever or any interest therein within Our United Kingdom of Great Britain and Northern Ireland.
- (iii) The assets and liabilities of the former Company including any property and monies held on behalf of or in trust for the former Company by any persons or body politic or corporate shall from the date of this Our Charter become and be deemed to be the property and monies of the Company and, where necessary and as soon as may be, shall be formally transferred to the Company or such persons on its behalf as the Company may prescribe. Likewise, the continuing contracts of the former Company shall be assigned to the Company as from the date of this Our Charter.
- (iv) In the investment of monies belonging to or held by the Company, the Company shall seek such advice as it may see fit and shall take into account any law relating to charitable investment applicable at the time of such investment. Subject as aforesaid no liability shall attach to any officer, employee or member of the Company in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of the Company.
- (v) The income and property of the Company shall be applied solely towards the promotion of its object as set forth in this Our Charter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and none of its trustees shall be appointed to any Office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company.

#### CHARTER CHANGES

- 5. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, revoke, amend or add to the provisions of this Our Charter; but no such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to. This Article shall apply to this Our Charter as revoked, amended or added to in manner aforesaid.

#### BYLAW CHANGES

- 6. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, amend or add to the Bylaws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of the Privy Council shall be conclusive evidence.

#### SURRENDER OF CHARTER

- 7. The members may, by a Special Resolution passed at any General Meeting by not less than two-thirds of the members present and voting, determine to surrender this Our Charter, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Company in such manner as shall be determined by such resolution or, in default of such direction, as a court of law shall think expedient having due regard to the liabilities of the Company for the time being, and if, on the winding up or dissolution of the Company, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among its members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some association having objects similar to the objects of the Company which shall prohibit the distribution of its income or property amongst its members to an extent at least as great as is imposed on the Company by this Our Charter, such association to be determined by the members at or before the time of dissolution.

#### CONCLUSION

- 8. And We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good firm valid and effectual according to the true intent and meaning of the same and shall be taken construed and adjudged in all Our courts of law and elsewhere in the most favourable and beneficial sense and for the best advantage of the Company any mis-recital, non-recital, omission, defect, imperfection, matter, or thing whatsoever notwithstanding.

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 KING'S SIGN MANUAL

# SCHEDULE

## BYLAWS OF THE COLLEGE OF PARAMEDICS

### INTERPRETATION

1. In the Charter, these Bylaws and the Regulations the words standing in the first column of the table next hereinafter shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<b>Words</b>	<b>Meanings</b>
The College	the College of Paramedics.
The Board	The trustees meeting together as the governing body.
The Paramedic Advisory Council	The advisory committee comprising individuals (who must be members) representing the Sections.
The Congress	The committee comprising the trustees and the Paramedic Advisory Council members.
In writing	Written, printed or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic form.
Regulations	Subsidiary rules.
General Meetings	Meetings of the College to which members have a right of access and, for some, a right to vote.
Special Resolution	Resolutions to be passed by a majority of two thirds of those present and voting.
In person	Present personally and physically or present by electronic means.

Words importing the singular number only shall include the plural number, and vice versa; and Reference to a gender shall include all genders; and Words importing persons shall include corporations.

### MEMBERSHIP

2.1 The College shall consist of such persons as the trustees shall admit into the following membership categories according to the criteria that the trustees decide from time to time and published in the Regulations.

2.2 The membership categories shall be:

- a. Voting members (being registered Paramedics)
  - (i) The Voting members shall be those persons who have been admitted by the College to its Fellowship (entitled to use post-nominal FCPara) or Membership (entitled to use post-nominal MCPara) Registers as the case may be and who satisfy the relevant requirements in respect of qualifications and experience as published in the Regulations.
  - (ii) Voting members shall be those registered with the Health and Care Professions Council and therefore subject to its Standards of Conduct, Performance, and Ethics and its fitness to practise procedures. Any Voting member who is removed from this Register will be removed also from the Voting members' Register of the College.

(iii) Voting members shall have the right to attend and vote at all General Meetings of the College and such other rights and obligations as the trustees may from time-to-time determine.

b. Non-voting members (being those who are not Paramedics)

(i) Those persons admitted by the College to the Student Register shall be those studying for a qualification leading to eligibility to apply for Registration with the Health and Care Professions Council and to apply for Voting membership of the College.

(ii) Those persons admitted by the College to the Associate Register shall be those with an interest in the College and shall be allocated to such specialist Sections as the trustees shall determine in accordance with the published Regulations.

(iii) Non-voting members shall have the right to attend but not to vote at all General Meetings of the College and such other rights and obligations as the trustees may from time-to-time determine.

(iv) There shall be a category of Emeritus Fellow for those Fellows who are no longer practising and so are no longer on the Health and Care Professions Council Register. Such members may have all the rights of Non-voting members.

- (v) There shall be a category of Honorary Fellows who shall be those who may or may not be members of the College but have provided a contribution to the work of the College to such a significant extent that the trustees wish to recognise their support.
- 2.3 It is the duty of all members to exercise their behaviour in the way they decide in good faith to further the purposes of the Charity.
- 2.4 The form and the procedure for applying for admittance to membership is to be prescribed by the trustees.
- 2.5 The trustees may establish an accreditation process of Voting members.
- 2.6 Membership is not transferable.
- 2.7 All members shall pay such annual subscriptions and other fees as shall be required of them by the trustees.
- 2.8 Resignation of members shall be notified in writing to the College, but the person so resigning shall be liable for payment of the annual subscription (if any) for the current year, together with any other arrears to the date of such resignation.
- 2.9 The Board, in its discretion, may expel a member on the recommendation of a professional disciplinary enquiry and according to the published Regulations.
- 2.10 Non-payment of subscription or death shall automatically terminate membership.

## **TRUSTEES**

- 3.1 The governing body of the College shall be the Board of Trustees subject only to challenge of its decisions by the Voting members in General Meeting.
- 3.2 The trustees shall comprise a maximum of thirteen and a minimum of four persons. These minimum and maximum numbers shall include the President, Vice President (Honorary Secretary), Honorary Treasurer, and Chair of the Paramedic Advisory Council and up to nine of the trustees shall be elected from the Voting membership by the Congress. The Voting members may nominate candidates for consideration by Congress for election to the Board. There shall also be up to four independent trustees who shall be appointed by the trustees to provide expertise and experience not otherwise available to the Board. They may or may not be Voting members.
- 3.3 Trustees are elected by Congress for an initial term of up to two years, in accordance with any process prescribed by the trustees and published in the Regulations. The trustees may serve, by decision of Congress, for one further period of two years but shall retire from the Board at the conclusion of the next-but-one Annual General Meeting following the Annual General Meeting at which they were last elected.
- 3.4 No trustee may hold Office as such for more than two consecutive terms of Office unless authorised to do so by a resolution passed by a majority of two thirds of Congress in accordance with any rules or Bylaws established by Congress

- in relation to such re-appointments. A retired trustee can be re-appointed after one year's absence from such a position within the College.
- 3.5 The trustees may at any time co-opt any person who is eligible as a trustee to fill a casual vacancy in their number who will serve until the conclusion of the next Annual General Meeting.
- 3.6 Furthermore the trustees may co-opt persons (subject to the maximum number permitted by these Bylaws) as additional trustees, but such a co-opted trustee holds Office only until ratification at the next meeting of Congress.
- 3.7 The trustees may act notwithstanding any vacancy in their number provided always that, if the number of trustees shall at any time be less than the minimum number set out in these Bylaws, it shall be lawful for the continuing trustees to act only for the purpose of filling vacancies or of calling a meeting of Congress to do so but not for any other purpose.
- 3.8 A technical defect in the appointment of a trustee of which the trustees were unaware at the time shall not invalidate decisions taken before the defect became known.
- 3.9 At meetings of the Board the quorum shall be half of the number of serving trustees at that time, all of whom shall be physically or virtually present.
- 3.10 Subject to the provisions of these Bylaws, the Board may regulate its proceedings as it thinks fit. Questions arising at a meeting of the Board shall be decided by a simple majority of votes and, in the case of an equality of votes, the Chair of the meeting shall have a second and casting vote.

3.11 The Board shall have power to appoint from time to time such committees as it may deem desirable, composed of trustees and non-trustees as appropriate and may delegate its powers to such committees or such other persons as it may determine but it shall not delegate any of its liability for the results of such delegation.

3.12 The first trustees after incorporation by Royal Charter shall be those who have been elected to serve on the Board for the period during which incorporation shall take place. They shall hold Office as such until their retirement and the election and coming into Office of their successors.

3.13 Trustees cease to hold Office if they:

- a) reach the end of their term in Office; or
- b) resign by notice in writing to the College (but only if at least three trustees remain when the notice of resignation is to take effect); or
- c) are removed from by a unanimous decision of the other trustees at a meeting attended by the Subject trustee for the purpose of discussing the matter with the trustees; or
- d) are absent from three consecutive meetings of the trustees without notice and/or the consent of the Chair/the majority of the remaining trustees; or
- e) are incapable physically or mentally of acting as a trustee and may remain so for more than three months as confirmed by a registered medical practitioner; or

- f) are convicted of any criminal offence, other than any minor offence that cannot reasonably damage the reputation of the College; or
- g) die.

#### OFFICERS

4. There shall be four Officers of the College: the President who shall chair the Board, the Vice President who shall also be the Honorary Secretary and Registrar, and the Chair of the Paramedic Advisory Council, all of whom shall be members of the College, and each shall be appointed by the Congress. In addition, there shall be an Honorary Treasurer, who may or may not be a member of the College, to be appointed by the trustees to provide the expert financial oversight required by the Board. All shall be subject to the above limitations on tenure of service.

#### THE PARAMEDIC ADVISORY COUNCIL

5.1 The Paramedic Advisory Council shall be a committee comprising individuals who shall be College members. The Council's role shall be to represent the views of the members to the trustees and to hold the trustees to account on behalf of the members.

5.2 The Advisory Council's individual members shall represent such specialised Sections as the College shall create and these representatives shall be elected as provided in the Regulations.

5.3 A Representative, whose term of Office has come to an end, may be re-appointed provided that no Representative may hold Office as such for more than two consecutive terms unless authorised to do so by a resolution of the trustees.

5.4 The election of the Chair of the Advisory Council shall be held during the last year of the incumbent's term with the newly elected person serving six months as Chair-elect of the Advisory Council and may attend, in a non-voting capacity, the trustees' and the Advisory Council's meetings during that six-month period.

5.5 The Advisory Council shall meet, and its proceedings shall be governed in accordance with the published Regulations.

5.6 Advisory Council members' terms of Office terminate if they:

- a) resign by written notice to the trustees; or
- b) are removed by resolution passed by the members of Congress that it is in the best interests of the College for the Advisory Council member concerned to be removed but only after the meeting has invited the member concerned to discuss the matter with the Advisory Council.

#### CONGRESS

6.1 The trustees and the Advisory Council shall together make up the committee known as Congress.

6.2 Congress shall meet at least once a year to ensure the following purposes:

- a) to receive from the trustees the accounts of the College for the previous financial year;
- b) to receive from the trustees a written report on the College's activities;

- c) to be informed of the retirement of those trustees who wish to retire or whose terms of Office have come to an end;
- d) to elect the trustees in accordance with these Bylaws and the Regulations;
- e) to advise the trustees on the appointment of auditors or financial examiners for the College;
- f) to advise the trustees on any other matters concerned with the governance and management of the College.

6.3 The proceedings of Congress shall be governed in accordance with the Regulations.

#### SENIOR EXECUTIVE STAFF

- 7.1 The trustees shall appoint a Chief Executive (by whatever title), to attend all Board meetings, to advise the trustees and to implement their decisions. The Chief Executive shall not be a trustee.
- 7.2 The trustees shall also appoint a College Secretary and Registrar who shall be the Chief Operating Officer, shall maintain the College Registers, and deputise, when necessary, for the Chief Executive Officer.

#### REGULATIONS

- 8. The Board may make from time to time such Regulations as it deems necessary for the proper conduct and management of the College, and which shall not be inconsistent with the Charter of Incorporation and these Bylaws.

#### PATRONS

- 9. The trustees may appoint one or more Patrons to serve for such periods and with such duties as it may decide.

#### INDEMNITY

- 10. No trustee or any of its committee members or any members of staff shall incur personal liability in respect of any loss or damage resulting from their authorised actions done in good faith for the benefit of the College.

#### CONFLICTS OF INTEREST

- 11.1 Trustees shall avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the College.
- 11.2 Trustees in such a situation shall declare their interest or possible interest at a relevant Board meeting or by notice in writing to all the other trustees.
- 11.3 The Board shall decide how this conflict shall be managed.
  - a) It can decide that the conflicted person may remain at the meeting, participate in the discussion, and even vote on the matter concerned, or
  - b) it can allow the conflicted person to remain but not vote and/or speak, or
  - c) it can require the conflicted person to withdraw from the meeting for the duration of the discussion and the voting on the issue (and not being counted in the quorum for the duration of the discussion and voting).

#### THE CALLING AND CONDUCT OF GENERAL MEETINGS

12.1 The College shall hold each year a General Meeting as its Annual General Meeting in addition to any other General Meetings in that year and shall specify it as such in the notices calling it. All members shall be invited to attend but only Voting members shall have the right to exercise a vote.

12.2 The Annual General Meeting shall be held each year not normally more than fifteen months after its predecessor, for formal acceptance of the election to any vacancies in Board membership for the coming year, for receipt of the Annual Report and Accounts and for the conduct of any other business for which notice has been duly given. There may be other General Meetings held during each year which shall be called by the Chief Executive on the instruction of the trustees or at the request in writing of thirty members.

12.3 Attendance may be in the physical presence of those entitled to attend and/or by electronic means, and proxy voting shall be allowed. Where electronic voting is used, the trustees must be satisfied that the voting means are secure including that there shall be no duplication of voting.

12.4 Notice of any General Meeting shall be published at least fourteen days before the date of the meeting and shall also be sent to the Auditors or Financial Examiner. Such notice shall give the date and place of the meeting, and the purpose for which it is called shall be explicitly stated.

12.5 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.

12.6 The quorum for General Meetings shall be fifty Voting members in person or virtually, and each quorum must include at least half of the number of serving trustees. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved.

12.7 The Chair may adjourn a quorate meeting, with its consent, (and shall if so directed by the meeting), from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

12.8 The Chair of any General Meeting of the College shall be the Chair of the Advisory Council or, if absent the President, or, if absent, a trustee selected by those trustees who are present.

12.9 At any General Meeting a motion put to the vote shall be decided by a show of hands and the proxy votes unless a poll is demanded by any two members. The Chair shall decide how that poll shall be conducted.

## THE SECTIONS

13. The trustees may create such specialised Sections of the College as may be required by members. The Sections shall be subsidiary divisions of the College and details of their administration shall be published in the Regulations.

## ACCOUNTS

14.1 The trustees shall cause accounting records to be kept at such place as the Board shall think fit, and the accounts shall always be open to the inspection of the trustees, and of members by arrangement with the Chief Executive.

14.2 At the Annual General Meeting the trustees shall lay before the members an income and expenditure account for the period since the last preceding account together with a balance sheet made up as at the same date. Every such balance sheet shall be accompanied by reports of the trustees and the Auditors or Financial Examiners and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any legal requirements for the time being in force) and of any other documents required by law to accompany the same shall be sent not less than fourteen clear days before the date of the meeting to the Auditors or Financial Examiners and to all other persons entitled to receive notices of General Meetings.

## AUDIT OR INDEPENDENT FINANCIAL EXAMINATION

15.1 Once at least in every year the accounts of the College shall be audited or examined, as the case may be, and the correctness of the income and expenditure account and balance sheet ascertained by the Auditors or Financial Examiners.

15.2 Auditors or Financial Examiners, who shall be qualified accordingly, shall be appointed by the Annual General Meeting on the recommendation of the trustees who shall also decide their remuneration.

## THE COMMON SEAL

16. The Common Seal of the College shall be affixed only to such documents as the trustees may decide and by the Chief Executive Officer or College Secretary in the presence of two trustees.

## NOTICES

17. A notice may be served by the College upon any member, electronically as agreed by the member or personally or by sending it through the post in a pre-paid letter, addressed to such member at the registered address as given by the member. Normally, it shall be assumed that receipt of such notices, by whatever means of distribution, shall be received within twenty-four hours of dispatch.

